



# **THE AUSTRALIAN SHEPHERD CLUB OF AMERICA®**

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## **ASCA's Articles of Incorporation**

ASCA's Articles of Incorporation were originally filed in 1973. They have been revised several times since and were revised most recently in late 1998 to allow the membership to have the responsibility to authorize changes to the Club Bylaws.

The undersigned, acting as incorporator of a corporation (the "Corporation") under the provisions of the Washington Nonprofit Corporation Act (this act as amended from time to time is referred to herein as the "Act"), adopts the following Articles of Incorporation.

### **1 Name**

The name of the Corporation is The Australian Shepherd Club of America.

### **2 Period of Duration**

The period of duration of the Corporation is perpetual.

### **3 Purposes and Powers**

In general, the purposes for which the Corporation is organized are limited as follows:

#### **3.1 General Purposes**

1. To promote, encourage, and facilitate the breeding and improvement of the Australian Shepherd Dog.
2. To obtain and exchange information regarding the scientific breeding and raising of the Australian Shepherd Dog.
3. To provide an organizational framework to facilitate these purposes.

#### **3.2 Ancillary Purposes**

To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things permitted by the Act, by other law, or by these Articles of Incorporation.

#### **3.3 To Carry Out These Purposes in Other States**

To carry out the purposes hereinabove set forth in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

#### **3.4 Statutory Powers**

The Corporation, subject to specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation and solely in furtherance of, but not in addition to, the limited purposes set forth in Section 3.1 of this Article shall have and exercise all the powers specified in the Act.

## **4 Provisions for Regulation of the Internal Affairs of the Corporation**

### **4.1 Bylaws**

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the Bylaws, or to adopt a new set of Bylaws, shall be reserved to the Board of Directors. The Bylaws

may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

## **4.2 Amendments of Articles of Incorporation**

The Corporation reserves the right from time to time to amend, alter, or repeal any provision in its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute.

## **5 Initial Registered Office and Initial Registered Agent**

### **5.1 Registered Office**

The address of the initial registered office of the Corporation is U.S. Forest Service, Box 16, Cougar, Washington 98616.

### **5.2 Registered Agent**

The name of the initial registered agent of the Corporation, an individual resident in Washington whose business office is at the above address, is Harold E. May.

## **6 Data Respecting Board of Directors**

### **6.1 Initial Board of Directors**

The initial Board of Directors shall consist of three members, who need not be residents of the State of Washington or members of the Corporation.

### **6.2 Names and Addresses**

The names and addresses of the persons who are to serve as Directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

1. Ernest Hartnagle; 1675 Upland; Boulder, Colorado 80302
2. Gwen Stevenson; Oak Run, California 96069
3. Phillip Wildhagen; 821 Boston Post Road; Sudbury, Massachusetts 0177

### **6.3 Increase or Decrease of Directors**

The number of Directors of the Corporation shall be not more than four nor less than three. Subject to this limitation, the number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a provision in the Bylaws fixing the number of Directors, the number shall be three.

## **7 Provisions for Distribution of Assets on Dissolution or Final Liquidation**

Upon dissolution or final liquidation, the net assets of the corporation shall be distributed to:

1. The Animal Defender's League; Title Insurance Building; 429 S.W. 4th; Portland, Oregon, or
2. The Oregon Humane Society; 1067 N.E. Columbia Blvd.; Portland, Oregon, or
3. Any other national organization, the funds of which are used for the purpose of pet animal spaying and/or neutering programs.

The net assets distributed as provided for above shall be done so with the limitation that the assets distributed shall not be used for the purpose of funding programs for pet animal spaying and/or neutering; provided that, such a limitation on the use of funds is arranged with the consent of the organization; and further provided that, failure to limit the use of said funds for these purposes shall not prevent the distribution of said funds to any humane organization or society promoting the welfare of animals.

In any event, the assets of the corporation shall be applied and distributed in the processes of dissolution subject to specific written limitations or restrictions imposed by the Act.

## 8 Data Respecting Incorporator

The name and address of the incorporator of the Corporation, a domestic corporation, is Harold E. May, U.S. Forest Service, Box 16, Cougar, Washington 98616.

EXECUTED this 2nd day of May 1973.

[Signature of Harold E. May].

Harold E. May

STATE OF WASHINGTON)

: ss

County of Clerk)

On this day personally appeared before me HAROLD E. MAY to be known to be the individual described in and who executed the within and foregoing instrument and acknowledged that he signed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 2nd day of May 1973.

[Signature of Larry O. Klossner].

Notary Public in and for the State of Washington, residing in Vancouver.

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE AUSTRALIAN SHEPHERD CLUB OF AMERICA**

Pursuant to the Washington Nonprofit Corporation Act.

Pursuant to the provisions of Chapter 24.03 of the Revised Code of Washington (Washington Nonprofit Corporation Act), the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of record of the corporation is THE AUSTRALIAN SHEPHERD CLUB OF AMERICA.
2. The following amendment to the Articles of Incorporation of the corporation was adopted on October 11, 1986:

*Section 6.3 Increase or Decrease of Directors.*

*The number of Directors of the Corporation shall be not more than nine nor less than three. Subject to this limitation, the number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a provision in the Bylaws fixing the number of Directors, the number shall be nine.*

October 11, 1986, was the date of the meeting of members at which the amendment was adopted. A quorum was present at the meeting and the amendment received at least two-thirds of the votes which members present or represented by proxy were entitled to cast.

Dated this 27th day of October 1986

THE AUSTRALIAN SHEPHERD CLUB OF AMERICA

By Betty Martin, President                      ATTEST: Joan Boice, Secretary

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE AUSTRALIAN SHEPHERD CLUB OF AMERICA**

Pursuant to the Washington Nonprofit Corporation Act.

Pursuant to the provisions of Chapter 24.03 of the Revised Code of Washington (Washington Nonprofit Corporation Act), the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

The name of record of this corporation is THE AUSTRALIAN SHEPHERD CLUB OF AMERICA.

The following amendment to the Articles of Incorporation of the corporation was adopted on April 23, 1999:

ARTICLE IV, Section 4.01 of the Articles of Incorporation is hereby amended to read as follows:

*Section 4.01 Bylaws*

*The power to alter, amend or repeal the Bylaws, or to adopt a new set of Bylaws, shall be reserved for the membership. The 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. The Bylaws may contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act or these Articles of Incorporation.*

At the time of adoption of these Articles of Amendment, there were no members having voting rights with respect to the amendment of the Articles of Incorporation.

The amendment to the Articles of Incorporation received a majority vote of the Directors in office at a meeting of the Board of Directors held on April 23, 1999.

Dated this 23rd day of April 1999

THE AUSTRALIAN SHEPHERD CLUB OF AMERICA

By Gary Hawley, President                      ATTEST: Lori Middleton, Secretary