

COLUMBIA RIVER HERDING GROUP CLUB

CONSTITUTION

These Bylaws are subject to and governed by the State of Washington Laws and the Articles of Incorporation of the Columbia River Herding Group Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Washington State Laws will be controlling.

ARTICLE I **Name and Objectives**

SECTION 1. The name of the club shall be Columbia River Herding Group Club.

SECTION 2. The objects of the club shall be:

- a) to further the advancement of all herding breeds;
- b) to do all in its power to protect and advance the interests of the herding breeds by encouraging sportsmanlike competition at dog shows, obedience trials, rally trials, herding trials, tracking trials, agility trials, scent work trials, and all other dog-related events;
- c) to conduct sanctioned and licensed group shows, obedience trials, rally trials, herding trials, tracking trials, agility trials, scent work trials, and any other event for which the club is eligible under the Rules and Regulations of the American Kennel Club;
- d) to educate the public and promote the practices of responsible pet ownership by example and education.

SECTION 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution or in Article I of the Bylaws.

SECTION 4. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I **Membership**

SECTION 1. Eligibility. There shall be four types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purpose of the club;

1. Regular members— Persons 18 years and older who reside within the club's territory of the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem, OR, in proximity to the Interstate 5 corridor). Enjoys all club privileges including the right to vote and hold office.
2. Household members— Two (2) adult members, 18 years or older, residing in the same household within the club's territory of the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem, OR, in proximity to the Interstate 5 corridor), each eligible to vote and hold office.
3. Associate members — Entitled to all club privileges except voting and office holding (offered to individuals who live outside of the club's area; as well as to individuals who live in the club's area but are not active).
4. Junior members— Open to minors under 18 years of age; a non-voting/non office holding membership which may automatically convert to regular membership at age 18.

SECTION 2. Dues. Membership dues shall be \$15 per regular member, \$25 per household member, \$10 per associate member, and \$0 per junior member per year, payable on or before the 1st day of July of each year. No member may vote whose dues are not paid for the Financial/Fiscal year. During the month of April the Treasurer shall send to each member a statement of dues for the Financial/Fiscal year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors and which shall provide that the applicant agrees to abide by the constitution and bylaws and the rules and regulations of The American Kennel Club. Accompanying the application, the prospective member shall submit dues payment for the Financial/Fiscal year. All applications for membership shall be filed with the Secretary. Each membership application shall be voted upon by secret ballot at the next meeting of the Club. An affirmative vote of 2/3 of the members present and voting shall be required to elect the applicant. Applicants for membership who have been rejected by the club can reapply six months after the date of rejection.

SECTION 4. Termination of Membership. Memberships may be terminated:

- (a) by resignation. Upon written notice to the Secretary.
- (b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the Financial/Fiscal year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.
- (c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II **Meetings and Voting**

SECTION 1. Club Meetings. Meetings of the club may be held as frequently as is necessary by virtual, electronic, teleconference/videoconference meetings, or in-person methods in the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem, OR, in proximity to the Interstate 5 corridor) as may be designated by the Board. Written notice of each such meeting shall be sent via email by the Secretary at least ten (10) days prior to the date of the meeting. The quorum for such meetings shall be twenty (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 2. Special Club Meetings. Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; and may also be called by the Secretary upon receipt of a petition signed by five (5) members of the club who are in good standing. Such special meetings shall be held by virtual, electronic, teleconference/videoconference meetings, or in-person methods in the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem, OR, in proximity to the Interstate 5 corridor) designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be sent via email by the Secretary seven (7) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be (20) percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

SECTION 3. Board Meetings. Meetings of the Board may be held as frequently as is necessary in Southwest Washington by virtual, electronic, teleconference/videoconference meetings, or in-person the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem, OR, in proximity to the Interstate 5 corridor) as designated by the Board. Written notice of each such meeting shall be sent via email ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held by virtual, electronic, teleconference/videoconference meetings, or in-person the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem, OR, in proximity to the Interstate 5 corridor) designated by the person authorized herein to call such meeting. Written notice of such meeting shall be sent via email by the Secretary seven (7) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board. Non voting members do not count towards the determination of a quorum.

SECTION 5. Voting. Each member in good standing whose dues are paid for the Financial/Fiscal year shall be entitled to one vote at any meeting of the club at which the member is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of President, Vice President, Secretary, Treasurer, and three other persons, all of whom shall be members in good standing and all of whom shall be elected for two (2)-year terms at the club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board.

SECTION 2. Officers. The club's officers, consisting of the President, Vice President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.

- (a) The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- (b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- (c) The Secretary shall keep a record of all meetings of the club and of the Board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, which shall be sent to any member in good standing, upon written request, once every club year, and carry out such other duties as are prescribed in these bylaws.
- (d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the Board, in the name of the club. The books shall at all times be open to inspection by the Board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The club shall be insured in such amount and through a type of policy as the Board shall determine which will cover the actions of the Treasurer.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the Board. However, a vacancy in the office of President shall automatically be filled by the Vice President for the remainder of the term.

ARTICLE IV

The Club's Financial/Fiscal Year, Annual Meeting, Elections, Official Year

SECTION 1. Financial/Fiscal Year. The Financial/Fiscal year shall begin on the first day of July and end on the last day of June.

SECTION 2. Annual Meeting. The annual meeting shall be held in late May or June in the greater Portland, Oregon area (including communities north to Kalama, WA, south to Salem,

OR, in proximity to the Interstate 5 corridor), at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Nominations. The Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board shall name a chair for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before March.

- (a) The committee shall nominate at least one candidate for each office, and positions on the Board, and shall procure the acceptance of each nominee so chosen and shall immediately report their nominations to the Secretary in writing, no later than March 31st.
- (b) Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated.
- (c) Additional nominations may be made at the April meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed. No person may be a candidate for more than one position.
- (d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

SECTION 4. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected. If no valid additional nominations are received on or before the April meeting the Nominating Committee's slate shall be declared elected and no balloting will be required. Any uncontested position should be automatically elected.

SECTION 5. Club's Official Year. The club's Official Year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

ARTICLE V **Committees**

SECTION 1. The Board may each year appoint standing committees to advance the work of the club. Such committees shall always be subject to the final authority of the Board.

SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI **Discipline**

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club shall be suspended from the privileges of this club for a like period. American Kennel Club suspensions are published on the Secretary's page of the AKC Gazette.

SECTION 2. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club.

Written notarized charges containing specific facts signed under oath ("Charges") must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting. The Board shall first consider whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board or a committee appointed by the Board not less than 2 weeks nor more than 4 weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.

SECTION 3. Board Hearing. If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.

SECTION 4. Expulsion. The members shall vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII **Amendments**

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

SECTION 2. The constitution and bylaws may be amended by a 2/3 secret vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and sent via email to each member at least two weeks prior to the date of the meeting.

ARTICLE VIII

Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance with State Law. In the event of the dissolution of the club other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club, its property, and assets shall be given to a charitable organization for the benefit of dogs selected by the Board unless otherwise prohibited by State Law.

ARTICLE IX

Order of Business

SECTION 1. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- New member reports
- Unfinished Business
- New Business
- Adjournment

ARTICLE X

Parliamentary Authority

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.