

United White Shepherd Club

CONSTITUTION

**The United White Shepherd Club is officially associated with the
United Kennel Club, Inc.**

Name: The name of the club shall be **United White Shepherd Club**. It may be shortened to **UWSC**. It may also be referred to as "The Club."

Purpose: The United White Shepherd Club was formed to do everything possible to protect, promote and advance the best interests and welfare of purebred White Shepherds and to continue to bring their natural qualities to perfection through quality and careful breeding practices. The Club also seeks to promote worldwide recognition and acceptance of the White Shepherd as a separate and distinct breed of working and herding dog. To this end, it embraces the following objectives:

1. To urge all members to sign and abide by the Club Code of Ethics;
2. To encourage members and breeders to accept the standard of the breed as established and approved by the United Kennel Club as the standard by which the White Shepherd shall be bred and judged;
3. To do everything possible to protect the breed and to prevent or stop the sale of puppies through pet stores;
4. To conduct U.K.C. licensed events.
5. To encourage and promote participation by members in all forms of competition open to the White Shepherd;
6. To encourage sportsmanlike behavior from its members at all times;
7. To encourage and promote the widespread formation of independent local specialty clubs in all areas of the country;
8. To strive to educate its members through the Club Newsletter and to educate the general public about the White Shepherd breed wherever possible.

BYLAWS

ARTICLE I -- MEMBERSHIP

The Club encourages membership by all persons having a sincere desire to advance and promote the welfare of the White Shepherd and to see its ultimate recognition by all nations of the world as a distinct breed of purebred dog. Applicants must be sponsored by a member of the Club who is in good standing and is not of the same household. All new members will have their names published in the Club Newsletter and will automatically become approved pending a thirty (30) day waiting period following the publication of said Newsletter unless a written objection is filed with the Club Secretary by a current Club member.

Section 1. Conditions of Membership. Conditions of membership in the Club are as follows:

- (a) Members need not own a White Shepherd.

(b) Every member is required to be and remain in good standing with the United Kennel Club as a condition of membership. Members are also required to be in good standing with United White Shepherd Club. A MEMBER WHOSE DUES ARE IN ARREARS IS NOT CONSIDERED IN GOOD STANDING.

(c) A prospective new member's approval is pending a thirty (30) day period after his name is published in the Club Newsletter. If, in that 30 day period, a current member objects in writing to the approval of a prospective member, and if just cause is found, that prospective member's application will be canceled and his membership dues will be returned.

Section 2. Classes of Membership. There will be three classes of membership.

(a) Individual Member. Any person 18 years of age and over who subscribes to the Club conditions of membership and the Constitution of the Club. An individual member is entitled to 1 vote.

(b) Family Membership. Two adults residing together at the same address. Children are included in family memberships until they reach the age of 18 years at which point they must apply as individual members if they wish to continue membership in the Club. Family members are entitled to 2 votes per household.

(c) Honorary Member. This class of membership is very seldom used. It is to be reserved for those few people who have made extraordinary contributions to the White Shepherd breed. Any Club member who is in good standing may present the name of a prospective honorary member to the President who shall present the candidate for a vote at the next available meeting of the Club. An honorary member shall be chosen by a two-thirds majority ballot vote of the entire Club membership. Honorary membership may be so designated either for lifetime (indefinite) or for a certain period of time. Such a member may also be designated posthumously. A living honorary member is entitled to receive the Club Newsletter but shall not be entitled to vote except in the case that an existing Club member is designated as an honorary member. In this case, the member so designated shall not lose his voting privileges.

Section 3. Application For Membership. A prospective member must apply on an official membership application form provided by the Club. (Prospective members need only write to the Club's Membership Chair to receive an application.) The prospective member must fill out the form in total, sign (in ink) the application form and submit the entire application together with a check in the full amount for yearly dues and signature from one unrelated member, (not of the same household) who are themselves, in good standing. The application shall be sent to the Club's Membership Chair. (The signature of the Membership Chair may constitute the one required signature.) The Chair shall sign the original application, and make 2 copies thereof. One copy shall be sent to the Newsletter editor who shall print the name of the new prospect in the next available Newsletter. One copy shall be sent to the Treasurer along with the check for the new prospect's dues. The original application form shall be kept on file by the Membership Chair. A new member's application may not be considered approved until the new member's name has been published in the Club Newsletter and until a period of thirty (30) days passes after publication of the issue in which the new member's name is printed. If any current member protests the application in writing and if just cause is found, the new member's application for membership will automatically be canceled and his dues check will be returned to him. If no current member objects within 30 days of the publishing of the new member's name in the Newsletter, the new member will automatically be approved.

(a) Written Objections To A Prospective Member. In the event that a written objection to a prospective member is received, the Board of Directors shall, no later than sixty (60) days following receipt of such objection -- by written mail vote -- pass judgment on the applicant. Affirmative votes of two-thirds of the Board members voting shall be required to accept such applicant for membership. An application which has failed acceptance by the Board will be automatically canceled and the applicant's dues check shall be returned to him as above. In the event that the applicant still desires membership in the Club after being failed acceptance by the Board, a new application may be presented by one of the applicant's endorsers at the next available meeting of the Club and the Club may elect such applicant by favorable vote of seventy-five percent (75%) of the members present at the meeting.

Section 4. Rights and Privileges of Club Membership. A member in good standing has the following basic rights and privileges:

1. To be sent notices

2. To attend meetings

3. To present motions

4. To speak on debatable questions

5. To vote

6. To nominate

7. To be a candidate for office

8. To inspect official records of the organization

9. To insist on the enforcement of the rules of the organization and of parliamentary law

10. To resign from an office or from the organization itself

11. To be treated with fairness and equality by other members of the organization

12. To have a fair hearing before expulsion or other penalties are applied

13. To receive or have the right to inspect an up-to-date copy of the constitution, bylaws, charter, rules, and minutes of the organization

14. To participate in Club functions, especially dog shows put on by the Club and/or any local specialty club chartered by the United White Shepherd Club; to register dogs and litters with the Club's official registry; and to put Championship titles on dogs through competition at Club-sanctioned specialties.

15. To receive the Club Newsletter and to have the right to submit articles, letters to the editor and other personal opinions without prejudice or censorship, so long as any comments so made are not intentionally defamatory toward another fellow member or that member's dogs.

16. To exercise any other rights or privileges given to members by the law, by the bylaws, or by the rules of the organization.

Section 5. Termination of Membership. A membership may be terminated in the following ways:

(a) Resignation. A member in good standing may voluntarily terminate his membership in the Club at any time by submitting his resignation in writing to the Club's Membership Chair. The Membership Chair shall submit a copy of the resignation to the Club's Secretary and shall keep the original for his files.

(b) In Arrears. A member who has failed to pay his dues in a timely manner, (as per Article II), shall be considered lapsed and will be immediately terminated. Such a member is not considered to be in good standing with the Club.

(c) Expulsion. As provided in Article X.

A member who has either resigned or been terminated by lapsing may reapply for membership as a new member, by following the procedures outlined in Article I, Sections 1 through 3. A member who has been expelled may not reapply for membership.

ARTICLE II -- CLUB DUES

The Club's membership dues shall be determined by a two-thirds affirmative vote of the Club's Board of Directors. Dues are payable on or before January 1st of the new year. A membership renewal notice shall be printed in the Fall Club Newsletter(s) and members may pay their dues for the coming year during the months of September, October, November, and December if they wish. Also, because the annual Club meeting and National Specialty shall occur during the months of September, October or November, members may pay their dues for the coming year at the National Specialty, even if such Specialty shall occur in the month of September. Membership shall be considered lapsed and terminated on January 30th. All Club dues are to be sent directly to the Club's Treasurer. It shall be the responsibility of the Treasurer to send a complete membership list to the Membership Chair and the Newsletter Editor on January 31st of the new year. A new member who has joined the Club during the months of September, October, November or December shall be considered automatically paid up for the next year. Any member whose dues have not been received by the Treasurer on or before the 30th day of January will be in arrears and will be terminated. If such a member wishes to continue his membership in the Club, he must then reapply to the Club as a new member by following the procedures outlined in Article I, Sections 1 through 3.

ARTICLE III -- OFFICERS AND BOARD OF DIRECTORS

The officers of United White Shepherd Club shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors shall consist of the Club officers. All Club officers **MUST** at the time of their elections to office and throughout their entire terms, **BE AND REMAIN IN GOOD STANDING** with United White Shepherd Club as well as with the United Kennel Club. The officers shall perform the duties described in the parliamentary authority and in these Bylaws. No person shall hold office if he is not a member (in good standing) and no member shall hold more than one office at a time. At the end of his term(s) of office, each officer shall immediately turn over to his successor, all records, moneys, or other items whatsoever belonging to the Club. If no successor is immediately named, said records, moneys or items are to be sent to the Club Secretary. No officer or regular member may seek to profit from transferring items belonging to the Club at any time.

Section 1. Club officers.

(a) President. The President, also known simply as "The Chair," shall be the chief officer and shall open and preside over all meetings of the Club. The President shall take the chair and call all members to order at the appointed time of the meeting(s). He shall ascertain that a quorum is present at the beginning of and throughout all meetings, though he need not announce such. He shall announce the business before the assembly in the correct order; state and put all questions to vote, make sure that all motions are in order; assign the floor to members by announcing their names before the assembly, (that is, by "recognizing" them); enforce all rules and regulations of the assembly including the rules of debate; maintain order and decorum, respond to parliamentary inquiries, points of order, and any other motions that require action by the chair; maintain his impartiality; and declare the assembly recessed or adjourned. The President shall have at hand the Bylaws, the parliamentary authority, the rules of order, standing rules and any other documents necessary to facilitate the transaction of Club business. The President shall, when necessary, authenticate by his signature any documents relevant to the assembly. He shall represent the assembly, declaring its will and obeying its command in all matters and regards. The President does not normally participate in debate and, if he wishes to do so, shall relinquish the chair to the Vice-President. The President has the right to vote in Club matters, as does every other member and officer. However, he does not usually exercise the vote unless it is by secret ballot or when one more vote will alter the outcome. The President shall appoint an auditing committee at least once annually, to examine the Treasurer's books and vouchers for veracity.

(b) Vice-President. The Vice-President shall assume all responsibilities of the President in the event of the death, incapacitation, resignation, expulsion or absence of the President. In these instances, he cannot decline -- he *becomes* the President. If the President must relinquish the chair for personal reasons or because he wishes to participate in debate, the Vice-President takes the chair until the President can return. When the Vice-President is presiding in place of the President, he is addressed as President and is assigned all the powers, duties and responsibilities of the President. If the President is going to be absent from a meeting, the Vice-President takes the chair and the President cannot designate otherwise. The Vice-President may have further authority as granted by these Bylaws and by the Board. He may also be a member of and/or preside over all committees.

(c) Secretary. The duties of the Secretary are many and varied. He records and keeps the meeting minutes and carries out all official Club correspondence. At meetings, the Secretary sits next to the President and takes the roll of the members. In the absence of both the President and the Vice-President, the Secretary presides over meetings or calls the roll and then conducts an election of a chairman *pro tem* to preside. The Secretary is required to keep current, accurate copies of all organizational documents, (including the Bylaws, rules of order and standing rules); file reports noting date of presentation and disposition; issue written notices of meetings and certain motions, including motions to amend the Bylaws; prepare a written agenda for the presiding officer, provide and sign *copies* (originals are kept by the President) of organizational documents; and make the meeting minutes and all organizational documents available for the inspection of the membership during meetings and at other such reasonable times. The Secretary keeps and provides the President with lists of all committees and their chairs. In the absence of the Secretary, a secretary *pro tem* should be elected from the available members. The Secretary is responsible for reading the minutes at the start of all meetings. When the minutes are approved, he signs the minutes, marking them as approved. If there are any changes or corrections, the Secretary makes the necessary adjustments, signs them, and marks them as approved with corrections. The minutes must be published in the Club Newsletter and should be signed by both the Secretary and the President. The Secretary shall mail the proxies and all necessary ballots to the membership at the appointed time before the annual meeting and election. He shall check in, verify and count all proxies at the annual meeting. At the close of this meeting, he shall take possession of all ballots and proxies and file them in the official Club records.

(d) Treasurer. The Treasurer is much like a banker -- holding and keeping track of Club funds deposited with him and paying them out on the orders of the organization signed by the Secretary. He keeps a bank account for both savings and checking in the name of the Club and promptly pays all bills on behalf of the Club. The Treasurer should give periodic (at least quarterly) written reports on the financial state of the Club. These should be published in the Club Newsletter. Reports usually consist of the beginning balance for a given period, the sources and amounts of income during the period, the purposes or payees and amounts of the disbursements during the period, and the balance on hand. At the annual meeting, the Treasurer may assist the Secretary in counting and verifying proxies. His books must be open to inspection by the membership and by the Board at all times during meetings and at other such times as deemed reasonable. The Treasurer gives a report on the state of the Club's finances at every general meeting or Board meeting. The Treasurer should be careful to get a receipt whenever he makes a payment. He should insist on at least a once yearly audit of the books and receipts. All receipts should be kept in order to facilitate audits. Once the auditor or auditing committee has examined the receipts, records and bank statements and has approved them as complete and correct, the Treasurer is relieved from the responsibility of the past.

Section 2. Board of Directors. The Board shall consist of the elected Club officers. The Board is empowered by the membership to act for the organization. It shall, at all times, attempt to further the objects and purposes of the Constitution and of the membership. The Board shall further have the power to appoint such committees as is deemed necessary or desirable in order to maintain efficiency in carrying out Club matters. The Club President shall have no vote in Board proceedings or matters unless it is to break a tie vote amongst the other members of the Board. The Board of Directors must meet at least once yearly, at the annual Club meeting, for the purposes of carrying out the business of the Club. The Board must submit a detailed written report of its proceedings to the Club Newsletter to be published for the perusal of the membership.

The Board has the power to act in the best interest of the membership and of the Club. It may, by two-thirds affirmative vote of the entire Board, decide on matters of importance within the Club or put to rest any unfinished business remaining ninety (90) days after the annual Club meeting. In this capacity, the Board may conduct its business by conference call, E-mail, fax or by U.S. Postal Service, through the Secretary. Any and all business conducted outside the constraints of the annual business meeting MUST be well-documented and submitted to the Newsletter for publication. Although the Board has the authority to make decisions on behalf of the Club, it must always be remembered that the members of the Club have the final say in any and all matters. Any decision made by the Board may be overturned by a two-thirds affirmative vote of the entire voting membership -- this vote to be taken by secret ballot at the next annual meeting. If the annual meeting is just passed and if the matter is too pressing to wait until the next annual meeting, a vote may be taken by means of a mail-in ballot placed in the Newsletter as described in Article VI, Section 3., of these Bylaws.

The Board shall be entrusted with the general management of the Club's affairs.

Section 3. Election of Officers and Terms of Office. The Club officers shall be elected by secret ballot vote at the annual meeting of the Club. The following Club officers shall be elected in the even-numbered years and shall serve a term of two years: President and Treasurer. The following Club officers shall be elected in the odd-numbered years and shall serve a term of two years: Secretary and Vice-President. There shall be no limit on the number of consecutive terms a given officer may serve. The Regional Vice-Presidents shall be elected by a ballot placed in the April issue of the Club Newsletter. In all cases, elected officials continue to serve until their successors are duly elected and installed. Upon election of his successor, each retiring officer shall turn over all Club property, moneys, records and related documents pertaining to the office to the newly elected officer either immediately or within thirty (30) days after the election. Failure to do so may result in disciplinary action or even dismissal from the Club.

(a) **Nominating Committee.** Not less than six (6) months before an election, the President shall appoint a Nominations Committee Chairman. This Chairman shall, in turn, appoint a committee which shall consist of no fewer than three (3) members in good standing. Only one member of the Nominating Committee may be a member of the Board of Directors. The Nominating Committee shall procure at least one candidate for each available office to be filled. The Committee shall first contact each incumbent officer to ascertain whether that officer would like to run for reelection to his current position or for election to another office. If the incumbent expresses a willingness to run for reelection (or for election to another office), he shall submit a written notification of such consent to the Nominating Committee. If the incumbent does not wish to run, he need only verbally decline. In this case, the Nominating Committee shall be responsible for securing at least one **qualified** nominee for the available position(s). Each candidate shall be contacted and advised that he has been nominated to run for office. The candidate must be fully apprised of the duties of such office and of his responsibilities should he decide to run for and hold (if elected) the office. All candidates are required to submit a written notice to the Nominating Committee of their intention to run for office, and to hold such office should they be elected. Nominations close sixty (60) days before the annual meeting at which the election will occur.

When the Nominating Committee acquires the written consent of all candidates, the Chairman shall compile a complete slate of candidates and the offices for which they are running. He shall submit the complete slate to the Newsletter Editor for publishing in the next available Newsletter. Candidates may, at their own discretion, submit "job qualifications" to the Newsletter in order to allow the membership to become acquainted with them and with their individual abilities, skills and desire to do a good job. The complete slate must be published in the Newsletter NO LATER THAN thirty (30) days before the election.

(b) **Who May Nominate.** Any member who is in good standing at least ninety (90) days before an election may submit a nomination or nominations for any available office. A member who desires to serve the Club and who feels confident that he is up to the task may, himself, contact the Nominating Committee before the close of nominations and indicate his willingness to run for (and hold) office. Such a member must be in good standing at least ninety (90) days before the election. He must also submit written notification of his intention to run for and hold office in the manner described above.

(c) **Single Slates And Open Nominations.** A single slate -- that is, only one fully qualified nominee for each office, is allowed by these Bylaws. Open nominations are also acceptable; even desirable. The Nominating Committee may, at their discretion, place an open call for nominations or for candidates in the March, April and May Club Newsletters to assist them in their task of finding qualified candidates for office.

(d) **Election Committee.** Before the beginning of the annual meeting at which elections will occur, the President shall appoint tellers who shall be responsible for tabulating all the ballots, both absentee and in person, for the election. The tellers or election committee shall consist of not less than three (3) members. At the appointed time, the tellers shall count the ballots and shall then announce the final tally to the Chair. Toward the close of the meeting, the Chair shall announce the election results to the members present, announcing the individual candidates and the final number of votes accrued by each one. It is the responsibility of the Chair to then declare the winners duly elected. It shall be the final duty of the election

committee to prepare a brief report for publication in the Club Newsletter immediately following the annual meeting at which the election took place. This report must account for all ballots cast, both legal and illegal, for each candidate and office. The report must also give the number of votes necessary to elect along with the actual number received by each candidate. A copy of this report, along with all ballots and other election material is given to the Secretary for entry into the Club's official records.

(e) Absentee Ballots. Every member whose type of membership awards voting privileges and who is in good standing at least ninety (90) days before an election is entitled to vote for Club officers at the annual meeting. It shall be the responsibility of the Secretary to mail absentee ballots, together with any proxy forms to be used in conducting other Club business, to each eligible member of the Club. An eligible member is one who is entitled to vote and who is in good standing at least ninety (90) days before the elections. He shall mail such ballots not less than thirty (30) days nor more than sixty (60) days before the annual meeting at which the elections and other business will occur. Absentee ballots shall contain the names of all candidates and the offices for which they are running. Each absentee ballot must be placed into a plain white envelope which is then placed into another envelope that has the member's name printed or typed clearly on it in the lower left-hand corner of the front of the envelope. All ballots must be returned to the Secretary within a specified time. When the ballots are received by the Secretary, he shall check each ballot in by comparing the name(s) on the outer envelope against a list of all eligible voters. The Secretary shall then deliver the list of names of all eligible members who have submitted ballots together with all the sealed blank inner envelopes containing the ballots to the tellers or election committee for tabulation. No member shall be allowed to vote twice and secrecy must be preserved at all times.

(f) Vote Necessary To Elect. Election of Club officers is strictly by majority secret ballot vote and the candidate receiving the majority of the legal votes cast for a given office is elected. In the event of a tie vote or where no candidate receives a majority vote, the requirement for a majority vote may NOT be waived. In such a case, the assembly may adopt motions to enable it to complete the election in a timely manner, as stated in the parliamentary authority. If subsequent voting is necessary in order to complete the election, it shall be by secret ballot poll of the members present at the annual meeting.

ARTICLE IV -- COMMITTEES

The membership or the Board of Directors may appoint *standing* or *ad hoc* committees as necessary in order to facilitate business or advance the work of the Club. All powers, rights and duties of all committees or other Board appointed positions must be delegated to them by the creating or appointing authority. No committee, including the Board itself has any powers other than those delegated to them by these Bylaws or by majority vote of the membership. Any duty that has been assigned to a committee or other appointed position may be withdrawn at any time and/or assigned to another committee or position. Any special committee may be dissolved by the authority that created it. No committee may represent the Club to any outside person or organization except when clearly authorized to do so by these Bylaws or by a vote of the membership.

All committees are responsible to and under the direction and control of the authority that created them. Standing committees are responsible to and under the direction and control of the voting membership or the Board of Directors when the Board is acting for the membership. Special committees may be appointed by the President, the Board or the membership and are responsible to and under the direction and control of the body that created them.

A committee has the option of appointing a subcommittee of its members to which it may delegate powers or special duties. Such subcommittees are under the control and direction of the committee that created them. They report only to the appointing committee and may be dissolved by that body at any time.

The following positions and standing committees shall be appointed by the Board of Directors under the direction of the voting membership:

Public Education Coordinator. The Public Education Coordinator (PEC) shall have his name and address published in any ads placed by this organization. He may be the first contact between the Club and any potential new members. He maintains and distributes educational material to any interested parties and is available to answer questions about the organization and the breed. He refers all potential new members to the Membership Chair. The PEC will also be responsible for keeping the membership apprised of any anti-dog or other similar legislation that may affect the White Shepherd. He is the Club's official delegate to the UKC. The Public Education Coordinator is an *ex officio* member of the Breed Education Council and the Judges' Education Council.

Breed Education Council. The Breed Education Council operates in conjunction with the PEC and is responsible for developing and maintaining educational and instructional materials about the breed, especially the breed information packet distributed by the PEC and the Membership Chair. Such materials are to be used with and distributed to the general public, as well as to United White Shepherd Club members and/or unaffiliated breeders of the White Shepherd. The Breed Education Council functions as much for the Club's membership as it does for the public. It supplies articles of interest to the Newsletter and may set up programs or schedule speakers at meetings. It is responsible for developing and keeping current the "welcome packet" sent to all new members by the Membership Chair. It may set up information booths on the breed at pet fairs as desired. It may also sponsor seminars about the breed or on matters of general interest to the membership.

Judges' Education Council. The Judges' Education Council is responsible for distributing educational materials developed by the Breed Education Council to UKC, CKC, AKC, FCI or other judges wishing to be eligible to judge the White Shepherd breed. It shall maintain the breed Standard and

the illustrated standard as well as any other materials and provide them to judges as necessary. It may sponsor seminars on the breed and the breed Standard and/or judges' workshops as necessary.

Membership Chair. The Membership Chair maintains the Club's membership and mailing lists and keeps track of all changes in members' names, addresses, phone numbers and membership class. He publishes a list of any and all such changes in each Newsletter. The Membership Chair also keeps United White Shepherd Club's official membership application form and distributes same to potential new members, performing his duties as described in these Bylaws. In addition to these duties, he distributes the Club's official new member "welcome packet" to all new Club members.

Health and Genetics Chair. The Health and Genetics Chair is responsible for cataloging and tracking all known illnesses and genetically inheritable diseases that affect the White Shepherd breed. He shall keep the membership abreast of all recent developments in the diagnosis and treatment of these diseases, as well as other subjects pertaining to the general health of the breed. He shall give a report at least once annually, via the Newsletter. He is also responsible for tracking and recording all certificates and/or official clearances of disease from organizations such as (but not limited to) OFA or PennHIP, OVC, and CERF. He shall submit a list of all dogs' names and clearance numbers to the Newsletter at regular intervals.

Rescue Chair. The Rescue Chair coordinate and network together all rescue efforts on behalf of the White Shepherd breed in the United States of America.

Newsletter Editor. Publishes the Club's official monthly Newsletter.

Historian. The Historian shall keep an accurate history of the Club from its inception. He shall be responsible for documenting and publishing important breed developments to the membership through the Newsletter as they occur or at least once annually.

ARTICLE V-- MEETINGS

A *meeting*, as defined by the parliamentary authority, is "an official assembly of the members of an organization or board for any length of time during which the members do not separate except for a recess. It covers the period from the time the group convenes until the time it adjourns." A *convention* usually refers to a series of adjourned or recessed meetings that follow in close succession. It is regarded as a single meeting with intervening recess periods." Thus, there shall be one annual convention held during the month of September, October or November (in conjunction with the National Specialty) for the purpose of conducting Club business. The day, date, place and time shall be determined by the Board of Directors acting in concert with the officers and show committee of the host specialty club. Notice of same shall be printed in the Club Newsletter. No meeting may begin before the time stated in such notice unless all members are present and consent to begin the meeting. The annual convention is considered a *regular* meeting of the Club.

(a) Written Agenda For The Annual Meeting. Because voting by proxy is allowed, a written agenda listing all motions, issues and amendments or other changes to these Bylaws MUST be printed in the Club Newsletter. Since a proxy is assigned to another member who is able to attend the meeting and who may, therefore, discuss all motions; motions listed in the agenda may be reworded after discussion in order to clarify or enhance their meaning or purpose. However, no motion may be changed, reworded or amended so as to dramatically alter its original meaning, intent or purpose. The Secretary should compile the agenda and should make two (2) copies thereof. The Secretary should keep the original copy for the official Club records. He should then send one copy to the President and the other copy to the Newsletter editor to be printed in the Club Newsletter. It is the Secretary's responsibility to see that the agenda is sent to the editor in time to make the issue deadline, as the agenda is to be published in the Newsletter **no later than** thirty (30) days before the annual meeting is to take place. This is to ensure that all members who are eligible to vote but who are unable to attend will be fully apprised of their options on each question, should they wish to vote by proxy.

(b) Consent Agenda. In order to facilitate and/or shorten business meetings, a *consent agenda* may be adopted. A consent agenda is a portion of the printed agenda listing any routine matters or other items of business that are expected to be noncontroversial and on which there are likely to be no questions. When voting on items on the consent agenda, the Secretary casts one ballot for the membership. Before the vote is taken, all members present are given a chance to study the items on this agenda and ask any questions that they may have. Any member has the right to oppose any questionable item of business on this agenda and, in this case, such item would be transferred to the regular agenda for further debate and separate vote.

(c) Special Meetings. A special meeting may be called in order to transact specific Club business or to settle some pressing matter. A special meeting may be called by the President, by a majority vote of a quorum of members of the Board that are present and voting at a regular or special meeting of the Board, or upon receipt by the President of a petition signed by thirty percent (30%) of the members of the Club who are in good standing and who are eligible to vote. If a special meeting is to be called, the Secretary must send written notice of same to all eligible members of the Board and/or the Club, depending on whether the meeting so called is to be a special meeting of the Board or a special general meeting of the Club. The notice so given must state the items of business to be considered and voted on. It must be specific and if action, such as a vote is to be taken at the meeting, the notice must state this. No other business may be transacted or considered but that which was stated in the meeting notice.

Minutes are not read at special meetings, but the minutes taken at special meetings are read and approved at the next regular meeting of the Club. A copy of the call for the special meeting must be inserted in the minutes of the special meeting.

(d) Failure To Call A Meeting. If the officer(s) or director(s) who is responsible for calling a regular meeting of the Club or the Board fails to perform his duty and does not call it, a group of members or even a single member may demand that the officer(s) call the meeting. If such demand is made and the officer(s) still does not call the meeting, a group of members or even a single member may call the meeting and may designate the time and place for the meeting. When a quorum is confirmed, the meeting may proceed as usual.

Section 1. Quorum. "A *quorum* is the number or proportion of the members of an organization that must be present at a meeting in order to transact business legally." No meeting may proceed unless there is a quorum present. A quorum constitutes the number of members in good standing who are present, either in person or by proxy, and NOT the number of members who are voting. The Chair is counted in computing a quorum. It is the responsibility of the Chair to determine if a quorum exists before the meeting begins. If at some point during the meeting it becomes apparent that a quorum is no longer present, the Chair must declare the meeting adjourned.

For the transaction of regular Club business, thirty percent (30%) of the members present both in person or by proxy shall constitute a quorum. For Board or committee meetings, a majority of the members of the Board or committee shall constitute a quorum. Proxies are **not** allowed in committee or Board meetings. Members must be present and a quorum must exist or no business may be legally transacted.

Section 2. Order of Business for Club Meetings. A set, regular order of business is usually followed but a reasonable amount of flexibility is allowed by these Bylaws. The usual order of business for regular Club meetings shall be as follows:

1. Call to order
2. Role call
3. Reading, correction, and approval of the minutes of previous meeting(s)
4. Reports of officers
5. Report of the Executive Committee
6. Reports of the Board and standing committees
7. Reports of special committees
8. Reading of Club correspondence
9. Business arising out of correspondence
10. Unfinished business
11. New business
12. Election of officers
13. Announcement of elected officers
14. Any special announcements by officers or members
15. Adjournment
16. Any special, planned program or social event or discussions of interest to Club members

The order of business for a special meeting shall consist only of the call to order, consideration of the items of business stated in the meeting notice and voting on these items, as necessary, and adjournment.

(a) Reading Of The Minutes. The Chair shall direct the Secretary to read the minutes of the previous meeting. After the minutes have been read, the Chair should ask if there are any corrections to the minutes. If there are none, the Chair declares the minutes approved as read. If there are any corrections and if there is a difference of opinion on them, the Chair conducts a vote on the corrections before the minutes are approved. The reading of the minutes may be postponed to a later time during the meeting or to a subsequent meeting during the annual convention by general consent of the members present at the meeting. After adjournment, the meeting minutes must be published in the next available Club Newsletter.

Section 3. Debate. The right to participate in discussions on any matter or item of business is one of the fundamental rights of membership. Debate is regulated by parliamentary law in order to assure that every member has an equal opportunity to be heard. A motion is a proposal that is submitted to the assembly for its consideration and disposition. Motions are divided into the following classifications:

Fully debatable -- those motions that may require an unlimited amount of discussion before a vote is taken.

Not debatable -- those motions that must be voted on immediately, such as the motion to close debate.

Debatable with restrictions -- motions in this category restrict debate to a brief time only and to specific points.

Fully debatable motions are: main motions, the motion to rescind, to appeal, and to amend (unless this is applied to a non-debatable motion or forbidden by these Bylaws). There are five motions that are debatable with restrictions: the motions to recess, to postpone definitely, to refer to a committee, to limit debate and to reconsider. All other motions are non-debatable. As soon as a debatable motion is presented, each member who wishes to speak on it may do so after he has obtained the floor. The rules of debate must be observed at all times and no one person or group should be allowed to monopolize the discussion. Debate should be impersonal and all discussion should be directed to the Chair rather than to other members. Discussion should be restricted to the motion at hand. When all members who may wish to speak have done so or when it appears that no further discussion is required, the Chair should ask whether there is anyone else who wishes to speak. If not, then the Chair should put the question to vote. Debate is formally and completely closed by the announcement of the vote.

Section 4. Informal Consideration. It is allowable to have an informal discussion *before* the proposal of a motion. This is useful in cases where the assembly wishes to investigate a problem more carefully before actually making a motion to vote or to take some other action. The normal rules of debate usually do not apply to an informal discussion, thus allowing members to come to a more clear course of action. There is more freedom in the length of speeches and in the number of members who may actively have the floor. If no motion is pending, a motion to discuss a certain topic informally may be presented. If a motion is already being considered, the motion to consider the pending motion informally is an incidental motion. If it carries, the pending motion is considered informally while discussion occurs. When the assembly is ready to vote on the original motion, this vote automatically terminates the informal discussion and the original motion is considered and voted on under the normal rules of debate. Informal discussion can also be terminated by a motion to end the informal discussion.

ARTICLE VI -- VOTING

The right to a voice in determining the will of the organization is the most fundamental right of membership. No member in good standing whose type of membership awards voting privileges may be deprived of this right by accepting any office or other position. Just as it is the right of every eligible member to vote, it is also the fundamental right of every member NOT to vote if he so wishes. No member can be forced to exercise this right. A member who proposes a motion has the same right as any other member to speak for or against it, or to vote for or against it. In Club meetings, a vote by voice, by a show of hands or by rising to be counted (*a division of the assembly*) are the usual methods used for voting on most questions. Any member who believes the count to be inaccurate may interrupt the proceedings by rising and calling for a recount to verify the vote. Such request must be made immediately after the Chair announces the results of the vote. When voting by any method, the Chair must call for and announce the affirmative vote first. The negative vote must always be called for and announced, even if the affirmative vote is unanimous.

Section 1. Methods Of Voting. A voice vote, whereby the vote is decided by the volume of the voices responding to the question, may be used in meetings. Such a vote can be confusing unless most of the assembled members are in agreement either for or against the motion. A vote by the showing of hands is a more accurate way to judge the wishes of the members. A show of hands or a rising vote may be used to verify an indecisive vote. In cases where the vote is still too close to call or where there are many members crowded into a small space or where the Chair and the Secretary are seated at a distance from the members, the roll call vote can be conducted. Here, the Chair directs the Secretary to read the roll. The names are read in alphabetical order. As each member's name is called out, that member responds aloud in the affirmative, (Yes, Yea, or Aye); in the negative, (No or Nay); or "Abstain," (or "Here") if he does not wish to vote on the question. He may also choose to remain silent. Such silence is taken as an abstention. The Secretary repeats each member's vote in order to be sure that it is recorded correctly. The original roll call is inserted in the meeting minutes. The roll call vote is very useful when members are voting as representatives of other members, as when members hold the proxies of other members.

(a) Voting By Secret Ballot. A ballot vote is the only method by which members can vote without indicating their choices to the rest of the members present. A secret ballot vote is the only way that candidates can be elected to office and the only acceptable method by which these Bylaws can be changed. Before the vote is taken, the Chair gives explicit instructions to the members and should make sure that all members wishing to vote have a ballot. A ballot vote may take several forms from very simple to the complex system used for absentee voting. In all cases however, secrecy is

implicit in a ballot vote. For a simple ballot vote, each member may be given a preprinted ballot or even a slip of paper upon which he writes either yes or no on the stated question. If he holds proxies, he is entitled to vote once for each proxy held. A box or other container should be provided and each voter should go to the box to deposit his ballot, rather than have someone come around to collect them. In elections or in the case of very controversial questions, each candidate may be invited to observe the tellers (from a reasonable distance), as they count the ballots. If candidates choose to observe the tellers at work, they must remain quiet and may not interfere with the tellers in any way.

The usual procedure for the election of club officers or for any but the most minor revisions to the Bylaws is to proceed with a formal ballot vote, as described in Article III, Section 3. (e), "Absentee Ballots." It shall be the responsibility of the Secretary to mail the ballots, together with clear instructions for their disposition, to each eligible member of the Club. An eligible member is one who is entitled to vote and who is in good standing at least ninety (90) days before the elections. He shall mail such ballots not less than thirty (30) days nor more than sixty (60) days before the annual meeting at which the elections and other business will occur. The ballots shall contain the names of all candidates and the offices for which they are running, or the clearly worded, complete question that is to be voted on. Each ballot packet must contain the ballot itself, together with a plain white envelope and a larger, pre-addressed mailing envelope. The marked ballot must be sealed into the plain white envelope which, itself, is then placed into the pre-addressed mailing envelope. This outer envelope must have the member's name printed or typed clearly on it in the lower left-hand corner of the front of the envelope. All ballots must be returned to the Secretary within a specified time. In the case of family members or where several individual members are living together at the same address, each member must be sent his own ballot packet. When the ballots are received by the Secretary, he shall check each ballot in by comparing the name on the outer envelope against a list of all eligible voters. The Secretary shall then deliver the list of names of all eligible members who have submitted ballots together with all the sealed blank inner envelopes containing the ballots to the tellers or election committee for tabulation. No member shall be allowed to vote twice and secrecy must be preserved at all times.

(b) Voting By General Consent. Also called "*unanimous consent*", this form of voting facilitates business and saves time in deciding routine or noncontroversial questions. For example, if a motion is made to dispense with the reading of a printed report, the Chair shall say, "It is moved and seconded that we dispense with the reading of the "x" report. Is there any objection?" If no member speaks up, the Chair says, "The motion is carried." However, if any member objects, a vote must be taken on the motion. Even if the Chair announces that the motion has passed by general consent, if any member immediately objects, the question has not been carried. It must be stated and voted on.

(c) Voting By Proxy. Every eligible member in good standing has the right to a voice in the organization, whether or not he is able to attend the regular meetings. Therefore, voting by proxy is allowed by these Bylaws. The term "proxy" refers to both the actual statement authorizing a certain member to cast a vote on behalf of the member who signs it, and to the actual member who casts the vote. The proxy holder is entitled to cast one vote for each proxy held. The procedure for distribution of the proxies to members is described in Article V, (a), Written Agenda For The Annual Meeting. Members of the Board of Directors or committee members may NOT vote by proxy at their meetings. They must vote in person.

(d) Changing A Vote. When a vote is taken by voice, by show of hands, by rising, or by roll call, members are entitled to change their votes up until the result is announced. When a vote is taken by roll call, a member may change his vote after the result is announced only if he can prove that an error has occurred in recording it. When a vote is taken by ballot, a member may not legally change it after it is placed in the ballot box.

(e) Straw Votes. The practice of taking an informal vote, or *straw vote* in meetings for the purpose of determining whether or not a motion will carry is not in order. According to the rules of parliamentary law and the parliamentary authority: "No body, board, or committee can, during its meeting, properly take a vote that is not binding. If an assembly wishes to vote to recess to determine the probable vote of the members, it may do so; but under the law all votes taken during a meeting are binding."

Section 2. Votes Required For Valid Actions. For successful adoption of any question or motion at any regular meeting of the Club, a vote shall be taken by voice, by a show of hands, by rising, by roll call, or by written secret ballot. A majority vote of the members present, both in person and by proxy, shall be required to elect all motions or questions except those concerning amendments to these Bylaws. A two-thirds affirmative secret ballot vote of all eligible members is required in order to adopt changes to these Bylaws, as stated in Article IX. Only members in good standing whose membership privileges include the vote shall be allowed to cast a vote either in person or by ballot or proxy. Any member present at any regular meeting may demand a recount of a vote immediately after the announcement of the results of said vote. If a recount is necessary, it shall be by *division of the assembly*, by roll call or, if necessary, by a secret ballot poll of the members present and assembled at the meeting. In any and all cases except where changes to these Bylaws are involved, a majority vote is necessary to elect. A tie vote on a motion or question shall fail since it has not received a majority vote. The only tie vote that constitutes a *deadlock* that must be resolved is a situation where two or more candidates for office or two or more propositions are being voted on at the same time and two or more of them receive the same number of votes. Then no candidate has been elected or no proposal has passed. In such a case, repeated voting must occur until the tie is resolved. In the event of such a tie vote, the requirement for a majority vote may NOT be waived, and voting continues as described in Article III, Section 3 of these Bylaws.

(a) Vote Of The President. No officer relinquishes any of the basic rights of membership by accepting an office or other position except that the presiding officer cannot propose motions or nominate candidates. The Chair usually does not vote on Club matters in order to preserve his impartiality and objectivity. No member can be required to vote. In the case of a tie vote, the Chair can cast a vote with either side to break the tie, provided he has not already voted. Or he may choose not to vote, thereby allowing a tie to stand and therefore, failing the motion. When the vote is by ballot, the Chair votes the same as any other member except that he may never vote a second time in order to break a tie.

(b) Computation Of A Two-thirds Vote. An easy way to compute a two-thirds vote is to double the negative vote. The resulting number is the affirmative vote required for successful adoption.

(c) Separate Questions Voted On At The Same Time. When more than one question or candidate for office is being voted on at the same time, as on a written ballot, the majority of the legal votes cast for each particular question or candidate is required to elect.

(d) When A Member May Not Vote. Under certain conditions, a given member has no right to vote. As a general principle under common parliamentary law, any member having a direct personal or financial interest in a certain matter should not vote on it. There are some exceptions to this rule. For example, if a proposal is put forth to award a contract to a certain member of the organization, that member may not legally vote on it. However, a member may vote on a question involving the whole of the organization when other members are equally affected by the vote, even if the member in question stands to gain a direct personal interest.

Section 3. Procedure Required For Members To Call A Question To Vote By Mail. As described in Article III, Section 2., the members of this organization have the power to overturn a decision made by the Board. Such business should occur at the next annual meeting of the Club. If the matter is so urgent as to require action outside of the annual meeting, as described in Article III, Section 2., the question may be put to a formal vote by mail-in ballot. In such a case, any member in good standing may submit a written petition to call for a vote, such petition to be signed by thirty percent (30%) of the voting members in good standing. Such petition is to be submitted to the Secretary who shall then write up the necessary true form copy of the question and submit same to the Newsletter editor who shall publish the question and a ballot in the next available Newsletter. Ballots must be returned to the Secretary by the required date. If the question pertains to these Bylaws in any way, a two-thirds affirmative vote is required for adoption, as stated in Article VIII. In the case of matters involving these Bylaws, the ballot may be placed in the Newsletter, but must be handled in the same fashion as any other secret ballot vote. Specific and complete instructions concerning the proper disposition of the ballot must be provided together with the ballot to the members, as described in Article VI, Section 1. (a), Voting By Secret Ballot. Members should be advised to seal their ballots into a plain white envelope and to place no name or other marking on this envelope. These plain envelopes holding the ballots are then placed into another mailing envelope upon which the member has clearly written or typed his name in the lower left-hand corner of the front of the envelope. When counting the ballots, the Secretary must insure that secrecy is preserved at all times. This is achieved by opening all outer envelopes, checking off the names of the voters, and leaving the actual opening of the inner envelopes and counting ballots until after the designated time limit. In the event that such two-thirds affirmative vote is not received for any reason (i.e., lack of response), the vote must fail. In all other matters or questions, a majority vote is required for adoption. The Secretary shall verify and count all returned ballots, as described above, and must publish all results through the Newsletter. A copy of the question and the results shall be submitted to the President. The Secretary shall file a copy of the question together with all returned ballots and other necessary documents and enter the results in the official records of the Club, making any required necessary corrections to the Bylaws or other involved documents.

ARTICLE VII -- PARLIAMENTARY AUTHORITY

The current edition of *The Standard Code of Parliamentary Procedure* governs this Club in all parliamentary situations that are not provided for by the law or by its Constitution and Code of Ethics, its Bylaws or adopted rules and policies.

ARTICLE VIII -- AMENDMENTS TO THE BYLAWS

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

ARTICLE IX -- DISSOLUTION OF THE CLUB

This non-profit organization may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the voting membership, or by operation of the law. In the event that the Club is dissolved, whether voluntary or involuntary, any moneys remaining in the Club's treasury shall be used to pay any outstanding debts incurred by the Club. All remaining funds are to be donated to a veterinary teaching hospital or school or some other charity established for the benefit of animals, to be determined by the Board. No tangible property, equipment nor other assets may be transferred to any private individual or Club member. Such property must be transferred to another dog club or sold and the funds disbursed to a charitable organization chosen by the Board, as described above. No officer or regular Club member may seek to profit from selling or transferring items belonging to the Club at any time.

ARTICLE X -- DISCIPLINE

This Club operates under the auspices of the United Kennel Club and all members must abide by the rules and regulations of the United Kennel Club.

Section 1. United Kennel Club Suspension. Any member who is suspended from the privileges of the United Kennel Club 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 or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50 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 them 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 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 for a hearing by the Board not less than three weeks nor more than six 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 own defense and bring witnesses if he wishes.

Section 3. Board Hearing. The Board shall have 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 the 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 punishment of suspension is 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 recommendation. Immediately after the Board has reached a decision, its finding 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 proceeding 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 finding and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The members shall vote by secret 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. A member who has been expelled may not reapply for membership.

CERTIFICATION

We hereby certify that the original foregoing Constitution and Bylaws consisting of twelve (12) pages, including this page, constitute the Bylaws of the United White Shepherd Club, adopted by its Board of Directors on March 15, 1999.

Denise Menke - President
Dale Malony- Vice President
Diana L. Updike - Secretary
Jen Proud- Treasurer