



# TEXAS HERDING ASSOCIATION

## CONSTITUTION

### ARTICLE I. Name and Objects

**SECTION 1.** The name of the Club shall be "Texas Herding Association".

**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 herding tests and trials and to encourage sportsmanlike conduct at such events;
- c) to conduct herding tests and trials and any other event for which the Club is eligible under the Rules and Regulations of The American Kennel Club;
- d) to disseminate knowledge, conduct classes in and promote the training of purebred dogs;
- e) to encourage the training of judges.

**SECTION 3.** No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the club 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 (4) types of membership open to all persons in good standing with The American Kennel Club and who subscribe to the purposes of this Club. Membership shall be open to all persons who have not been suspended or removed from membership by any canine support organization for reasons of personal misconduct involving: breeding or animal abuse.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area, the Greater Austin Area.

"Good Standing" shall be defined as being those individuals who have paid their dues, are not suspended or expelled by the Club or AKC, and are in compliance with these Bylaws and those of the AKC.

The four (4) types of membership:

- a) "Regular Membership" shall consist of any person eighteen (18) years of age or older, be entitled to vote, hold office and receive all publications, documents and mailings, and are counted in quorums.
- b) "Household Membership" shall consist of two persons eighteen (18) years of age or older and any minor children living in the same household. This membership shall be given all rights and privileges as stated in the Bylaws and allows one vote per adult.
- c) "Associate Membership" shall consist of a single (1) person entitled to receive all Club member publications, documents or mailings but not entitled to vote or hold office. Associate Members may file a request with the Board of Directors to be moved to Regular Membership at the beginning of the next Club year and upon approval of the board pay the appropriate Regular Membership dues. Associate Members do not count in the quorum.
- d) "Junior Membership" shall consist of a single person, under eighteen (18) years of age entitled to receive all Club member publications, documents or mailings but not entitled to vote or hold office. Junior Members do not count in the quorum. Junior Members shall be converted to Regular Members on their 18th birthday.

#### SECTION 2. Dues.

Membership dues shall be set by the Board of Directors, but shall not exceed fifty dollars (\$50.00) per year, payable on or before the 1<sup>st</sup> day of February of each year. No member may vote whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of dues for the ensuing 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 of the Club and by the rules of The American Kennel Club. The application shall state the name, address, occupation of the applicant, and breed of dog(s) the applicant owns and shall carry the endorsement of two members in good standing. Junior applicants shall not need the endorsement of a member. Accompanying the application, the prospective member shall submit dues payment for the current year. All applications for membership are to 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 (6) months after the date of rejection. Membership dues will be refunded.

#### **SECTION 4. Termination of Membership.**

Memberships may be terminated:

a) by resignation.

Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.

b) by lapsing.

A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after the first day of the fiscal year; however, the board may grant an additional thirty (30) 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 shall be held, a minimum of six (6) times per year, within the Greater Austin Area at such hour and place as may be designated by the board of directors. Upon the approval of a majority of the Board Members a video conference may be substituted for a single meeting. Written notice of each such meeting shall be sent by U.S. Mail or by electronic mail, 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 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 shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held within the Greater Austin Area at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Upon the approval of a majority of the Board Members a video conference may be substituted for this meeting. Written notice of such a meeting shall be sent by U.S. Mail or by electronic mail, by the Secretary at least five days and not more than fifteen (15) 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 twenty (20) percent of the members in good standing.

#### **SECTION 3. Board Meetings.**

Meetings of the board of directors shall be held, a minimum six (6) times per year, within the Greater Austin Area at such hour and place as may be designated by the board. Written notice of each such meeting shall be sent by U.S. Mail or by electronic mail, by the Secretary at least five (5) days prior to the date of the meeting.

The Board may meet at more frequently as deemed necessary. The Board of Directors may conduct its business in person, video conference, teleconference, or telephone conference call. The quorum for such a meeting shall be a

majority of the board. Items voted upon at any meeting other than “in person” must be confirmed by either electronic mail or U.S. mail to the Secretary within ten (10) days.

#### **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 within the Greater Austin Area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. The Board of Directors may conduct its business in person, video conference, teleconference, or telephone conference call.

Written notice of such meeting shall be mailed sent by U.S. Mail or by electronic mail, by the Secretary at least five (5) days but no more than ten (10) 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.

#### **SECTION 5. Voting.**

Each member in good standing, excluding Associate and Junior members, whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election.

#### **SECTION 6. Email Notification of Meetings and Other Club Notices.**

The Club may send members notification of Club Meetings (also included would be dues notices, minutes and newsletters) and board members notification of Board Meetings via electronic mail (Email), provided that: the member or board member has signed an authorization agreeing to this method of communication. Such authorization, which is revocable, will also release the Club from any liability should the notification be received late or not received by the member or board member due to circumstances beyond the Club’s control.

### **ARTICLE III. Directors and Officers**

#### **SECTION 1. Board of Directors.**

The board shall be comprised of the officers and one or three (3) other persons, as determined at the discretion of the board, taking into consideration the membership size, all of whom shall be regular members in good standing and all of whom shall be elected for one-year (1) 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 of directors.

Concurrent service on the board is prohibited for any two members residing within the same household.

#### **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; shall 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, 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 of 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 Treasurer shall be bonded in such amount as the board of directors shall determine.

### **SECTION 3. Vacancies.**

Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by a majority vote of the members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board.

## **ARTICLE IV. The Club Year, Annual Meeting, Elections**

### **SECTION 1. Club Year.**

The Club's fiscal year shall begin on the 1<sup>st</sup> day of February and end on the last day of January. 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.

### **SECTION 2. Annual Meeting.**

The annual meeting shall be held in the month of January, 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 thirty (30) days after the election.

### **SECTION 3. Elections.**

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

### **SECTION 4. Nominations.**

No person may be a candidate in a Club election who has not been nominated. During the month of September, the board shall select a Nominating Committee consisting of three (3) members and two (2) alternates, not more than one (1) of whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before November 1st.

- a) The committee shall nominate one candidate for each office and three (3) other positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
- b) Upon receipt of the Nominating Committee's report, the Secretary shall at least two (2) weeks before the November/December meeting notify each member in writing of the candidates so nominated.
- c) Additional nominations may be made at the November/December meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further

that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one (1) position.

d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

## **ARTICLE V. Committees**

### **SECTION 1.**

The board may each year appoint standing committees to advance the work of the Club in such matters as events, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

### **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 automatically shall be suspended from the privileges of this Club for a like period.

### **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 charges with specifications must be filed in duplicate with the Secretary together with a deposit of fifty dollars (\$50.00), which shall be forfeited if such charges are not sustained by the board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and 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 not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges and the specifications to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

### **SECTION 3. Board Hearing.**

The board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board may by a majority vote of those present reprimand or suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing Club meeting which considers the board's recommendation. Immediately after the board 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 decision and penalty, if any.

### **SECTION 4. Expulsion.**

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a board hearing and upon the board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club, to be held within sixty (60) days but not earlier than thirty (30) days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then 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 of directors or by written petition addressed to the Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

### **SECTION 2.**

The Constitution and bylaws may be amended by a two thirds (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 mailed to each member at least two weeks prior to the date of the meeting.

### **SECTION 3.**

Votes on Bylaw Amendments - After amendments are voted upon, the Club must provide AKC with the number of members in good standing as well as the date of the vote, and the number who voted for and against. A copy of the revised document must be submitted to AKC as soon as it is printed.

## **ARTICLE VIII. Dissolution**

### **SECTION 1.**

The Club may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members in good standing. 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 of directors.

## **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 last meeting  
Report of President  
Report of Secretary  
Report of Treasurer  
Reports of committees



Election of officers and board (at annual meeting)  
Election of new members  
Unfinished business  
New business  
Adjournment

**SECTION 2.**

At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of committees  
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.

