



THE AUSTRALIAN SHEPHERD CLUB OF AMERICA®

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ASCA's Director Handbook

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These rules were last updated:

Date	Change	Relevant Motion
2/27/2021	5.12.6 Executive Secretary to the Board of Directors, 30 The Effective Committee Liaison (Appendix A)	BD.21.15
1/27/2021	14 The Aussie Times	BD.21.01

Shaded and ~~strikethrough~~ areas indicate rule changes with the **effective date** listed.

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1 Introduction

The Australian Shepherd Club of America is a non-profit corporation incorporated in the state of Washington pursuant to Washington State Non-Profit Code, RCW 24.03. ASCA is registered with the IRS as a 501(c)(7) non-profit corporation and is subject to all federal regulations pertaining to such a corporation.

ASCA was founded in 1957 to be a national registry for the Australian Shepherd, with the secondary purpose of sponsoring competitive events for the breed.

ASCA's Articles of Incorporation, Bylaws, Code of Ethics, and Policy Book govern ASCA. A Board of Directors elected from the ASCA general membership administers ASCA. The ASCA President, First and Second Vice Presidents, Secretary, Executive Secretary, Election Secretary, Membership Secretary, and Treasurer are elected annually by the Board at the first meeting of the newly elected Board. Officers of the Club may be Directors or may be chosen from outside the Board (except the Treasurer who must be a Director).

ASCA opened a central Business Office in Bryan, TX on August 13, 1990. All business and financial functions of the Club are conducted from this location. ASCA employs a General Services Attorney, a Trademark Attorney, an Accountant, a Bookkeeper, and a Webmaster. ASCA also employs an Editor for the Club newsletter - the *Aussie Times*.

2 ASCA Mission Statement

The Australian Shepherd Club of America is dedicated to maintaining the integrity of its registry and to preserving and promoting the Australian Shepherd as an intelligent working dog with strong herding instincts.

3 ASCA Vision Statement

The Australian Shepherd Club of America will preserve the Australian Shepherd as an intelligent working dog with strong herding and guardian instincts.

4 Director Information

A new Director has much to learn about their role as a member of the Board, their new peers and colleagues, the inner workings of the organization, and the expectations of Board service. This manual was developed to assist newly elected Directors in learning their responsibilities to ASCA and to define their duties as a director. It will also serve to remind incumbent Directors of their responsibilities and the Board process.

Directors Elect will be admitted to the archive and Board email discussions within a week of the end of the election or August 1st, whichever comes first. Directors Elect may view discussions and comment during that time but not vote until installed in office.

5 Responsibilities & Duties of an Individual Director

While the Board has basic collective responsibilities, each Director is entrusted with individual responsibilities as a part of their Board membership. The obligations of a director are considerable and extend well beyond the basic expectations of attending meetings and voting.

It is important to note that individual Directors do not have special privileges, prerogatives, or authority; their obligation is to make corporate decisions. Directors must commit themselves to ASCA as a whole.

Directors are also expected to meet higher standards of personal conduct on behalf of their organization than those usually expected of other volunteers.

5.1 General Expectations of a Director

Directors are expected to:

- A. Know ASCA's mission, vision, purpose, goals, policies, programs, services, strengths, and needs
- B. Perform duties of a director responsibly and conform to the level of competence expected from Directors regarding care, loyalty, and obedience to the ASCA members
- C. Serve in a leadership position, such as Liaison to a Standing Committee and/or Special Committee, and undertake special assignments willingly and enthusiastically
- D. Avoid prejudiced judgments based on information received from individuals and urge those with grievances to follow established policies and procedures
- E. Monitor trends in ASCA members' concerns and interests
- F. Bring goodwill and a sense of humor to the Board's deliberations

5.1.1 MEETINGS

- A. Prepare for and participate in Board and Committee meetings as well as appropriate ASCA activities, such as the annual banquet, Finals, and the General Membership and Affiliate Meetings at the National Specialty
- B. Ask timely and substantive questions on any issue before the Board, consistent with your conscience and convictions
- C. Support the majority decision on issues decided by the Board
- D. Maintain confidentiality of the Board's executive sessions
- E. Speak for the Board or ASCA only when authorized to do so
- F. Suggest agenda items for Board and Committee meetings to ensure significant policy-related matters are addressed

5.1.2 RELATIONSHIP WITH BUSINESS OFFICE STAFF

- A. Support ASCA's staff through often difficult relationships with groups or individuals
- B. Do not ask for special favors from the staff, including special requests for extensive information without prior consultation with the Board

5.1.3 AVOID CONFLICTS

- A. Serve ASCA as a whole, rather than any special interest group or constituency; you are obligated to avoid any perception that you represent anything but ASCA's best interests
- B. Avoid even the appearance of a conflict of interest and disclose any possible conflicts to the Board in a timely fashion; abstain from voting on an issue when a conflict of interest arises
- C. Maintain independence and objectivity and act as fairness, ethics, and personal integrity dictate, even though not necessarily obliged to do so by laws, regulations, or custom
- D. Never accept or offer favors or gifts in your role as a director

5.1.4 FIDUCIARY RESPONSIBILITIES

- A. Exercise prudence with the Board in the control and transfer of ASCA funds
- B. Read and understand financial statements and otherwise help the Board fulfill its fiduciary responsibilities

5.1.5 LOYALTY

- A. Be loyal to ASCA
- B. Always exercise the Board's power in the best interest of ASCA, not in the interest of yourself or others

5.2 General Duties of a Director

Directors are expected to:

- A. Read and understand the Mission Statement and the Vision Statement to continually review the Board's performance in achieving them
- B. Evaluate the Board's ability to be responsive to the needs of the membership and the registry, as needed
- C. Review and approve financial goals
- D. Annually review and approve the budget
- E. Learn about ASCA, read financial reports and other ASCA documents, and keep up to date on ASCA's programs, finances, and management
- F. Attend as many meetings as practical and participate in all such meetings using fair and independent judgment and due care in conducting business
- G. Comment and vote on all issues
- H. Avoid all conflicts of interest
- I. Be loyal to ASCA and its membership
- J. Keep all sensitive matters confidential
- K. Establish appropriate policies and ensure that the Board is diligent in its administration and enforcement of those policies
- L. Determine eligibility for and appoint members to Standing Committees

5.2.1 DUTIES TO THE BUSINESS ORGANIZATION

- A. Monitor, appraise, advise, stimulate, support, reward, and if deemed necessary or desirable, change staff; regularly discuss with staff matters that are of concern to that person or to the Board
- B. Annually evaluate the performance reviews of the staff and establish compensation based on recommendations of the Business Office Liaison and the President
- C. Assure that ASCA's strength and employee base can support long-range goals
- D. Approve appropriate compensation and benefit policies and practices
- E. Annually review the performance of the Board (including its composition, organization, and responsibilities) and take steps to improve its performance

5.2.2 BOARD OF DIRECTORS OPERATIONS

- A. Review results achieved by the Board as compared with ASCA's mission and Strategic Plan; compare ASCA's performance to that of similar organizations
- B. Provide candid and constructive criticism, advice, and comments on all issues brought before the Board
- C. Be certain that the financial structure of the organization will adequately support its current needs and long-range goals
- D. Support major actions of ASCA, such as capital expenditures, on all projects, and support major changes in programs and services

5.2.3 AUDIT DUTIES

- A. Ensure that the Board and its Committees are adequately informed about the financial condition of the organization and its operations through reports and any other appropriate method
- B. Ensure that published reports accurately reflect the operating expenses and financial conditions of the Club
- C. Appoint independent auditors, when necessary, subject to approval by the Board
- D. Review compliance with relevant material laws affecting the organization and its programs and operation through consultation with ASCA's attorney

5.2.4 ASCA COMMITTEES

Any Director, except the President, may serve as a Liaison to any Program Committee.

The Committee Liaison is responsible for forwarding to the Board any motions, questions, comments, or other communications received from the Committee Chair. The Liaison is also responsible for notifying the Committee of any communications from the Board and for advising the Committee of any actions affecting its program.

A Committee Liaison must solicit and approve a bi-monthly report from the Committee and forward it to the *Aussie Times* editor prior to each publishing deadline.

For complete rules governing ASCA's Committees please see ASCA's Committee Procedures.

5.3 ASCA Officer Duties

The officers of ASCA are the President, First and Second Vice Presidents, Secretary, Executive Secretary, Election Secretary, Membership Secretary, and Treasurer.

Officers are elected annually by the Board at the first meeting of the newly elected Board. Officers of the Club may be Directors or may be chosen from outside the Board (except the Treasurer who must be a director).

5.3.1 PRESIDENT

- A. Liaison to the Business Office and staff
- B. Liaison to all independent contractors
- C. Member of the *Aussie Times* Executive Committee
- D. Makes all business appointments which include: the three-member *Aussie Times* Committee, Insurance Liaison, and Affiliate Club Bylaws Review Committee
- E. Presents Judges awaiting approval to the Board in the form of a motion (second not required)
- F. Liaison to the Strategic Planning Committee
- G. Presides at all meetings of the membership and the Board

5.3.2 FIRST VICE PRESIDENT

- A. Prepares Employee Reviews for the Board's Spring Meeting
- B. Acts as Liaison to the Executive Secretary
- C. Performs such duties as may be assigned by the President
- D. Performs all duties of the President in the absence of the President or in the event of their death, inability, or refusal to act

5.3.3 SECOND VICE PRESIDENT

- A. Performs such duties as may be assigned by the President
- B. Sends out a notification to the Board and all Standing Committees to evaluate the current Strategic Plan and advise the Board of possible changes and/or eliminations or additions to the plan for their program (Committees) or ASCA (Board of Directors)

5.3.4 SECRETARY

- A. Reports all business of the Board monthly to the Office Manager, Webmaster, and the *Aussie Times* editor
- B. Performs such duties as may be assigned by the President
- C. Performs all duties of the Executive Secretary in the absence of the Executive Secretary
- D. Creates the Bulletin Board page for the *Aussie Times*

5.3.5 TREASURER

- A. Steward of ASCA's financial information and documents
- B. Handles all requests for reimbursement submitted to ASCA
- C. Analyzes and distributes financial reports to the Board
- D. Responsible for overseeing financial activities and expenses processed by the Business Office, Accountant, Bookkeeper, and all employees who handle the Club's funds, receivables, and payables
- E. Maker of fiscally related motions
- F. Responsible for preparing the budget for the next fiscal year
- G. Reviews all audit-related questions and statements
- H. Assists the Business Office in maintaining a schedule of fees to be charged for various ASCA services

5.3.6 EXECUTIVE SECRETARY

- A. Announces all email motions with seconds and deadlines for comments and voting
- B. Tallies all email voting and reports to the Board
- C. Logs all correspondence and forwards all correspondence to the Board
- D. Responds to all correspondence in the name of the Board
- E. Keeps and reports minutes of all face-to-face and telephone conference call meetings
- F. Takes minutes at the General Membership Meeting
- G. Compiles the monthly Executive Secretary's Report and distributes it to the Office Manager, Webmaster, and the *Aussie Times* Editor
- H. Distributes the National Specialty hosting application
- I. Ensures the current membership list is available at the General Membership meeting
- J. Updates the Policy Book quarterly
- K. Coordinates travel and lodging arrangements for the Board to the Nationals, Spring Meeting, and any other travel that may become necessary
- L. Coordinates mediation and conflict resolution on behalf of the Board
- M. Maintains and updates ASCA's Governing Documents and Program Rules
- N. Maintains file for Committees that have been granted exemptions from any part of the Committee Procedures
- O. Maintains roster of incoming applications for Committee positions

5.3.7 OTHER DUTIES

Other duties may be assigned to Officers or Directors as needed and may include making travel arrangements such as:

- A. Transportation and lodging
- B. The purchase and distribution of Year-End Awards
- C. Public Relations (may be contracted out to an ad agency or graphic designer)
- D. Scheduling of the ASCA promotional booth
- E. Acting as a coordinator of special projects (such as fund-raising items, etc.)
- F. Procuring National Specialty Finals Awards
- G. Functioning as the ASCA insurance consultant

6 Important ASCA Dates

Directors need to be aware of the following important ASCA event dates:

- A. Spring Meeting of the Board - First weekend in April (or as close as possible, depending on local events)
 - 1. **Next meeting scheduled for March 30-April 1, 2023**
 - 2. **Future meeting tentatively scheduled for April 4-6, 2024**
 - 3. **Future meeting tentatively scheduled for April 3-5, 2025**
- B. Anniversary of opening the Business Office - August 13
- C. Secretary's Day (Business Office employees) - April 26
- D. National Specialty dates and deadlines
 - 1. **October 28-November 5, 2022, in Bryan, Texas**
 - 2. **October 27-November 4, 2023, in Bryan, Texas**
 - 3. **October 10-19, 2024, in Grand Island, Nebraska**
 - 4. **October 9-18, 2025, in Grand Island, Nebraska**
- E. Election calendar deadlines

7 Board Conduct of Business

Due to the requirements of Washington State Law, all legal business of ASCA must be conducted via face-to-face meetings or telephone conference call meetings. To meet this requirement and continue to conduct business via email, each face-to-face meeting or conference call meeting should open with a motion to ratify all business conducted via email since the last face-to-face meeting or conference call meeting.

Due to the restraints of IRS 501(c)(7) status, ASCA non-member and investment income are restricted. This requirement must be kept foremost in mind when making financial decisions.

Agendas for Board meetings will contain a brief description of issues to be discussed and the name of the Director requesting the addition to the agenda. Directors may add items to the agenda by contacting the Executive Secretary, who maintains the agenda. (See Policy Book for additional information.)

7.1 Meetings

The Board meets face to face twice yearly, once in the spring at the Business Office and once in the fall during the National Specialty. Directors are required to attend all meetings of the Board during the National Specialty. Accommodations will be made in the case of a director needing to attend any

meetings via telephone. The Board will make reasonable efforts to accommodate the event schedule of a director, providing the Director gives a one-month notice of their schedule. If a director fails to attend meetings, the per diem and the motel cost will be reimbursed to ASCA within two weeks after the close of the National Specialty.

7.1.1 BUSINESS TO BE CONDUCTED AT THE SPRING MEETING

- A. Ratify all previous business
- B. Revisit norms
- C. Review of all employees - Executive Secretary, Business Office staff, independent contractors
- D. The hiring of attorneys, accountants, and independent contractors (may be done when needed at other times)
- E. Staff raises and bonuses
- F. Appoint Program Committee members
- G. Meeting with the Office Manager to hear the state of the office
- H. Discuss/vote on the History Committee's nomination for the Lifetime Achievement Award
- I. Discuss and adopt the new Strategic Plan

7.1.2 BUSINESS TO BE CONDUCTED AT THE NATIONAL SPECIALTY MEETING

- A. Ratify all previous business
- B. Revisit norms
- C. New Director orientation
- D. Liaison report on Committee status
- E. Appoint Liaisons for non-Committee ASCA personnel
- F. Meetings with Committees and members as requested
- G. Election of Officers
- H. Computer system strategy report from System Liaison

7.1.3 BUSINESS TO BE CONDUCTED AT THE GENERAL MEMBERSHIP MEETING

- A. Call to Order
- B. Introduction of Directors and Officers
- C. Introduction of ASCA Employees
- D. Reading of minutes from the previous year
- E. Treasurer's Report
- F. Committee Reports
- G. Other Reports: ARPH, Finance, etc.
- H. The official announcement of election results and introduction of new Directors
- I. Unfinished Business
- J. New Business
- K. Adjournment

7.2 Motions and Voting

Face-to-face meetings and telephone conference call meetings will be conducted in accordance with Roberts Rules of Order Newly Revised except when altered by the approved policy. Email business will be conducted in accordance with the following policies.

- A. All motions made by email must be ratified at the next face-to-face meeting or telephone conference call in order that they become official (See Policy Book for more details)

- B. Email is the primary mode of day-to-day communication among Directors, employees, the Business Office, and the membership; all Directors must have email access when they assume their position as a director
- C. Motions should have a clear subject line indicating what the motion is about (e.g., policy book, registry rules, program rules, etc.) and where it belongs within the subject (e.g., specific chapter and section)
- D. Motions must have a comment at the end to explain or clarify the reason for a motion; the author of a motion is responsible for writing the comment; comments will be included in the Executive Secretary's Report for each motion for the benefit of the membership
- E. Motions must have a second prior to being sent to the Executive Secretary for distribution to the Board (unless policy does not require a second)
- F. The Executive Secretary will forward motions to the Board, Office Manager, Webmaster, and any office that the motion may affect
- G. The normal course of discussion for motions is found in the Policy Book
- H. Voting will end at midnight of the voting deadline date
- I. When a director disapproves a motion, it will be helpful if a short comment regarding the reason for disapproval is included with the vote
- J. Any Director voting in the minority may write a letter of dissent; letters must be limited to the explanation of a director's reason(s) for disagreement with the majority and must be included with votes; letters of dissent must contain the words "Letter of Dissent" above the reasons given for the dissent and must include a request to include the letter with the reporting of the motion; all letters will be included with all reporting of motions and voting
- K. Voting results will be reported by the Executive Secretary to the Board, Office Manager, and Webmaster
- L. Notice of the results of disciplinary matters will be published in the ASCA media; the notices will be limited to a listing of the person's name, violation, and penalties

8 Expenses

The purchase of items other than normal office supplies must be approved by the President if under \$200 or by the Board if \$200 or more. In the case of an emergency, the President, First Vice President, or Second Vice President may approve an expenditure without having to obtain the full consent of the Board. All purchases must be documented, and the information forwarded to the Executive Secretary for distribution to the Board.

All ASCA equipment must be logged on the Master Inventory List kept by the Office Manager. This requirement must be met to maintain ASCA's compliance with IRS regulations.

8.1 Monthly Expense Report

All requests for reimbursement are to be submitted to the Treasurer and the Business Office monthly. Forms for submitting expenses are available from the Business Office. Receipts must accompany all requests for reimbursement. All expenditure reimbursements are subject to approval by the Board.

8.2 Travel

Travel for ASCA will be done in the most economical manner possible, and reimbursement will be limited to only those expenses incurred related to travel. Additional accommodations, flight preferences, incidental expenses, etc. will be the sole responsibility of the Director and will not be reimbursed by

ASCA. Travel for spouses, children, dogs, or any other non-official travelers will be at the expense of the Director.

Each Director is responsible for their travel reservations to the National Specialty and Spring Meeting. Individual Directors will make their own airline reservations. Ground travel expenses to meetings will be reimbursed per the IRS Standard Mileage Rate or the equivalent of the most economical airfare, whichever is lower. See the Policy Book for information on reimbursement. ASCA will pay lodging costs. Directors should try to coordinate the use of rental cars.

Directors will receive a per diem to cover travel expenses other than motel and transportation, as decided by the Board. ASCA will not pay the expense of any Director to any official ASCA function if that Director does not fulfill their duties during the time of their attendance at the function. (See Policy Book for additional information.)

9 Conflict of Interest

Employees and Directors have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. This statement is directed to all Directors, Officers, volunteers, and employees who can influence the actions of ASCA. This policy establishes the only framework within which ASCA wishes its business to operate. The purpose of these guidelines is to provide general directions, so Directors, Officers, volunteers, and employees can seek further clarification of issues related to the subject of acceptable standards of operation.

Directors, Officers, volunteers, and employees have the responsibility of administering the affairs of ASCA honestly and prudently, exercising their best care, skill, and judgment for the sole benefit of ASCA. Those persons will exercise the utmost good faith in all transactions involved in their duties and they will not use their position(s) with ASCA, or knowledge gained for their or others' personal benefit. The interests of the organization must have priority in all decisions and actions.

An actual or potential conflict of interest occurs when a Director, Officer, volunteer, or employee is in a position to influence a decision that may result in a personal gain for the Director, Officer, employee, relatives, or competing or affinity organizations as a result of ASCA's business dealings. No presumption of guilt is created by the mere existence of a relationship with an outside organization. However, if a Director, Officer, volunteer, or employee has a relationship with an outside organization or club and has any influence on transactions involving purchases, contracts, leases, or decision making this must be disclosed so safeguards can be established to protect all parties.

Personal gain may result not only in cases where a Director, Officer, volunteer, employee, or relative has a significant relationship with another organization that either do business with ASCA or is a competitor of ASCA, but also when a Director, Officer, volunteer, employee, or relative receives any kickback, bribe, substantial gift, or special consideration because of any transactions or business dealings involving ASCA.

ASCA trade secrets, including, but not limited to materials, products, designs, plans, ideas, and data, are the property of ASCA and should never be given to an outside organization or individual except through normal channels and with appropriate authorization.

Conflicts of interest may arise in the relations of Directors, Officers, volunteers, and employees with any of the following third parties:

- A. Persons and firms supplying goods and services to ASCA

- B. Persons and firms from whom ASCA leases property and equipment
- C. Persons and firms whom ASCA is dealing with or planning to deal with
- D. Competing or affinity organizations
- E. Donors and others supporting ASCA
- F. Agencies, organizations, and associations which affect the operations of ASCA
- G. Family members, friends, and other employees
- H. Holding office, serving on the board, participating in management, or being otherwise employed (or formally employed) in any third party dealing with ASCA

The areas of conflicting interest listed are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that Directors, Officers, volunteers, and employees will recognize such areas and relations by analogy and immediately disclose any conflicts. In such circumstances, an employee or volunteer must, and Directors should remove themselves from the discussion and approval of the transactions. Any improper transfer of materials or disclosure of information constitutes unacceptable conduct. An employee or volunteer who participates in such practice will be subject to disciplinary action, up to and including dismissal.

10 Affiliate Clubs

For complete rules regarding Affiliate approval and renewal, please see ASCA's Policy Book.

11 Official Rescue Organization

ASCA has designated the independent 501(c)(3) non-profit organization Aussie Rescue and Placement Helpline (ARPH) as ASCA's official Australian Shepherd rescue organization.

12 ASCA Business Office

The ASCA Business Office performs the following functions:

- A. Maintains the ASCA Registry
- B. Maintains the ASCA Membership List
- C. Sanctions all ASCA Program events
- D. Facilitates Proof of Insurance certificates
- E. Processes all ASCA Program event results
- F. Issues all titles and certifications earned through ASCA Programs
- G. Issues all Hall of Fame qualifiers' certificates
- H. Maintains all Merit Program and Finals standings
- I. Stores all ASCA historical materials
- J. Stores and ships the ASCA Promotional Booth
- K. Receives DNA testing reports
- L. Distributes ASCA's Governing Documents and Program Rulebooks
- M. Takes an active role in financial planning and budgeting

13 ASCA Committees

13.1 Standing Committees

ASCA maintains the following Standing Program Committees, governed by the ASCA Committee Procedures:

- A. Agility Program Committee

- B. Conformation Program Committee
- C. Dock Jumping Program Committee
- D. Hall of Fame Committee
- E. History Committee
- F. Junior Program Committee
- G. Legislative Committee
- H. Most Versatile Aussie Program Committee
- I. Obedience Program Committee
- J. Rally Program Committee
- K. Scent Search Committee
- L. Stockdog Program Committee
- M. Sponsorship Committee
- N. Tracking Program Committee

13.2 Special Committees

From time-to-time ASCA may appoint Special Committees to govern any activities sponsored by ASCA, e.g., the Bylaws Committee and Breed Standard Review Committee.

13.3 Executive Committees

The Board may appoint Executive Committees at any time for any purpose.

14 The Aussie Times

The *Aussie Times* is the newsletter for ASCA, except for the judge approval notification process. The judge approval notification process will employ the ASCA website and the AussEnews as equivalent replacement publications for the *Aussie Times*.

The Board governs the editor and content of the *Aussie Times*. To facilitate this process, the President will appoint an Executive Committee to advise and manage the *Aussie Times*. This Committee will report to the Board. The *Aussie Times* editor will address any concerns to this Committee for their assistance or for distribution to the entire Board. For complete rules regarding the *Aussie Times*, please see ASCA's Policy Book.

15 ASCA Counsel

Attorneys retained by ASCA are for advice and representation for the Board. These attorneys are not for the use of ASCA members or the public, nor are they available for consultation by Directors on personal matters.

16 Awards

ASCA is responsible for the following awards:

- A. Jean Carrillo Award for the Most Versatile Aussie
- B. Sandy Tubbs Award for the Most Versatile Junior
- C. Year-End Merit Certificates
- D. National Specialty Awards (see National Specialty rules in the Policy Book)
- E. \$49.00 Paw Print Genetics Gift Certificate
- F. ASCA Junior Program Awards (see below & Policy Book)
- G. ASCA Lifetime Achievement Award

See the ASCA Policy Book for further information on awards and on the Directors' roles in selecting and notifying the winners of the awards.

16.1 ASCA Junior Program Awards

The Board Liaison to the Junior Committee needs to oversee the Junior Program and ensure that winners are selected fairly and that the awards are given to the winners in a timely manner. The Junior Liaison should also communicate with the ASCA office to make sure the awards and certificates are done. Complete information is provided in the Policy Book.

17 Documentation for New Directors

The Business Office will provide the following documents to new Directors. All are available on the ASCA Website.

- A. Articles of Incorporation
- B. Bylaws
- C. Breed Standard
- D. Code of Ethics
- E. Policy Book

18 Director's Handbook

A copy of the current Director's Handbook will be included with all election materials sent to Director candidates.

19 Policy Book

The Executive Secretary will maintain the Policy Book and the Business Office will distribute it. The Policy Book contains policies approved by the Board and is subject to change by the Board. The Executive Secretary maintains a file of discarded policies for future reference.

A current Policy Book will be issued to each new Director. New policies approved by the Board must include wording indicating the motion is an addition to the Policy Book and where it is to appear in the book.

20 DNA Profiling

Refer to ASCA's Registry Rules and Regulations.

21 ASCA Election Calendar

- A. **First business day in February** - Last day for prospective candidates to request candidate material from the Business Office. Candidate material includes Declaration of Candidacy document (includes signature stating prospective candidate agrees to submit answers to Candidate Inquiry for publication to the membership) and Candidate Inquiry.
- B. **Second Friday in February** - Postmark deadline to file the Declaration of Candidacy document.
- C. **March 1** - Deadline to electronically submit candidate's completed Candidate Inquiry to the Business Office for publication in the May/June issue of the *Aussie Times*. Failure to submit a completed Inquiry will result in the prospective candidate's disqualification for that election year.
- D. **First business day in May** - Foreign ballots will be mailed. For purposes of determining voting eligibility, the membership books will close two weeks prior to the foreign ballot mailing date

- E. **May 15, or the first business day thereafter** - U.S. member ballots will be mailed. Members not receiving ballots by June 1st should contact the ASCA Business Office.
- F. **July 15** - All completed ballots are due in the hands of the receiver (not postmarked) on or before July 15.
- G. **July 20** - On or before this date, all Director Candidates are to be notified of the election results. Official notice of voting results will be announced at the General Membership Meeting at the ASCA National Specialty.

This Election Calendar will be published in the November/December and January/February issues of the *Aussie Times*. It may also be published in additional issues if space is available.

22 Board of Director Vacancies

Please see the Policy Book for complete rules for when a vacancy occurs on the Board.

23 ASCA Employees

Annual raises will be based on the cost-of-living increase for the year. Merit raises will be based on performance review and/or increases in job responsibilities.

Independent Contractors may be hired by the Board for the *Aussie Times* Editor, Webmaster, janitorial service at the Business Office, yard work at the Business Office, and other such jobs that are necessary to run ASCA. Contract labor must adhere to IRS stipulations.

24 Finances

The Board governs the finances of ASCA. The accountant assists the Board with financial decisions.

ASCA is restricted by IRS 501(c)(7) status to certain financial laws. It is advisable that all Directors be familiar with these restrictions prior to making financial decisions. A 501(c)(7) is a social club. It is expected to be run and supported (both time and money) primarily by its members. Because of this, ASCA is restricted to a certain amount of nonmember income that may be earned without jeopardizing the nonprofit status.

25 Jackets & Merchandise

Upon taking office, each new Director will receive, at ASCA's expense, a personalized jacket or briefcase containing the ASCA logo and the Director's name. Source and type of jacket or briefcase to be determined by the current Board. The Director for whom the jacket or briefcase is being purchased may make any choices as to color, style, etc.

The cost of a jacket or briefcase will not exceed \$100. The Board is responsible for appointing someone to handle orders.

Directors will not receive discounts on any ASCA merchandise.

26 ASCA National Specialty

ASCA hosts an annual National Specialty, limited to Australian Shepherds, which includes various events, governed by the ASCA Program Rules and Regulations and the ASCA National Specialty Rules.

27 Promotional Booth Guidelines

The purpose of the ASCA promotional booth is to serve as an official presence for ASCA at selected national and large regional events.

The Board determines the booth schedule each year. ASCA members may make additional requests for the booth to the ASCA Business Office. All requests must include name, date, location of event, approximate expected attendance, the purpose of the event, how the booth will be used and manned, what materials are needed from ASCA to accompany the booth, name, address, and phone number of contact responsible for receipt and return of booth.

During the hours of the event, no puppy/dog sales will be allowed in conjunction with the ASCA booth.

No ASCA merchandise will be sent to sell at the ASCA booth except for the ASCA National Specialty. Merchandise will be inventoried before and after the event by the ASCA Business Office. Merchandise will be for sale only when the booth is manned by an ASCA Director, Business Office personnel, or other person approved by the Board to handle sales.

28 ASCA Website Content

The following items will be required on the ASCA website:

- A. Contacts
 - 1. Current Directors and contact information
 - 2. Business contacts: Office Manager, Webmaster, Executive Secretary
 - 3. Standing Committee contacts: Chairs and Liaisons
 - 4. Affiliate Clubs and contacts
 - 5. Aussie Rescue link(s)
 - 6. Judge contact list
- B. Documentation
 - 1. Breed Standard
 - 2. Working Description
 - 3. ASCA Bylaws, Articles of Incorporation, Code of Ethics, and Conflict Resolution Protocol
 - 4. All program rulebooks
 - 5. All standing rules - i.e., National Specialty Rules, etc.
 - 6. All ASCA high-use forms
 - 7. Committee Procedures
- C. Business
 - 1. All Executive Secretary's reports
 - 2. All current Committee reports
 - 3. Board of Directors motions
- D. Nationals
 - 1. National Specialty results from the previous year
 - 2. National Specialty information for the current year
- E. Optional items
 - 1. Low-use forms (judge applications and others)
 - 2. Additional information, such as lists of titled dogs, merit award standings, educational information, etc.

29 Frequent Contacts

ASCA Business Office

6091 E. State Hwy 21, Bryan, TX 77808-9652

Phone: 979-778-1082

Fax: 979-778-1898

Office Hours: 9:00 AM to 5:00 PM central time, Monday through Friday

Ray Fryar, Office Manager: manager@asca.org

ASCA Website: www.asca.org

ASCA Board Discussion list: ascaboard@groups.io

Website (archive retrieval): <https://groups.io/g/Ascaboard>

List Owner: Kalla Jaco

List Moderators: Kalla Jaco

David Schleicher, Attorney: david@k9.law

Phone: 202-607-7921

Kalla Jaco, Executive Secretary: asca.execsec@gmail.com / executive.secretary@asca.org

Phone: 737-704-1685

Heidi Mobley, Webmaster: webmaster@asca.org

Phone: 940-458-5710

Cynthia Moorhead, *Aussie Times* Editor: cynthia@parchmentfarm.com

2639 Windermere Woods Dr, Bloomington, IN, 47401

Phone: 812-336-1714 / 812-855-4197

ASCA Member Discussion List: ASCMEMBERS@groups.io

Website (archive retrieval): <https://groups.io/g/ASCMEMBERS>

List Owners: Ray Fryar, Kalla Jaco

List Moderators: Frank Butera, Penny King, Andrea Hoffmann

Appendix A: The Effective Committee Liaison

The Committee Liaison is the conduit between a Committee and the Board of Directors. The governing documents for a Committee Liaison are the Committee Procedures, the Policy Book, and the Bylaws.

Becoming a Liaison

Each Committee nominates and votes for a director to act as a liaison between the Committee and the Board. The Liaison is not a member of the Committee but is responsible for explaining to the Committee what the Board's position is and ensuring that the Committee adheres to the Committee Procedures, the Policy Book, and Roberts Rules of Order.

The Liaison must fully understand the Committee's recommendations, so they may help the Board understand the Committee's position on an issue. The Liaison does not participate or interfere with the deliberations of the Committee and may not change any recommendation made by the Committee. The Liaison must understand the Committee's position and present it to the Board as the Committee's spokesperson. The Liaison must present a committee proposal to the Board as a motion. No second is necessary.

The Liaison should research the Committee's e-group to become aware of all aspects of the Committee, its work (past and present), and any procedures other than the standard that has been approved for the Committee. The Executive Secretary keeps a committee listing including the names, addresses, regions, contact information, and appointment year of members and provides the Webmaster with the current listing for publication on the Website. The Liaison provides the Business Office with the current listing for publication in the *Aussie Times*.

Appointment of Committee Members

Committee members are appointed at the Spring Meeting. Vacancies may also be filled at other times during the year by the Board, as recommended by the Liaison. The Executive Secretary notifies the Committee Chair of all appointments to the Committee and copies the Liaison.

The Liaison should maintain a file of all Committee applications submitted to the Board by the Executive Secretary. These applications should be brought to the Board's meeting for reference during the meeting. The Liaison should be prepared to report the Committee members who wish to remain on the Committee and those who wish to be appointed and make recommendations for appointments based on the Committee Procedures and the regions which have openings. The Liaison should be prepared to answer Board questions regarding reasons for those who are or are not being appointed. Some Committees have alternate procedures.

If the Committee has openings for members and applications are received that would complete a region, the Liaison can motion (second not required) to appoint a new Committee member.

Once the Executive Secretary has notified the Chair and Liaison of all appointments to the Committee, the Chair will then forward Committee members' names and the Committee Procedures to all Committee members.

Committee Exemptions

Approved Committee exemptions will be filed in the office of the Executive Secretary along with the Board motion and voting to approve/disapprove the Committee request. If disapproved, the Board will explain to the Committee why it was disapproved.

A file titled "Committee Exemptions" will be established and maintained in the Executive Secretary's office for ASCA Committees (whether Executive, Standing or any other type of Committee the Board appoints) who have been granted exemptions from any part of the ASCA Committee Procedures, stating what they are exempt from and why they are to be exempt. The Board vote on the Committee exemption must also be kept in the same file for historical reasons.

To be exempt from any part of the Committee Procedures, the Committee must vote on what exemption they need and state why. They will forward their decision to the ASCA Board via the Liaison. The Board votes to approve/disapprove the Committee's request, in writing, with a copy of the decision returned to the Committee, via the Liaison and a copy filed by the Executive Secretary in the Committee Exemptions file.

Abiding by the Committee Procedures

Any Committee member may raise issues for discussion. All issues received from the general membership, Judges, non-members, Directors, or Committee members must be sent to the Chair who will distribute issue(s) to the Committee members and Board Liaison and be assigned a priority. Requests from the Board are a top priority. The Committees are encouraged to discuss ideas presented before making a motion.

All votes are to go directly to the Chair who at the end of the voting period will tabulate the votes and send the results along with Committee member comments to the Committee and to the Board Liaison for distribution to the Board. The Chair will, if needed, explain in writing, the Committee's recommendation to the Board.

The Board Liaison will then forward the recommendation from the Committee to the Executive Secretary in the form of a motion (second not necessary) for distribution to the Board for discussion, comment, questions, and voting.

If the Board has questions and/or comments, they must be made before the call for the vote. Comments or questions will be sent back to the Committee by the Liaison for their answers, input, or action and returned to the Board via the Liaison during the Board's comment period, time permitting. If the Liaison can answer the question, however, the question and answer will both be sent back to the Committee.

Discrepancies in Procedure

If an issue arises that falls outside the outlined procedures herein, the Committee Liaison should be contacted. The Liaison will instruct the Committee on the procedures which should be pursued, using the Board voting procedures and Roberts Rules of Order.

Motions to the Board

Material to be included with the recommendation to the Board:

- Motion with a second
- Voting results
- The Committee Chair will forward pertinent Committee members' (if any) comments to the Liaison for distribution to the Board

When notifying the Committee and the Board of voting results for the Committee, members' names and how they voted must be listed unless it is deemed by the Liaison and President that the issue is of such

a sensitive nature the vote should remain confidential. When publishing votes in the *Aussie Times*, Executive Secretary's Report, and/or any approved ASCA email list only the final count must be published.

Presenting Board Vote Results to the Committee

The Liaison reports the Board vote results on any of the Committee motions to the Committee. The Liaison should provide only the results. The Liaison should not comment about the Board vote allowing the Committee to make up its own mind about the Board vote. The Liaison must refrain from any editorial comments that give the appearance of a lack of support for the Board decision. The Committees are the experts on the programs that they represent. The Committee makes recommendations to the Board and the Board must determine whether that recommendation is in the best interest of ASCA. If the decision is contrary to the Committee's recommendation the Liaison may offer to get feedback from the Directors regarding their decision. Doing this in the least inflammatory manner possible will maintain the working relationship between the Board and the Committee on a high level. Relations between the Board and the Committee can be worsened by the Liaison's delivery of information to the Committee.

Committee Chair Reports

The Committee Chair prepares a detailed report for each issue of the *Aussie Times*. This report includes, but is not limited to, the following:

- All issues sent to the Board with the Committee's recommendation since the last report. Each of these issues should be accompanied by a short description.
- All issues, with short descriptions, are under consideration by the Committee.
- In any report in the *Aussie Times* and/or any approved ASCA email list deemed necessary by the Chair, a request for applications to fill any upcoming openings in the Committee may be made.
- The last paragraph of the report should be, "The Committee welcomes your comments on these issues".

This report must be approved in writing by the Board Liaison before being submitted via email or regular mail to the *Aussie Times* editor prior to the deadline published in the *Aussie Times*.

Handling Correspondence and Meetings

The Committee Chair must answer all correspondence directed to the Committee providing whatever answers or assistance is requested. A copy of the correspondence and answer must be forwarded to the Committee and Liaison. If unable to help the person who is writing the Committee, the Chair must refer the person to the office or Director who may be of assistance.

It is the Board's policy that all material from ASCA Committees and Officers must have the approval of the Liaison before it will be printed in the *Aussie Times*. The offices that do not have a Liaison will send their material to the President for approval. This material must be in the hands of the Liaison in sufficient time to allow for review and forwarding to the *Aussie Times* editor.

If at any time a committee member believes the Chair is not carrying out their duties, the Committee member may contact the Liaison for resolution. This situation must be handled on a case-by-case basis. The Liaison may have to approach the Chair about the Committee member's concerns working

with the Chair to solve any problems. In the most extreme case, the Liaison may have to encourage the Chair to resign.

Committees may schedule one conference call each year at ASCA's expense, which will include all Committee Members and the Board Liaison. The agenda for this call must be submitted to the Board two weeks prior to the call. The purpose of the call is to allow the entire Committee to be in touch at least once each year and enable them to discuss issues of a complex nature.

Letters to the Editor containing questions, comments, and complaints regarding an ASCA program, Standing Committee, or Executive Committee will be sent within forty-eight hours by fax or email to the Board Liaison by the *Aussie Times* Editor prior to publication. Five working days are allowed for the Liaison to send a response for inclusion in the same issue. If the five days fall on a deadline for the *Aussie Times*, the letter will be held until the next issue.

Additional Liaison Responsibilities

Directors may be added to any or all Committees email groups of their choosing as read-only and will not participate in Committee discussions.