

Bylaws



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These Bylaws were last updated:

- **July 20, 2019**, following membership approved changes to Article 7 Section 4.

Shaded areas indicate rule changes with effective date listed.

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Article I. Definitions and Terminology

Section 1.01 Definitions

The following terms used in these Bylaws shall have the following meanings unless the context clearly requires otherwise.

- A. "Corporation" or "Club" shall mean the Australian Shepherd Club of America.
- B. "Affiliated Local Club" shall mean an organized club of persons interested in the Australian Shepherd breed of dog which has been admitted to membership with the Australian Shepherd Club of America pursuant to Article IV, Section 5, of these Bylaws.
- C. "Club Newsletter" shall mean the "AUSSIE TIMES" or an equivalent replacement publication published by the Australian Shepherd Club of America in its regular course of business and distributed by paid subscription to the Club's members.

Section 1.02 Construction of Words

Throughout these Bylaws, words which are gender based shall not be restricted to gender, masculine words shall include the feminine and neuter.

Article II. Objectives

Section 2.01 Objectives and Purposes

The objectives and purposes of the Club are:

- A. To encourage and promote the breeding of purebred Australian Shepherds and to do all possible to bring their natural qualities to perfection.
- B. To encourage the organization of affiliated local Australian Shepherd specialty clubs in those localities where there are sufficient fanciers of the Australian Shepherd to meet the requirements of the Club.
- C. To encourage members and breeders to accept one breed standard for the Australian Shepherd as approved by the Club as the only standard of excellence by which Australian Shepherds shall be judged.
- D. To do all in its power to protect and advance the interests of the Australian Shepherd as a purebred dog and to encourage sportsmanlike competition at dog shows, working and obedience trials, tracking tests/trials and at any other event where Australian Shepherds participate.
- E. To encourage and promote sanctioned matches, specialty shows, working and obedience trials, tracking tests/trials and any other such events which promote the Australian Shepherd under the rules of the Club.
- F. To establish and maintain the unified registry of the breed and to advance the confidence of the public in the breed and to maintain accurate breeding records.
- G. To encourage members to adhere to the Club's Breeder's Code of Ethics.
- H. To establish a set of standing rules to govern the internal policy of the Club.
- I. To do any and all other activities allowed or permitted by the Club's Articles of Incorporation, Bylaws and by applicable federal or state law.

Section 2.02 Non-Profit Status

The Corporation shall not be conducted or operated for profit. No part of any profits or residue from the dues or donations to the Corporation shall inure to the benefit of any member or individual. In all respects, the Corporation shall be operated so as to qualify as a tax-exempt organization under Section 501 of the Internal Revenue Code.

Article III. Offices

The registered office of the Corporation will be located at such place within the State of Washington as may be adopted by resolution of the Board of Directors.

Article IV. Memberships

Section 4.01 Membership Classes

There shall be five (5) classes of membership in the Club. They are as follows:

A. **FULL MEMBERSHIP:** Accorded to an individual eighteen (18) years of age or older, who has completed the appropriate application and paid the prescribed fees as established by the Board. A Full Member shall have all the rights and privileges provided under the Bylaws, rules, regulations, procedures and policies of the Club including, but not limited to cast one (1) vote on any subject at any meeting, cast one (1) vote in any election or referendum, stand for election as a Director in accordance with these Bylaws and use the Club registry at half price. A second Full Membership to an individual eighteen (18) years of age or older living in the same household may be accorded at a rate as set by the Board.

B. **SERVICE MEMBERSHIP:** Accorded to an individual who has completed the appropriate application and paid the prescribed fees as established by the Board. A Service Member shall have the right to use the Club registry and purchase Club merchandise or publications. A Service Member shall have no other rights or privileges of Membership in the Club.

C. **LIFETIME MEMBERSHIP:** Accorded to an individual eighteen (18) years of age or older, who has completed the appropriate application and paid the prescribed fees as established by the Board. A Lifetime Member shall have all the rights and privileges provided under the Bylaws, rules, regulations, procedures, and policies of the Club to a Full Member.

D. **HONORARY MEMBERSHIP:** Accorded to an individual eighteen (18) years of age or older by the Board of Directors. The Board may grant an Honorary Membership by unanimous vote to a qualified person who has contributed noteworthy service to the Club and/or to the Australian Shepherd Breed. An Honorary Member shall not be required to pay any membership fees after being elected to that status and shall have all of the rights and privileges provided under the Bylaws, rules, regulations, procedures and policies of the Club to a Full Member. An Honorary Member shall receive the Club's newsletter without having to pay a subscription fee.

E. **AFFILIATE CLUB MEMBERSHIP:** Accorded to an incorporated club or other organizational structure which meets the qualifying standards of ASCA and whose bylaws and purposes are approved by ASCA in accordance with these Bylaws. An Affiliate Club Membership shall be entitled to one (1) vote per subject in any membership vote. An Affiliate Club shall be subject to annual or other periodic qualifying reviews by the Club in order to maintain membership.

Section 4.02 Dues

Membership dues shall be set by the Board of Directors and will be subject to change upon notification to the members. The ASCA Business Office shall give notice of any dues changes in club Newsletter. All membership dues are payable to the Club in care of the ASCA Business Office or other officer as the Board of Directors may designate. The effective dates for membership terms shall be set by the Board of Directors upon notification to the members as above stated.

Section 4.03 Application for Membership

Each applicant for membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Articles of Incorporation of the Club, the Bylaws as they may exist at the time of application and as they may be amended from time to time, and the rules and regulations of the club adopted by the Board of Directors or membership. Accompanying the application, the prospective member shall submit dues for the current year.

Section 4.04 Application for Affiliate Club Membership

At the time of application for affiliate club membership, each applicant shall, in addition to the requirements of Section 3 above, list the names and addresses of its members, its officers, and its directors. All officers of an affiliate club applicant must be members in good standing of the Club in order for the affiliate club to be granted membership.

Section 4.05 Affiliate Club Membership Renewal

At the time of affiliate club membership renewal, each Affiliated Local Club shall, in addition to the requirements under Sections 3 and Section 4 above, list the activities in which it has engaged in the prior year and documented that it has engaged in activity advancing the objectives and purposes of the Club as may be required by the Club's Board of Directors.

Section 4.06 Termination of Membership

A membership may be terminated by one of the following prescribed methods:

- A. **Resignation:** Any member may resign from the Club upon written notice to the Secretary.
- B. **Non-payment of Dues:** A membership will be automatically terminated if a member's dues remain unpaid on the date after the end of the term of membership.
- C. **Expulsion:** A membership may be terminated by expulsion as provided in Article XVII of these Bylaws.

Article V. Meetings of the Membership

Section 5.01 Annual Meeting

The annual meeting of the membership shall be held between September 1 and December 1 of each year, in conjunction with, and at the same locations as, the National Specialty Show, or at such other time and place as shall be fixed by the Board of Directors in accordance with law. The annual meeting may be held within or without the State of Washington.

Section 5.02 Special Meetings

Special meetings of the membership may be called by the President or by majority vote of the Board of Directors and shall be called by the President at the written request of not less than twenty-five (25%) of all members of the Club entitled to vote at the meeting, or at the written request of not less than eighty percent (80%) of the presidents of Affiliated Local Clubs.

The President or the Board of Directors, as the case may be, may designate any place, either within or without the State of Washington, as the place for any special meeting.

Section 5.03 Notice of Meetings

Written notice stating the place, day and hour of meeting of membership and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered, unless otherwise prescribed by statute, not less than ten (10) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or other persons calling the meeting, to each member of record entitled to vote at such meeting; provided, however, that if the qualifications or voting power of members are proposed to be changed, at least forty-five (45) days' notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the membership books of the Club, with postage thereon prepaid. Any notice to members required by these Bylaws may be provided by publication thereof in the Club Newsletter.

Article VI. Voting

Section 6.01 Closing of Membership Books or Fixing of Record Date

For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any purpose, the Board of Directors may provide that the membership books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the membership books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days, and in the case of a meeting of members not less than fifteen (15) days, prior to the date on which the particular action requiring such determination of members is to

be taken. The Board of Directors may determine that the members entitled to notice of or to vote at any meeting of members shall be the current membership list of the date fixed for the record date for such determination. When a determination of members entitled to vote at any meeting of membership has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6.02 Voting Entitlement Record

The officer or agent having charge of the membership books shall make a complete record of the members entitled to vote at each meeting of the membership or any adjournment thereof before such meeting. Such record shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes of determining the qualifications of members to vote.

Section 6.03 Evidence of Membership

The original membership books shall be prima facie evidence of the person or clubs entitled to examine the record or transfer books or to vote at any meeting of the membership. However, in order to vote, an individual or dual member must present his or her membership card and identification in order to cast a ballot.

Section 6.04 Quorum

Five percent (5%) of the members of the Club entitled to vote, represented in person or by proxy pursuant to provisions of the Washington Non-Profit Corporation Act, shall constitute a quorum at any meeting of the membership for all matters presented at the meeting. A response by five percent (5%) of the membership entitled to vote, either in person or by proxy, is necessary to validate any membership vote conducted by mail. For the purposes of this section a vote by proxy is authorized only as set forth in Section 8 of this Article VI below.

Section 6.05 Voting by Ballot

Voting may be by mail by written ballot, by electronic transmission, or by proxy as provided in Section 8 below. Any member desiring to vote by electronic transmission shall provide notice thereof to the Club, which notice shall be effective until subsequently revoked in writing. When any part of an election is to be conducted by electronic transmission, the Club shall designate an address, location, or system to which the electronic ballot must be electronically transmitted. In order for the electronic ballot to be validly cast, it must be electronically transmitted to the designated address, location, or system in an executed electronically transmitted record.

Section 6.06 Manner of Acting

If a quorum is present, or a sufficient number of ballots are received in the case of a membership vote by mail, the affirmative vote of the majority of the members voting in person or voting by mail shall be the act of the Club, unless the vote of a greater proportion or number is otherwise required by law or by the Articles of Incorporation or these Bylaws.

Section 6.07 Informal Referendum of Membership

The Board of Directors may submit any issue to the membership for an informal referendum. Any such referendum shall be on such terms and conditions as the Board of Directors may direct.

Section 6.08 Voting by Proxy

Voting by proxy is authorized only for voting on issues submitted to the membership and not for the election of directors. Each proxy shall be given to the Board of Directors of ASCA. Only limited, restricted, proxies, identifying the issue or issues upon which the Board of Directors is to vote, and directing the Board of Directors to cast such member's vote for or against each such issue, are authorized by these Bylaws. The Board of Directors shall cast each member's vote in accordance with the directions contained in the proxy. Each proxy must be personally signed and dated by the member granting the proxy. Such proxy shall expire immediately upon recordation of such vote. In no event shall a proxy be valid after the expiration of three (3) months from the date of its execution.

Article VII. Article VII Board of Directors

Section 7.01 General Powers

The business and affairs of the Club shall be managed by its Board of Directors.

Section 7.02 Voting

Each Director shall have one vote on every issue which comes before the Board.

Section 7.03 Performance of Duties

A Director of the Club shall perform his duties as Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interest of the Club, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing his duties, a Director shall be entitled to rely on information or financial data prepared or presented by persons and groups listed in this Section, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs his duties in the manner described herein shall have no liability by reason of being or having been a Director of the Club. The persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely are:

A. Officers or employees of the Club whom the Director reasonably believes to be reliable and competent in the matters presented.

B. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence. Or,

C. A committee of the Board upon which he does not serve, duly designated in accordance with the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 7.04 Qualifications

A candidate for election as a Director of the Club must have been a Full Member of the Club, as defined in ARTICLE IV, SECTION 1 of these BYLAWS, for a period of eight (8) continuous (without a lapse in Membership) years prior to March 1 of the year of standing for election as such Director, and must remain in good standing as a Full Member during such Director's candidacy and entire tenure as a Director. The Board of Directors may establish rules governing the procedures, deadline dates and disclosures relating to such election and the candidates for election.

Section 7.05 Number and Tenure

The number of Directors of the Club shall be nine (9). Except as otherwise stated in these Bylaws, each Director shall hold office until his successor shall have been elected and qualified. Each Director shall serve a three (3) year term, with the terms of office staggered. Directors #1, #6, and #7 shall be elected in the first year. Directors #2, #3, and #8 shall be elected in the second year. Directors #4, #5 and #9 shall be elected in the third year. The cycle of elections in effect at the time of the adoption of these Restated Bylaws shall be continued in such a manner as to not interrupt or terminate the term of any current Director until it would terminate under prior Bylaws of the Club. Directors may serve only two (2) consecutive elected terms.

Section 7.06 Election to Office

The Board of Directors will be elected by vote of the membership taken by mail. A ballot shall be mailed to each member at least thirty (30) days prior to close of voting. Each member shall be entitled to cast one vote for each Director being elected. The candidates receiving the highest number of votes, up to the number of Directors being elected, shall be elected Directors. In case of a tie vote for one or more positions of Director, a run-off election between or among the candidates receiving the same number of votes shall be held. Cumulative voting for Directors is not allowed.

Section 7.07 Regular Meetings

A regular meeting of the Board of Directors shall be held, without notice other than these Bylaws, immediately after, and at the same place as, the annual meeting of membership. The Board of Directors may provide by resolution the time and place, either within or without the State of Washington, for the holding of additional regular meetings without other notice than such resolution.

Section 7.08 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call meetings of the Board of Directors may fix any place, either within or without the State of Washington, as the place for holding any special meeting of the Board of Directors.

Section 7.09 Notice

The following provisions pertain to notices of meetings of the Board of Directors:

A. Written notice of any special meeting of Directors shall be given as follows:

1. By mail, to each Director at his most recent address reflected in the membership records, at least fifteen (15) days prior to the meeting. Or,
2. By personal delivery, telephone or telegram to the most recent address reflected in the membership records for each Director at least forty-eight (48) hours prior to the meeting. In the event such notice is given on a Saturday, Sunday, or holiday, twenty-four (24) hours shall be added to the required notice.

B. Any Director may waive notice of any meeting.

C. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

D. Unless specifically required in the Articles of Incorporation, these Bylaws, or applicable statutes, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice of or waiver of notice of such meeting.

Section 7.10 Quorum

A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7.11 Information Action by Directors

Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 7.12 Participation by Electronic Means

Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Notice or waiver of notice in the case of such participation shall be the same as if the member participated in person, except that, in addition, the Executive Secretary or an assistant secretary shall coordinate the conference call and shall call the most recent telephone number of a Director furnished by the director for that purpose or shown in the membership records at approximately the time stated in the notice and the meeting shall not begin until reasonable efforts have been made to connect all members as stated in this Section. Additionally, each member of the Board of Directors may verbally waive notice, after all members are connected in the telephone conference, or if not connected, by written waiver mailed to the Executive Secretary either before, during or after the meeting.

Section 7.13 Vacancies

Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. Any person appointed to a vacant Directorship filled by the Board of Directors shall serve for the unexpired term of his predecessor in office.

Section 7.14 Resignation

Any Director of the Club may resign at any time by giving written notice to the President or the Executive Secretary of the Club. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more Directors shall resign from the board effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 7.15 Causes for Removal and Procedure

A Director may be removed from office for any of the following reasons:

A. **Qualifications:** A Director may be removed by majority vote of the Board of Directors for failing to maintain all qualifications of a Director throughout his entire term of office.

B. **Voting and Meeting Attendance Record of Directors:** The Executive Secretary shall keep a voting record of each Board member and a record of all meetings attended by each Board Member. Any Board member who fails to vote on at least seventy-five percent (75%) of all Board issues submitted within any six (6) month period or who fails to attend at least seventy-five percent (75%) of all physical or telephone meetings of the Board of Directors within any six (6) month period may be removed from office as provided herein. Extenuating circumstances will be taken into consideration on an individual basis. The Executive Secretary will notify the Board of Directors of any member who has not participated as above stated.

C. **Misconduct, Etc.:** Any Director may be removed from office for misconduct, dereliction of duty, or gross negligence.

D. **Procedure for Removing a Director from Office:**

1. Removal for such causes may be by a vote of the Board of Directors after a full hearing at which the accused Director is entitled to present a full defense to the charges against him. Removal from office requires the affirmative vote of at least ninety percent (90%) of all members of the Board other than the accused Director. The accused Director is not entitled to vote in such circumstances, and he shall not be counted as a member of the Board for purposes of determining how many members must vote affirmatively to remove a Director from office.
2. Removal for such causes may also be by recall, which requires a petition signed by two-thirds of the membership of record stating the reason for removal. Petitions will be submitted to the Executive Secretary who will verify with the ASCA Business Office all signatures.

Section 7.16 Committees

By resolution adopted by a majority of the Board of Directors, the Directors may designate three or more Directors to constitute a committee. Any such committee shall have such authority in the management of the Club as the Board of Directors shall designate.

Section 7.17 Compensation

By resolution of the Board of Directors, and irrespective of any personal interest of any of the Directors, each Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors and any other reasonable expenses incurred after proper authorization of the Board of Directors. No salary shall be paid to a member of the Board of Directors for service on the Board.

Section 7.18 Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention shall be entered in the minutes of the meeting or unless the director shall deliver his or her dissent or abstention to such action to the person acting as the Secretary of the meeting before the adjournment thereof, or shall deliver such dissent or abstention to the Secretary of the corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

Article VIII. Officers

Section 8.01 Designation

The officers of the Club shall be the President, a First Vice-President, Second Vice-President, an Executive Secretary, a Membership Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected by the Board of Directors. Two or more offices may not be held by the same person.

Section 8.02 Election and Term of Office

The officers of the Club shall be elected annually by the Board of Directors at the first meeting of the Board held after the annual meeting of the membership. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until the date his successor is duly elected and qualified, or until his death, or until he shall resign or shall have been removed in the manner provided in these Bylaws, whichever shall occur first.

Section 8.03 Removal

An officer may be removed from office by the Board of Directors whenever in its judgment the best interests of the Club will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 8.04 Vacancies

Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 8.05 President

The President shall be the chief executive officer of the Club and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Club. When present, he shall preside at all meetings of the membership and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Club authorized by the Board of Directors, checks, deeds, mortgages, bonds, contract, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer of the Club or shall be required by law to be otherwise signed or executed. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8.06 The Vice Presidents

The Vice Presidents (in order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform all duties of the President-in the absence of the President or in the event of his death, inability or refusal to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 8.07 The Executive Secretary

The Executive Secretary shall:

- A. Keep the minutes and proceedings of the Board of Directors.
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- C. Be custodian of the corporate records and of the seal of the Club and see that the seal of the Club is affixed to all documents the execution of which on behalf of the Club under its seal is duly authorized.
- D. Be the Assistant Election Secretary. And,
- E. In general, perform all duties incident to the Office of Executive Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8.08 The Treasurer

The Treasurer shall be an elected member of the Board of Directors and shall be elected by the Board. The Treasurer's duties shall include, but not be limited to: overseeing the activities of the accountant, bookkeeper and all employees who handle the Club's funds, receivables and payables; being responsible for assuring that all funds, assets and payables of the Club are properly handled and accounted for; and chairing any financial committee established by the Board to advise the Board regarding financial affairs.

Section 8.09 Secretary

The Secretary, in general, shall perform such duties as shall be assigned to him by the President of the Board of Directors. The Secretary shall serve as Executive Secretary in the absence of the Executive Secretary. The Board of Directors may delegate some or all of the duties of the Executive Secretary to the Secretary as it deems necessary.

Section 8.10 Election Secretary

The Election Secretary shall perform such duties as shall be assigned to him by the President or the Board of Directors and shall be responsible for the preparation of the annual ballot.

Section 8.11 Bonds

If the Board of Directors by resolution shall so require, any officer or other agent or employee of the Club shall give bond to the Club, in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 8.12 Salaries

The salaries of officers shall be fixed from time to time by the Board of Directors. No salaried officer shall also serve as a Director of the Club. All salaried officers shall provide at least one quarter of full-time service to the Club.

Article IX. Contracts, Loans, Checks and Deposits

Section 9.01 Contracts

The Board of Directors may authorize any officer, agent, or other employees to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general or confined to specific instances.

Section 9.02 Loans

No loan shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.03 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by such officer, agent or employee of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 9.04 Deposits

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

Article X. Fiscal Year

The fiscal year of the Club shall end on the thirty-first day of December in each calendar year.

Article XI. Corporate Seal

Section 11.01 Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Club and the state of incorporation, and the words, "CORPORATE SEAL."

Section 11.02 Trademarks

The Corporation, Affiliated Local Clubs and members of those organizations shall use the trademarks of the Club only as expressly permitted by the Board of Directors.

RESOLVED, that the trade and service marks of the corporation may be used by the Corporation, Affiliated Local Clubs, and members of those organizations only in the following approved ways and shall not be used in the following disapproved ways. Restrictions concerning approved and disapproved uses assure that the marks are associated in the mind of the public with the Corporation, its products, and services and with excellence.

Appearances of the Corporation's mark "Australian Shepherd Club of America" shall be accompanied by the symbol "®" as appropriate to the use. Appearances of the Corporation's marks "ASCA" and "Aussie Times" shall be accompanied by the symbol "™" until federal registration has been obtained, at which time the symbol "®" shall be used.

APPROVED USES:

1. On official Corporation documents and correspondence.
2. To advertise an event sponsored by the Corporation.
3. On apparel or apparel accessories, provided that each use must be approved in advance by the Board.
4. To advertise that animals have been duly registered with the Corporation.
5. Other uses approved in advance by the Board.

DISAPPROVED USES:

The following uses are disapproved, even if they would otherwise fit within one of the approved uses listed above.

1. The Corporation's marks may not be used in or associated with any enterprise which the public, or the Board in its sole discretion, deems a 'pet store' or a 'puppy mill' or an 'animal brokerage' or an 'animal raffle' or an 'animal or dog auction'.

Article XII. Executive or Special Committee

Section 12.01 Appointment

By resolution adopted by the unanimous decision of the Board of Directors, the Board of Directors may designate three or more of its members to constitute an Executive committee or a special committee. The designation of

such Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law.

Section 12.02 Authority

When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee, and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Club otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the Corporation or a revocation thereof, amending the Bylaws of the Club or recommending the adoption, amendment, modification or supplementation of breed standards. Any special committee appointed by the Board of Directors shall have such authority as may be granted to it by the Board.

Section 12.03 Tenure and Qualifications

Each member of the Executive Committee or a special committee shall hold office until the next regular annual meeting of the Board of Directors following his designation and until his successor is designated and qualified, unless the authority of the Executive Committee or a special committee is terminated by the Board of Directors.

Section 12.04 Meetings

Regular meetings of the Executive Committee may be held without notice at such time and place as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee or any special committee may be called by a member thereof upon fifteen (15) days' notice which may be written or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the member of the committee at the address shown on the membership rolls. Any member of a committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Telephone meetings may be conducted in accordance with the provisions of these Bylaws governing the Board of Directors.

Section 12.05 Quorum

A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. Action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 12.06 Informal Action by Executive or Special Committee

Any action required or permitted to be taken by a committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 12.07 Vacancies

Any vacancy in the Executive Committee or any special committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 12.08 Resignations and Removal

Any member of the Executive Committee or any special committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of a committee may resign from the committee at any time by giving written notice to the President or Secretary of the Club and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12.09 Procedure

A committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceeding and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken place.

Article XIII. Adoption of All Show, Trial, Testing Programs and/or Regulations for the Operations of the Club

The Board of Directors may adopt, amend, cancel, or supplement all show, trial, testing programs, or other rules and/or regulations for the operation of the Club. All such rules or regulations shall be in writing. Such rules or regulations shall be effective on the date designated in such rule or regulation. If no effective date is designated therein, such rule or regulation shall be effective sixty (60) days after adoption by the Board of Directors.

Article XIV. Adoption of the Breed Standard

The Breed Standard may be adopted, amended, modified, or supplemented only upon a vote of the Club membership. A two-thirds (2/3) affirmative vote of the membership voting on the issue shall be required. Such standard, amendments, modifications and supplements shall originate with a recommendation of the Board of Directors to the membership by a unanimous vote of the members of the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing.

Article XV. Management of Club Publications

The Board of Directors shall have control over the Club Newsletter or any other official publication of the Club and may adopt rules governing their use and content.

Article XVI. Expulsion of Members

A member may be expelled from the Club upon a two-thirds (2/3) vote of the members present at a regular meeting or a special meeting called for the express purpose. If at a regular or special meeting, special notice shall be given at least thirty days prior to the date of the meeting stating that a proposal for expulsion of a member will be submitted at the meeting.

Article XVII. Article XVII Dispute Resolution Rules

The Board of Directors will implement rules to resolve disputes.

Article XVIII. Indemnification of Directors, Officers, Employees, Agents, and Members

Section 18.01 Indemnity

The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal administrative, or investigative other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Director, officer, employee, agent, or member of the Club, or is or was serving at the request of the Club as a Director, officer, employee, agent, or member of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Club and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit,

or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Club.

Section 18.02 Suits by or In Right of the Club

The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding by or in the right of the Club to procure a judgment in its favor, by reason of the fact that he is or was a Director, officer, employee, agent, or member of the Club, or is or was serving at the request of the Club as a Director, officer, employee, agent, or member of another Corporation, partnership, joint venture, trusts, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Club. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Club unless, and only to the extent that, the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

Section 18.03 Indemnity after Successful Defense

To the extent that a Director, officer, employee, agent, or member of the Club has been successful on the merits in defense of any action, suit, or proceeding referred to in this Article of these Bylaws or in defense of any claim, issue, or matter therein, he shall be indemnified by the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 18.04 Determination

Any indemnification (unless ordered by a Court) shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, agent, or member is proper under circumstances because he has met the applicable standard of conduct set forth. Such determination shall be made by the Board of Directors by a majority vote of a quorum of Directors who were not parties to such action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion or by the membership.

Section 18.05 Preliminary Expenses

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Club in advance of the final disposition of such action, suit, or proceeding as authorized in this Article.

Section 18.06 Not Exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, these Bylaws, and agreement, vote of membership or disinterested Directors, or otherwise. Any rights, obligations, or procedure provided for any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to person who has ceased to be a Director, officer, employee, agent, or member, and shall inure to the benefit of heirs, executors, and administrators of such a person.

Section 18.07 Insurance

The Club may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, agent or member of the Club or any other Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the Club would have power to indemnify him against such liability under the provision of this Article.

Section 18.08 Indemnity Not to Apply to Club Discipline

Notwithstanding any other provisions of this Article, the Club is not obligated to indemnify any person, member, officer, agent, employee, Director or Affiliated Local Club, against expenses, fines, damages, sanctions imposed pursuant to Article XVIII of these Bylaws.

Article XIX. Dissolution of the Corporation

Section 19.01 Dissolution

The Club may be dissolved at any time in accordance with the laws of the state where the Club is incorporated.

Section 19.02 Funds

Upon dissolution, after payment of all debts and liabilities of the Club, any remaining assets shall be transferred to a benevolent animal organization as the Board of Directors shall direct which is qualified as a tax-exempt organization under Section 501 of the Internal Revenue Code. Nothing in this Section prevents the transfer of any or all assets of the Club to a successor Corporation with the same membership.

Article XX. Order of Business and Procedure

Robert's Rules of Order Revised shall govern the conduct of any meeting unless another order of procedure is established by the Board of Directors.

Article XXI. Amendments

These Bylaws may be altered, amended, repealed, or restated, or a new set of bylaws adopted, only upon the affirmative vote of a majority of a quorum of members entitled to vote in any membership vote in accordance with the Washington Non-Profit Corporation Act and the Articles of Incorporation of the Club. The Bylaws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with such Act or such Articles.

CERTIFICATE:

I hereby certify that the foregoing Restated Bylaws, consisting of 15 pages, including this page, constitute the Restated Bylaws of the Australian Shepherd Club of America, adopted by its Board of Directors as of July 20, 2019.

Kalla E. Jaco

Kalla Jaco, Executive Secretary.