# *Willamette Valley Herding Club*
# *Constitution and By-Laws*

# Constitution

**ARTICLE I. NAME AND OBJECTIVES**

SECTION 1. The name of the Club shall be Willamette Valley Herding Club.

SECTION 2. The objects of the Club shall be:

- to encourage and promote herding by sharing knowledge, information and experience.
- to do all in its power to protect and advance the interests of herding by encouraging sportsmanlike competition at herding activities and events.
- to conduct sanctioned and licensed herding tests and trials under the rules of the American Kennel Club (AKC), Australian Shepherd Club of America (ASCA), and the American Herding Breed Association (AHBA); hereafter referred to as AKC, ASCA & AHBA.

SECTION 3. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue of dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carry out these objectives.

# By-Laws

**ARTICLE I. MEMBERSHIP**

SECTION 1. **Eligibility.** There shall be one type of membership, open to all persons, eighteen years of age and older, who are in good standing with AKC, ASCA and AHBA and who subscribe to the purposes of this Club. There shall also be a junior membership open to all persons between the ages of eight and 17. These junior members shall be non-voting members and shall not be eligible to hold an elective office. Junior members automatically become regular members when they turn 18. While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 2. **Dues.** Membership dues shall be $25.00 for family membership (up to two voting adults, each with one vote) per year; $20.00 for single membership per year; $10.00 for junior membership per year, payable January 1st. A non-voting membership with access to WVHC hard copy and electronic communication forums shall cost $10.00. No member may vote whose dues are not paid for the current year. The last newsletter before the end of the year shall include a statement to all members of their dues for the ensuing year.

SECTION 3. **Election to membership.** Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these By-laws and the rules of AKC, ASCA, and AHBA. The application shall include the name address, breed of dog(s) the applicant owns, and endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Secretary. New membership applications will be read during the Secretary's report at the club meeting following its receipt. At the next club meeting, the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

SECTION 4. **Termination of Membership.** Memberships may be terminated:

a) **By resignation.** Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the club. Dues obligations are considered a debt to the Club and they become incurred on the first day of January each year.

b) **By lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the board may grant 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting.

c) **By expulsion.** A membership may be terminated by expulsion as provided in Article VI of these by-laws.

## ARTICLE II. MEETINGS AND VOTING.

SECTION 1. **Club Meeting.** Meetings of the Club shall be held in the greater Portland, Oregon area at such place, date and hour as may be designated by the Board of Directors. There will be at least six meetings a year. Meetings will be held every other month. Notice of each meeting shall be sent to members by either hard copy or electronic notification at least 10 days prior to the date of the meeting. E-mail notification of meetings may be made to those members that choose that option. E-mail notification of meetings will be sent at least 5 days prior to the meeting date. The quorum for such meetings shall be 20% of the members in good standing.

SECTION 2. **Special Club Meeting.** Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the greater Portland, Oregon area as may be designated by the person or persons authorized herein to call such meetings. Written or e-mail notice of such a meeting shall be sent by the Secretary at least 5 days and not more than 15 days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 3. **Board Meetings.** Meetings of the Board of Directors shall be held prior to the regular Club meetings, at a time and location determined in advance by the Board. The Secretary or President shall notify all Board members of meetings at least one week prior to the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. **Special Board Meetings.** Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by or receipt of separate email notifications by at least three members of the Board. Such special meetings shall be held in the greater Portland, Oregon area at such place, and hour as may be designated by the person authorized herein to call such meeting. Written or email notice of such meeting shall be sent by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

SECTION 5. **Voting.** Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any club meeting or election.

## ARTICLE III. DIRECTORS AND OFFICERS.

SECTION 1. **Board of Directors.** The Board shall be comprised of the President, Vice-President, Secretary, Treasurer and three other persons all of whom shall be members in good standing and all of whom shall be elected for two-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. **Officers.** The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

a) The President shall preside at all meetings of the Club and of the Board, and shall have the duties powers normally appurtenant to the office of President in addition to those particularly specified in these by-laws.

b) The Vice-president shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

c) The Secretary shall keep record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. He or she shall have charge of the correspondence, provide the newsletter editor with copies of the minutes and other information, notify members of meetings, notify new members of their elections to membership, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as are prescribed in these by-laws.

d) The Treasurer shall collect and receive all moneys due or belonging to the Club. He or she shall deposit the same in a bank designated by the Board, in the name of the club. His or her books shall at all times be open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he or she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.

**ARTICLE III. DIRECTORS AND OFFICERS (continued).**

SECTION 3. **Vacancies.** Any vacancies occurring on the Board or among the offices during the year shall be filled until the next biennial election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-president and the resulting vacancy in the office of Vice-president shall be filled by the Board.

**ARTICLE IV. THE CLUB YEAR, ANNUAL MEETING & BIENNIAL ELECTIONS**

SECTION 1. **Club Year** The Willamette Valley Herding Club's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The Club's official year shall begin immediately at the conclusion of the annual meeting and shall continue through the next annual meeting.

SECTION 2. **Annual Meeting.** The annual meeting shall be held in the month of November. During odd years (biennially), the Officers and Directors for the ensuing biennium shall be elected in secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office at the conclusion of the annual meeting held in conjunction with the biennial election. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after election.

SECTION 3. Biennial **Elections.** Elections are held every other year - during an odd numbered year. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 4. **Nominations.** No person may be a candidate in a Club election who has not been nominated. During the month of July, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Nominating Committee shall be in place by August 1. The Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee and it shall be his or her duty to call a Committee meeting which shall be held on or before August 31.

a) The Committee shall nominate one candidate for each office and position of the Board, and, after securing the consent of each person so nominated, shall immediately lately report their nominations to the Secretary in writing or via e-mail..

b) Upon receipt of the Nominating Committee's report, the Secretary shall notify the membership of the results either via hard-copy or electronically.

c) Additional nominations may be made at the September meeting by any member in attendance provided that the person so nominated does not decline when his or her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his nominator shall present to the Secretary a written statement or notice via email from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position.

d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

**ARTICLE V. COMMITTEES**

SECTION 1. The Board may each year appoint standing committees to advance the work of the Club In such matters as herding clinics, herding educational seminars and herding trials and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board, however, committee membership shall always be at the discretion of the committee chairperson. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointed may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

**ARTICLE VI. DISCIPLINE**

SECTION 1. **AKC, ASCA or AHBA Club Suspension.** Any member who is *Suspended* from the privileges of AKC, ASCA or AHBA automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. **Charges**. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of $25.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present the at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his on defense and bring witnesses he wishes.

SECTION 3. **Board Hearing.** The Board shall have a complete authority to decide whether Counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendations. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

SECTION 4. **Expulsion.** Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. a 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

**ARTICLE VII. AMENDMENTS**

SECTION 1. Amendments to the Constitution and By-laws may be proposed by the Board of Directors or by written petitions addressed to the Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date that the petition was received by the Secretary.

SECTION 2. The Constitution and By-laws may be amended by a 2/3 vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

**ARTICLE VIII. DISSOLUTION**

SECTION 1. **Dissolution.** The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a charitable organization selected by the Board of Directors.

**ARTICLE IX. ORDER OF BUSINESS**

SECTION 1. **At meetings of the Club**, the order of business, so far as the character and nature of the meeting may permit,shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Unfinished business
- New business
- Miscellaneous discussion
- Adjournment

SECTION 2. **At meetings of the Board**, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business