

CONSTITUTION

ARTICLE 1

Name and Objectives

SECTION 1. The name of the club shall be the Buckeye All-Breed Herding Association.

SECTION 2. The objectives 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. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the club shall inure to the benefit of any member or individual.

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 1

Membership

SECTION 1. Eligibility. There shall be two types of membership open to all persons 18 years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. Regular membership is open to any person owning a herding dog, regardless of breed registry. Regular members enjoy all club privileges including the right to vote and hold office. Household membership is two adult members residing in the same household, each eligible to vote and hold office.

SECTION 2. Dues. The dues for regular membership will be \$10.00 per year payable on or before April 1 of each year. Dues for a household membership will be \$15.00 per year. No member may vote whose dues are not paid for the current year. During the month of January the Treasurer shall notify electronically each member that dues are due for the ensuing year.

Annual dues shall be set by a vote of 2/3 of the members present and voting at a designated annual meeting. If no vote is taken, dues will remain the same for the subsequent year. Dues are payable on or

before the first day of April of each year. New members' dues paid after March 31 of any year will be credited as having been paid to March 31 of the next year.

SECTION 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the board of directors which shall provide that the applicant agrees to abide by the constitution and bylaws and rules of The American Kennel Club. The application shall state the name and address of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Applicant's first and last names, and city and state of resident shall be sent electronically to members; and members will be invited to send for consideration, directly to the Board of Directors, private and confidential comment on the applicants for 30 days. Applicants shall be approved for or denied membership by the Board of Directors after the 30 day comment period. No person shall be denied membership without good cause.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

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 on April 1 of each year; however, the board may grant an additional 30 days (to May 1) 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 as necessary in the State of Ohio at such hour and place as may be designated by the board of directors. Written notice of each such meeting shall be sent electronically or by mail by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20 percent of the members in good standing.

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 in the State of Ohio at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or sent electronically by the Secretary at least five days and not more than 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 20 percent of the members in good standing.

SECTION 3. Board Meetings. Meetings of the board of directors shall be held as necessary in the State of Ohio or via telephone conference call or via video conference at such hour and place as may be designated by the board. Written notice of each such meeting shall be mailed or sent electronically by the Secretary at least five 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 in Ohio at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed or delivered electronically by the Secretary at least five days and not more than 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 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.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The board shall be comprised of the officers, all of whom shall be members in good standing and all of whom shall be elected for one-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 of directors.

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, which shall be sent to any member in good standing, upon written request, not more than 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 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.

e) The offices of Secretary and Treasurer may be held by the same person in which case the board shall be comprised of three persons.

SECTION 3. Vacancies. Any vacancies occurring on the board 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 first day of January and end on the last day of December.

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 September, 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. Elections. The nominated candidate receiving the greatest number of votes for each office 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 May, 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 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 June 1.

a) The committee shall nominate one candidate for each office 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 weeks before the annual meeting notify each member in writing of the candidates so nominated.

c) Additional nominations may be made in writing to the Secretary by July 1, provided that the person so nominated does not decline when their name is proposed, and provided further that 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 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 be well 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 all 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 \$50, 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 weeks nor more than six weeks thereafter. The Secretary shall promptly send one 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 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 60 days but not earlier than 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 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 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 mailed 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. 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 the 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 (at annual meeting)
- Election of new members
- 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.