

**BYLAWS
OF
ZIA AUSTRALIAN SHEPHERD CLUB**

ARTICLE I

Section 1 General Provisions

Section 1.1 Identification. The name of this organization is ZIA AUSTRALIAN SHEPHERD CLUB (hereinafter referred to as "ZASC" or the "Club"). The Club is an official affiliated club of the AUSTRALIAN SHEPHERD CLUB OF AMERICA, INC. (hereinafter referred to as "ASCA"), and shall not affiliate with any other dog club or registry.

Section 1.2 Address. The business/mailling address of the Club at the time of adoption of these Bylaws is:

Zia Australian Shepherd Club
c/o Anne Shope
2512 Norment Road, SW
Albuquerque, NM 87105-7020
Email:

Zia Australian Shepherd Club
c/o Julie Fillinger
311 E. Meadowlark Lane
Corrales, NM 87048
Email: rioaussies@comcast.net

The business address of the Club may be changed at any time by a vote of the Board of Directors.

Section 1.3 Non-Profit Status. The Club shall not be conducted or operated for profit. No part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member.

1.3.1 The Club may not engage in any form of discrimination which adversely affects ASCA's tax exempt status under Internal Revenue Code Section 501(c)(3) (7).

Section 1.4 ASCA Trademarks and the Like. The names, logos, trademarks and services marks of ASCA may not be used by the Club or it members unless authorized by ASCA Trademark License.

Section 1.5 Objectives. The objectives of the Club are:

1.5.1 To encourage and promote the breeding of purebred Australian Shepherds in such a manner as to bring their natural qualities to the highest degree possible. It shall strive to educate and assist all owners of the breed to improve their knowledge of the breed and its history.

1.5.2 To protect and advance the interest of the Australian Shepherd breed and to encourage ethical breeding practices and sportsmanlike competition at all dog shows and trials.

1.5.3 To conduct Conformation Shows, Obedience Trials, Stockdog Trials, Agility Trials, Tracking Trials, and other events under the rules and regulations of ASCA.

1.5.4 To encourage all breeders to accept the breed standard adopted by ASCA as the only standard of excellence by which the breed shall be judged.

ARTICLE II

Section 2 ORDER OF BUSINESS AND PROCEDURES. The most recent version of ROBERT'S RULES OF ORDER shall govern any matter of procedure not specifically addressed by these Bylaws, unless another order of procedure is established by the Board of Directors.

ARTICLE III

Section 3 MEMBERSHIP

Section 3.1 Eligibility.

3.1.1 Membership shall be open to all persons who are in good standing with ASCA and ZASC and who shall subscribe and adhere to the principles and objectives of this Club. Persons who are currently suspended or expelled from ASCA may not join this Club until they are reinstated in ASCA. Membership shall be unrestricted as to race, color, creed, or sex and ownership of an Australian Shepherd shall not be a requirement of membership.

3.1.2 Each applicant for membership shall apply on a form approved by the Club. The form shall provide that the applicant agrees to abide by the Constitution, Bylaws, Rules, Regulations, Code of Ethics, and Rules for Resolution of Disputes of both ASCA and ZASC. Dues shall accompany the application.

3.1.3 Any person who renews membership is deemed to have consented to all current terms of the Constitution, Bylaws, Rules, Policies, Procedures, and Rules for Resolution of Disputes of both ASCA and the Club.

Section 3.2 Types of Membership.

3.2.1 Individual Membership – which shall be open to any individual meeting eligibility requirements, and shall have one (1) vote.

3.2.2 Family Membership – which shall be open to any person and the resident members of their immediate family household who meet eligibility requirements. Voting memberships shall be vested in members of the family who are 18 years of age or older, and junior non-voting memberships shall be vested in members of the family who are younger than the age of 18.

3.2.3 Junior Non-Voting Membership – which shall be open to anyone under age 18 and not living with a Club Member.

3.2.4 Supporting/Non-Voting – which shall be open to any individual over age 18 meeting eligibility requirements, and shall not be entitled to a vote, to serve on the Board, or act as Show Secretary or Show Coordinator. Supporting/Non-Voting members shall receive all mailings of the Club.

3.2.5 Membership in the Club is not transferable.

Section 3.3 Election to Membership. ~~An applicant is admitted to the membership only upon election by the Board of Directors.~~ New applicants may be admitted to the membership without review by the Board of Directors. New applicants not in good standing may be admitted only upon election by the Board.

Section 3.4 Dues. Annual dues of an amount determined by the Board shall be payable on each January 1. Dues shall be determined by the financial needs of the Club and will be changed upon reasonable notification of members.

Section 3.5 Termination of Membership.

3.5.1 By Resignation. Any member may, by written request, resign from membership in the Club. Dues will not be refunded.

3.5.2 By Lapsing. Any member whose dues remain unpaid by February 1 of any fiscal year will be considered lapsed in membership.

3.5.3 By Suspension; Expulsion. Any member who is disciplined by ASCA is deemed disciplined to the same extent by the Club. Any member may be terminated by expulsion as provided in Article XIII of these Bylaws.

3.5.4 Expulsion Reinstatement. Upon re-application of a former member and filed with the Secretary, the Affiliate Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership in the Club on such terms as the Board deems appropriate. The former member submitting this reinstatement application must be in good standing with ASCA.

Section 3.6 Good Standing. A member in good standing is considered to be in good standing if they are in compliance with all the rules and regulations of ASCA and its affiliates and conduct themselves so as to advance the interests of the Club and the breed. As examples, a member is not in good standing if they have not paid dues when assessed or if they are presently under discipline imposed by ASCA or an affiliate.

Section 3.7 Consent to Rules. Members of the Club and non-member participants in the Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the club. Forms and application for membership and for participation in the Club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's Bylaws, Registry Rules, the Program Rules and Regulations, and ASCA's Dispute Rules.

ARTICLE IV

Section 4 CLUB BUSINESS

Section 4.1 Fiscal Year. The Club's fiscal year is from January 1 to December 31. The Club's official year shall begin immediately upon installation of its elected officers and end upon their termination of office.

Section 4.2 Membership Meetings.

4.2.1 One or more general meetings shall be held annually with the dates to be determined by the board. Members shall be notified of all meetings not less than 15 days prior to the selected date.

4.2.2 The Board shall meet ~~not less than six~~ as needed or at least 2 times yearly to conduct business of the Club. Special meetings of the Board may be called by the President at any time with

15 days' notice to the members of the Board as much notice as possible. Meetings can be conducted by email, telephone, virtually, or in person.

4.2.2.1 A quorum shall consist of a majority of the Directors. The presence of a quorum is necessary for all voting. Unless otherwise specified in these Bylaws, any matter may be passed by the Board of Directors by a simple majority of those Directors present to vote.

4.2.2.2 All meetings of the Board of Directors may be attended by the general membership except when it is considering matters of discipline. When considering matters of discipline, only members of the Board and the person whose conduct is in question may be present.

4.2.3 Special meetings of the general membership may be requested in writing and signed by 25% of the general membership in good standing. A special meeting may only be requested by written petition to the Board of Directors. The petition must be given to the Board at least thirty (30) days before the desired special meeting. The Secretary will provide notice to the general members by telephone, fax, email, or mail at least 15 days before the meeting.

Section 4.3 Voting by Ballot. Voting by balloting of the entire membership may be permitted in special cases as determined by these Bylaws. In cases of voting by balloting of the membership, a majority of 51% of the total Club membership roll shall be required to carry a decision. Should such balloting fail to elicit sufficient response from the membership to effect a decision, the question shall be brought before the membership present at the next general meeting of the Club and voted upon at that time. A majority of those in attendance shall then be considered sufficient to effect all decisions of the Club.

ARTICLE V

Section 5 THE BOARD

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

Section 5.1 The Board shall consist of all officers of the Club and two directors elected from the general membership. Members of the Board shall serve a one-year term of office and shall be expected to attend a majority of meetings of the Board to effect the duties of their office.

Section 5.2 The new Board shall assume office immediately after the meeting at which they were elected. In the case of disputed elections, the former Board shall serve until the dispute is resolved. The new board shall assume office immediately after a disputed election is resolved.

Section 5.3 The Board shall be vested with general management and supervision of all Club business and affairs, and it shall be empowered to appoint such committees as may be deemed necessary to advance the work of the Club. All committees and each of their members shall be subject to the authority of the board, and may be terminated or replaced by the Board at any time.

Section 5.4 Actions and decisions of the Board may be subject to review of 51% of the general membership at any time by written petition of the members or by request of the President.

5.4.1 Any three members, not of the same household, or the president, may petition the Secretary in writing to hold a balloting of the membership to rescind any Board decision alleged not to be in the best interest of the Club. The Secretary shall notify the membership for a decision on the

issue, and a general membership meeting shall be called not less than 30 days following the mailing of the ballots to decide upon the issue.

ARTICLE VI

Section 6 OFFICERS

The officers of the Club shall consist of the President, Vice President, Secretary, Treasurer and Affiliate Representative. The offices of Secretary and Treasurer may be combined. All other Officer and Director positions will be held by different members. All officers must be members in good standing of ASCA. Persons who are currently suspended or expelled from ASCA may not run for office in this Club until they are reinstated in ASCA.

Section 6.1 President: who shall preside over all meetings, chair the Board, and exercise supervision over all affairs and activities of the Club. He/She shall be a member ex officio of all committees, and shall have all powers and duties normally appropriate to this office. Refer to Robert's Rules of Order for the President's voting privilege.

Section 6.2 Vice President: who shall assume the duties of the President during his/her absence, illness or incapacity. In the event of resignation or death of the President, the Vice President shall assume the office of President for the remainder of his/her term of office, and a replacement for the Vice President shall be appointed by the board for a like term of office.

Section 6.3 Secretary: who shall keep all records of the Club, record the minutes of all Board and general membership meetings, give notice to all members as may be required, and maintain all correspondence for the Club. The Secretary shall maintain within reach at all meetings, copies of Bylaws, special rules of order and standing rules. The Secretary shall keep the Membership Roster. The Secretary shall notify officers and Directors of their election to office.

Section 6.4 Treasurer: who shall be entrusted with all financial records and moneys of the Club, shall collect dues and pay debts of the Club, and keep accurate records of all transactions under his/her supervision. Expenditures of amounts in excess of \$99.00 must be approved by the president. All funds shall be deposited in a bank designated by the Board, and he/she may be bonded, at the discretion of the Board, for an amount not to exceed the balance of funds in the Club treasury. His/Her books shall be open to inspection of the Board at all times, and he/she shall report the status of the Club's finances at each general membership meeting and at the closing of the fiscal year, shall render a written report of the previous year's accounts to the general membership at its next meeting (or annual meeting). The Treasurer has the duty of a fiduciary to the Club. Checks may not be countersigned in blank; all checks must be completely filled in prior to signature by the Treasurer and applicable officer. The Treasurer shall bill all members for their annual dues in the month of November with a remittance deadline of December 31. The Treasurer shall notify the Board at its first regularly scheduled meeting of the new fiscal year of those members who are delinquent in their dues and thereby not in good standing with the Club.

Section 6.5 Affiliate Representative: who shall be the Club representative to ASCA, and be empowered to represent the Club and its business and correspondence with ASCA and its affiliates. However, all activities of the Affiliate Representative shall be subject to prior approval of the President and/or Board. He/She shall give report of all activities of and communications with ASCA at each general membership meeting, and he/she shall communicate all impending matters with the Board and/or the President as they arise. The Affiliate Representative is Responsible for distributing all ASCA business to the Club.

Section 6.6 Any vacancies occurring on the Board or among the officers of the Club shall be filled until completion of that term of office by a majority vote of the board at its next regular meeting following the creation of the vacancy; except for the office of the President as provided in these bylaws. Any member of the Board or officer of the Club who is absent from more than half of the Club meetings shall have resigned by reason of absence.

Section 6.7 Show Coordinator: This person shall be appointed by the Board of Directors. The Show Coordinator is the liaison between the Club and the ASCA show office. Show Coordinator is responsible for all paperwork pertaining to sanctioning of all ASCA show/trial programs.

Section 6.8 Club Records. Each officer is responsible for maintaining records appropriate to the officer's Club business. All records kept of whatever nature or form are the property of the Club. Each officer is responsible for transferring the Club's records to his/her successor within 14 days following an election. Either the outgoing or incoming officer's unexcused failure to effect this transfer automatically removes that person from good standing. If the incoming officer is the person preventing the transfer, the outgoing officer will continue in office until the transfer is completed.

Section 6.9 Removal of a Director. A Director may be removed from office only upon an affirmative vote of a majority of the other Directors or upon two-thirds majority vote of the general members. The Director sought to be removed may not vote for this purpose. A Director may be removed from office only for cause.

ARTICLE VII

Section 7 LIABILITY OF MEMBERS

Section 7.1 Personal Liability.

7.1.1 Except for payment of dues, no Director, Officer, or member shall be personally liable for any past or present debt of obligations of the Club.

7.1.2 A member may not incur debt for the Club without approval of the Board of Directors. Such a person is personally liable for the debt. However, the Board of Directors may ratify such a debt by a simple majority of those Directors present to vote at any meeting of the Board of Directors.

7.1.3 No person shall use the name, mailing list, or official insignia of the club for other than Club purposes.

ARTICLE VIII

Section 8 ANNUAL MEETING

Section 8.1 An annual meeting may be called by the President and Board as concurrent as possible with the election of new officers every year. Normal conduct of this meeting shall include a report by the President on the activities of the Club's past year, a report by the Secretary on the growth of the Club, a report of the Club's financial status by the Treasurer, a report by the Affiliate Representative on ASCA affairs, a report by outstanding committee heads as directed by the President, installation of new Club officers, and the presentation of Club awards if applicable.

ARTICLE IX

Section 9 NOMINATIONS AND ELECTIONS

Nominations and elections must be scheduled so the new slate of officers is installed before the Affiliate renewals are due to the ASCA Business Office on January 1. Any change of officers during the year must be sent to ASCA Business Office within 30 days of the change.

Section 9.1 ~~On or before the 1st day of August annually~~ During the month of August, the President shall appoint a ~~and/or request volunteers to serve on the~~ Nominating Committee which shall ~~propose~~ assemble and present a slate of nominees for the ~~a list of qualified candidates for the~~ election to all offices of the Club and its Board. The Nominating Committee shall consist of three members in good standing in the club, ~~one of whom must be a member of the Board.~~ The President will announce the Nominating Committee members at the August general membership meeting. The President may not serve on the Nominating Committee. A current Board member may serve in an advisory role to the Nominating Committee during this process. The Nominating Committee shall select its own Chairman. The Chairman cannot run for an officer position, but other Nominating Committee members may. Said slate of nominees shall be presented to the Board ~~no later than the 1st day of October,~~ by the October membership meeting. The slate will include nominations submitted by the Nominating Committee or from the general membership.

9.1.1 No member whose dues are not paid may be a nominee.

9.1.2 No member who has not consented to nomination may be a nominee.

9.1.3 No member who has been suspended or expelled from ASCA may be a nominee.

Section 9.2 During the month of September, the Nominating Committee will solicit, accept, and compile the Officer/Board slate of nominees. Nominations made and acceptance of nominations may be submitted to the Nominating Committee by mail, email, or text. Each office will have at least one (1) nominee and the Board of Directors at least three (3) nominees on the nominating slate. During the month of ~~September~~ October, an in-person general membership meeting shall be called to present the officer/board nominee slate, as ~~selected~~ compiled by the Nominating Committee, to the membership, or notice thereof shall be presented to the membership by mail and/or email at this time. Additional nominations shall be solicited at the October meeting from the membership ~~for from~~ the floor ~~or by mail~~, at this time. All additional floor nominees must ~~consent to~~ accept or deny the nomination ~~on or before the 1st day of October~~ by the adjournment of the October membership meeting to qualify for such nomination.

Section 9.3 Elections shall ~~be held~~ begin during the month of October after the October general meeting and shall be conducted by mail, email, and/or a secure online voting application. Voting ballots shall be sent and/or posted electronically to all voting members ~~on or before the 10th day of October~~ no later than five (5) days following the October membership meeting and voting will cease on the ~~31st day of October~~ 15th day of November. A member, if so chooses, may request a hard-copy ballot. Completed and/or hard copy ballots are to be submitted to the Nominating Committee Chairman by the deadline, tallied by the Chairman, and then reviewed/verified by the Nominating Committee. Election of the nominees shall be effected by a majority vote of the ballots received by the close of voting day date, as single exception to Article III, Section 3 of these bylaws. Elected candidates shall assume the duties of office on or before the 1st day of January. Write-in candidates shall not be allowed in balloting. The agenda may also include other issues which the Board wishes to submit to a vote of the members. (See Article XI Section 11.2)

Section 9.4 Nominations and elections cannot be made in any manner other than as provided herein.

ARTICLE X

Section 10 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.1 All financial accounts shall be in the name and to the credit of Zia Australian Shepherd Club (ZASC). The accounts shall be maintained in a federally insured financial institution located in the county where the Club conducts all or a majority of its business, **as designated by the Board.**

Section 10.2 All disbursements shall be made by check signed by the Treasurer and/or either the Secretary of the President. All checks must be completed in full prior to signature and no checks may be countersigned in blank by any officer.

Section 10.3 The Board of Directors may authorize one or more officers of the Club to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 10.4 All funds of the Club shall be deposited in a timely manner to the credit of the Club in the accounts specific to Section 10.1.

ARTICLE XI

Section 11 CREATION AND TERMINATION OF COMMITTEES

Section 11.1 Subject to approval of the Board of Directors, the President may appoint permanent or temporary committees to advance the work of the Club. Standing Committees shall be as follows:

11.1.1 Conformation Committee. As approved by the Board, plan, timely sanction, organize and carry out ASCA conformation shows and/or matches and offer educational seminars. The Committee shall also furnish timely **articles notifications** to the Club **newsletter** about upcoming shows, educational information, and new conformation rules.

11.1.2 Obedience Committee. As approved by the Board, plan, timely sanction, organize and carry out ASCA obedience shows and/or matches and offer educational seminars, The Committee shall also furnish timely **articles notifications** to the Club **newsletter** about upcoming shows, educational information, and new obedience rules.

11.1.3 Agility Committee. As approved by the Board, plan, timely sanction, organize and carry out ASCA agility trials and offer educational seminars. The Committee shall also furnish timely **articles to the Club newsletter notifications to the Club** about upcoming trials, educational information, and new agility rules.

~~**11.1.4** Newsletter. A quarterly newsletter shall be distributed to all members (Feb/May/Aug/Nov). Deadlines for articles shall be 5 days prior to the 1st day of each of the designated months.~~

Section 11.2 A Committee may be terminated by an affirmative majority vote of the Board of Directors.

ARTICLE XII

Section 12 AMENDMENTS TO THE BYLAWS

Section 12.1 Amendments to the Bylaws may only be accomplished by a vote of the eligible voting membership of the Club. Amendments may be proposed by the Board of Directors or by written petition signed by twenty present percent of the members of the Club in good standing and addressed to the Secretary.

Section 12.2 Amendments must be submitted to a vote of the members within three months of any meeting of the Board of Directors in which the amendments were considered. Amendments proposed by petition must be accompanied by recommendations of the Board when published in the agenda for the election. (See Article IX, Sections 9.2 and 9.3)

Section 12.3 Proposed amendments to these bylaws must be approved by ASCA before a final Club vote on these amendments is initiated. Proposed changes to these Bylaws must be submitted to the ASCA Board with the old wording followed by the new wording.

ARTICLE XIII

Section 13 DISPUTES AND DISCIPLINE

Section 13.1 Disputes between Club members, between a member and the Club or involving non-members and pertaining to Club affairs or a Club-sanctioned event, shall be decided in accordance with the Dispute Resolution Rules as adopted by ASCA. Any discipline or sanctions issued or administered by the Club shall be in conformity with such rules.

Section 13.2 Any member who is suspended from the privileges of ASCA automatically shall be suspended from the privileges of this Club for a like period.

Section 13.3 Members of this Club and non-voting/supporting member non-members participants in Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the Club. Forms for application for membership and for participation in club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's bylaws, the SDCA Show, Obedience, and Agility Regulations and all ASCA rules and Regulations and ASCA's Dispute Resolution Rules.

Section 13.4 All members shall be expected to conduct themselves in a manner which shall uphold the principles of the Club as stated in the constitution, and may, by actions contrary to its ideas, be subject to disciplinary action of the Board.

ARTICLE XIV

Section 14 DISSOLUTION

The Club may be dissolved at any time by written consent of at least three-fourths of the members in good standing.

