

# Australian Cattle Dog Club of America, Inc.

## Bylaws

### ARTICLE I NAME AND OBJECTIVES

#### Section 1. Name.

The name of the Club shall be Australian Cattle Dog Club of America, Inc, hereinafter referred to as the "Club."

#### Section 2. Objectives.

The objectives of the Club shall be:

- a. To encourage and to do all possible to bring the natural qualities of Australian Cattle Dogs to perfection according to the current American Kennel Club (AKC) breed standard.
- b. To urge members and breeders to accept the current standard of the breed as approved by the AKC as the only standard of excellence by which the Australian Cattle Dog shall be judged.
- c. To do all in its powers to protect and advance the interests of the Australian Cattle Dog breed and to encourage sporting competition at dog shows, herding tests and trials, performance events, and ~~companion events, obedience trials.~~
- d. To conduct sanctioned matches, ~~and license events for conformation shows, national specialty shows,~~ herding tests and trials ~~and any performance events, companion or any other events for which the club is eligible, and obedience trials~~ under the ~~current~~ rules and regulations of the AKC.
- e. To provide a minimum of two AKC herding tests and trials at the national specialty, with both tests and trials to include cattle.
- f. To encourage the organization of independent local Australian Cattle Dog Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the current requirements of the AKC.

Added companion events to cover obedience, rally, agility and any other events that AKC defines as companion events.

Update required by AKC to ensure we can hold new events like scent work.

#### Section 3. ~~IRS Non-Profit~~ Compliance Statement Status.

~~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. The Club shall not be conducted nor 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.~~

Clarification on IRS non-profit statement required by AKC. Does not change intent.

#### Section 4. Revisions.

The members in good standing of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objectives.

#### Section 5. State Law Compliance Statement.

~~These Bylaws are subject to and governed by the applicable California Nonprofit corporation Laws and the Articles of Incorporation of the Australian Cattle Dog Club of American, Inc. In the event of a direct conflict between these Bylaws and the mandatory provisions of the applicable California Nonprofit corporation laws, the applicable California Nonprofit corporation Laws will be controlling.~~

New section on state law compliance now required by AKC.

Full size copy of Bylaws amendments have been mailed to each member through ACDCA member list.

## ARTICLE II MEMBERSHIP

### Section 1. Eligibility.

There shall be four types of membership open to those who subscribe to the purposes of this Club and who are in good standing with the AKC.

- a. Regular Membership is open to all persons 18 years of age or older. A Regular member pays dues, has one vote, may hold an elected office, and has all the normal duties, ~~obligations~~ **obligations**, and responsibilities of a member in good standing of the Club.
- b. Household Membership is open to all families. A family comprises such persons as habitually reside under one roof and form one domestic circle. A Household member **ship** pays dues **and**, has **up to** two votes per membership, **if at least two persons in the house are**, ~~if~~ 18 years of age or older, **Voting members** may hold an elected office and **have**s all the normal duties, obligations and responsibilities of a member in good standing of the Club.
- c. Junior Membership is open to all persons not less than 9 years of age nor older than 18 years of age who otherwise meets the requirements for active membership. A Junior member pays dues, has no vote, may not make motions or hold office. Parental approval is required.
- d. Honorary Membership, subject to approval of the Board of Directors, may be awarded to those persons who have displayed significant service benefiting the Clubs objectives. An Honorary member's approval is required. An Honorary member pays no dues, has no vote, and has no obligations or responsibilities of a member in good standing of the Club.
- e. No person may hold more than one membership.
- f. A member in good standing of the Club is not, as such, personally liable for the debts, liabilities, or obligations of the Club.
- g. Membership in the Club shall not vest in any member any distributions from the Club during the existence of the Club, but shall only entitle the member in good standing to vote at meetings of the members. Membership shall not be assignable inter vivos by any member in good standing, nor shall membership vest to any personal representative, heir or devisee.

Grammatical fix added comma.

Clarification of wording on Household membership. Does not change existing intent. Recommended by California nonprofit attorney.

### Section 2. Dues.

- a. Membership dues shall be payable on or before the first day of September of each year. No member, whose dues are delinquent, may vote, conduct any official business or hold office in the Club. During the month of July, the Secretary shall send to each active member in good standing a statement of his or her dues for the following year.
- b. The amount of annual membership dues shall not exceed \$100.00 and shall be established by the Board of Directors and approved by a majority of all members in good standing of the Club.

### Section 3. Election to Membership

- a. Each applicant for membership shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by these Bylaws and the rules of the AKC. The application shall state the name, address and occupation 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.
- b. Applicants for membership may be elected to membership by secret **written or electronic ballot** in a closed session at any meeting of the Board of Directors ~~or by secret vote of the Board of Directors by mail~~. Affirmative votes of 2/3 the entire Board of Directors shall be required to elect an applicant. The Secretary shall by written notice notify each applicant of the outcome of the Board of Directors vote within 15 days.
- c. An applicant for membership who has received a negative vote by the Board of Directors may be presented to the membership of the Club by one of the applicant's endorsers at the next annual meeting of the Club and the membership may elect such applicant by a favorable secret written vote of 2/3 of the members present and voting. An applicant who has received a negative vote by

Added modern forms of voting.

Clarification recommended by California nonprofit attorney. Board voting by mail not allowed under California law.

the membership may not reapply for membership for a period of not less than twelve months from the date of the negative vote. The Secretary shall by written notice notify each applicant of the outcome of the membership vote within 15 days. Upon denial of any application the submitted dues shall be refunded with the written notice.

#### Section 4. Termination Of Membership.

A membership may be terminated:

- a. BY DEATH OR RESIGNATION. The death of any member terminates the membership. Any member in good standing may resign from the Club upon written notice to the Secretary, ~~but,~~ but no resignation shall be accepted from any member who is in debt to the Club. Dues obligations are considered a debt to the Club and they become incurred the first day of September of each fiscal year.
- b. BY LAPSING. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid by the first day of November. In no case may a person whose dues are unpaid as of the date of any meeting be entitled to vote at that Club meeting, nor may he or she receive any Club information. However, the Board of Directors may grant an additional 60 days of grace in meritorious cases.
- c. BY EXPULSION. A membership may be terminated by expulsion as provided in Article VI of these Bylaws. At termination of membership the person must return all Club property. All persons wishing to rejoin the Club may reapply for membership as a new member as provided in Article II of these Bylaws.

Removes misplaced comma.

### ARTICLE III MEETINGS

#### Section 1. Annual Meeting of the Club.

The annual meeting of the Club shall be held ~~on or after August 15 but not later than November 15 between the fifteenth day of September and the fifteenth day of October~~ in conjunction with the Club's Annual Specialty Show if possible, at a place, date and hour designated by the Board of Directors. ~~In an emergency, the Board of Directors may direct that the annual meeting be held virtually (on a telephonic or electronic platform) consistent with the laws of the state of California.~~ Written notice of the meeting shall be ~~sent mailed~~ by the Secretary ~~in any manner allowed by the laws of the state of California~~ to each member in good standing at least 30 days, but no sooner than ninety (90) days, prior to the date of the meeting. The quorum for the annual meeting of the Club shall be 10% of the ~~voting~~ members in good standing. A notice about the general nature of a matter must be given in order for that matter to be voted upon at the annual meeting. No vote can be taken on a matter for which there was no notice.

Increase date range for when meeting can be held. Recommended by AKC. Necessitated by limits on dates when show sites are available. Allows needed flexibility in scheduling.

Gives latitude in emergencies including those we have recently faced (wildfires, pandemic).

Word "sent" substituted for "mailed" throughout the Bylaws

Clarification that quorum must consist of voting members suggested by California nonprofit attorney.

Clarified by nonprofit attorney that Board voting by mail not allowed in California.

Word "sent" substituted for "mailed" throughout the Bylaws.

#### Section 2. Special Club Meetings.

Special Club Meetings may be called by the President, a majority of the members of the Board of Directors who are present at a meeting of the Board of Directors ~~or who vote by mail~~, or by a written petition signed by 5% of the members of the Club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be ~~sent mailed~~ by the Secretary at least 15 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business shall be transacted. The quorum for such special meeting shall be 10% of the members in good standing.

#### Section 3. Board of Directors Meetings.

The first and only regular meeting of the Board of Directors shall be held within 24 hours following the election at the annual meeting of the Club. Special meetings of the Board of Directors shall be held at such times, places and dates as designated by the President or a majority of the Board of Directors. Special meetings of the Board of Directors shall be held upon 15 days' notice by first class mail or five days' notice given personally or by verifiable telephonic communication, including a voice messaging

system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown upon the records of the Club or as may have been given to the Club by that Director for purpose of notice.

Section 4. Quorum for Board of Directors Meetings.

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section 5. Conduct of Business.

~~The Board may conduct business by telephone conference or video conference or by any other methods in accordance with State Law – such as electronic, virtual, teleconference or such other permissible methods as may be developed.~~

~~The Board of Directors may conduct its business by mail, facsimile, electronic mail or telephone conference call through the Secretary. Items voted upon by mail shall not be considered final until 30 days after the ballot has been mailed by the Secretary. Items voted upon by telephone conference call shall be confirmed in writing within seven days.~~

Recommended by AKC. Updated to reflect modern forms of meeting. Also, Board voting by mail is not allowed per California law.

Confirmation within seven days is not required by California state law. Nonprofit attorney recommends this requirement be removed.

## ARTICLE IV DIRECTORS, OFFICERS AND COMMITTEES

Section 1. Number of Directors.

The Club shall have from eleven to sixteen Directors. All Directors must be residents of the United States and must have been members in good standing for a minimum of one full fiscal year. The Directors shall include, but need not be limited to the President, Vice President, Secretary, Treasurer, Immediate Past President, if one exists, AKC Delegate, and Regional Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2. AKC Delegate.

The AKC Delegate shall be the liaison between the Club and the AKC. The AKC Delegate should attend quarterly meetings of the AKC.

Section 3. Regional Directors.

The boundaries of America shall be divided by the Board of Directors, every three to five years, into a number of certain geographical regions not to exceed the number of Officer and Directors elected on a national basis and these divisions shall be of equal size, as possible, determined by the number of members in good standing. Each region shall be entrusted to the leadership of one Regional Director who shall reside in that region and be elected by the regular membership of the Club.

- a. The Regional Directors shall be responsible for overseeing the shows, encouraging matches, and promoting the Club and the breed whenever possible within their regions.
- b. The Regional Directors shall promote intraregional competition and cooperation.
- c. The Regional Directors shall act as liaison between the Club and their regions, keeping these members informed of all Club or AKC activities or both, and disseminate directives, and regulations as are prescribed by the Board of Directors in addition to those specified in these Bylaws.

d. The Regional Directors shall keep a roll of members within their region and may request an assistant or assistants to be approved by the Board of Directors.

#### Section 4. Powers.

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members of this Club, the activities and affairs of the Club shall be ~~conducted~~<sup>conducted,</sup> and all Club powers shall be exercised by or under the direction of the Board of Directors.

Grammatical fix, added comma.

#### Section 5. Duties.

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the Club.
- c. Supervise all agents and employees of the Club to assure that their duties are performed properly.
- d. Meet, at their own expense, at such times and places as required by these Bylaws.
- e. Register their addresses <sup>and email addresses with</sup> the Secretary of the Club and notices of meetings ~~sent~~<sup>sent</sup> mailed or telegraphed to them at such addresses shall be valid notices thereof.

Modernize language to include email addresses.

#### Section 6. Terms of Office

Each Director, with the exception of the Immediate Past President, AKC Delegate, and Regional Directors shall hold office until the next annual meeting of the Club for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. The AKC Delegate shall be elected for a term of two Club years and shall serve until his or his successor is elected and qualifies. The Regional Directors shall be elected for staggered terms of two Club years and shall serve until his or her successor is elected and qualifies. There shall be no term limits except for the Immediate Past President who shall serve for only one year following his or her Presidency. Each retiring Director shall turn over to his or her successor all properties and records relating to that position at the annual meeting of the Club.

#### Section 7. Number of Officers.

The Officers of the Club shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer ("the Officers"). As provided in Section 8, these officers shall be elected by the members. In addition, the Board of Directors The Club may appoint also have, as determined by the Board of Directors, Assistant Secretaries, Assistant Treasurers, or other assistant Officers ("Assistant Officers") as it determines are in the best interests of the Club.

Clarification suggested by nonprofit attorney in connection with Section 8 below.

#### Section 8. Qualification, Election, and Term of Office.

Any member, who is a resident of the United States and has been a member in good standing for a minimum of one full fiscal year, may serve as an Officer of the Club. ~~No member in good standing may hold more than one office.~~ Officers shall be elected by the members in accordance with Article V of these Bylaws, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No member may hold more than one Officer position. Board members and Officers may simultaneously serve as an Assistant Officer if appointed by the Board to do so.

Clarifies current intent on Officers and Assistant Officers. Recommendation by nonprofit attorney.

#### Section 9. Duties of President.

The President shall be the Chief Executive Officer of the Club and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Club and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation,

or by these Bylaws, he or she shall, in the name of the Club, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### Section 10. Duties of Vice President.

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors. The Vice President shall coordinate the various standing and/or special Committees.

#### Section 11. Duties of Secretary

The Secretary shall certify and keep at the principal office of the Club the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the Club or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors and of members, and, if applicable, meetings of Committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the Club and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Club under its seal is authorized by law or these Bylaws. Keep at the principal office of the Club a membership book containing the name and address of each member in good standing, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership terminated. Exhibit at all reasonable times to any Club Director, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Club. Communicate to the members minutes of meetings and voting results within thirty days of the vote or meeting adjournment. Request an assistant or assistants to be approved by the Board of Directors. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 12. Duties of Treasurer.

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club, and deposit all such funds in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the Club from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Club as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the Club's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any Director of the Club, or to his or her agent or attorney, on request therefore. Render to the President and Directors, at every meeting and whenever requested, an account of any or all of his or her transactions as Treasurer and the financial condition of the Club. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. Be bonded in the state of residency in such amount as the Board of Directors shall determine. Request an assistant or assistants to be approved by the Board of Directors. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 13. Executive Committee.

The Board of Directors by a majority vote, may designate two or more of its members in good standing (who may also be serving as Officers or Directors of the Club) to constitute an Executive Committee and

delegate to such Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Club, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- b. The filling of vacancies on the Board of Directors or on any Committee which has the authority of the Board of Directors.
- c. The fixing of compensation of Board Members and committee members.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- f. The appointment of Committees of the Board of Directors or the members thereof.
- g. The expenditure of Club funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- h. The approval of any transaction to which the Club is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 of the California Nonprofit Public Benefit Corporation Law.
- i. By a majority vote of its Directors currently in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two, the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the Club's records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

#### Section 14. Other Committees.

The Club shall have such other Committees as may from time to time be designated by resolution of the Board of Directors to advance the work of the Club in such matters as show, herding tests and trials, performance events, obedience trials or other companion events, trophies, annual prizes, audit, nominating, international, local club, membership, Bylaws, publicity, budget and finance, standards and education, rescue, grievance, history, genetics, stud book recording, and newsletter editing. Such other Committees shall consist of members in good standing. They may but need not be members of the Board of Directors. These additional committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as "advisory" committees. Any Committee appointment may be terminated by a majority vote of the Board of Directors. Any appointee whose services are terminated shall receive written notice of termination. The Board of Directors may appoint successors to those persons whose services have been terminated.

Adds other current and future companion events to list.

## ARTICLE V THE CLUB YEAR, VOTING, ELECTIONS, NOMINATIONS AND BALLOTS

#### Section 1. The Club Year.

The Club's year shall begin immediately at the conclusion of the election at the annual meeting of the Club and shall continue through the election at the next annual meeting of the Club. The Club's fiscal year shall begin on the first day of September and end on the last day of August.

#### Section 2. Voting.

At the annual membership meeting or at a special membership meeting, voting shall be limited to those members in good standing who are present at the meeting, except for the election of Officers, Directors, AKC Delegate, Regional Directors, National Specialty Judges, amendments to the Bylaws, and standard for the breed, which shall be decided by a secret written ballot conducted in any manner allowed by State Law including written ballot cast by mail or secure electronic voting system by an independent firm in accordance with State Law and AKC policy. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions through referenda for decision of the members by

Allows modern forms of voting if in compliance with AKC guidelines.

secret written ballot cast by mail or secure electronic voting system in accordance with the AKC procedure on Electronic Balloting for AKC Parent Clubs. All referenda contained in any Club ballot shall have a place for a YES or NO vote. All referenda on which a quorum of the members vote, and which receive with a favorable vote of more than 50% of all eligible votes ~~cast~~received shall be enacted except where the ballot is clearly marked as "advisory only."

Clarification suggested by nonprofit attorney that there must be a quorum of members voting for item to pass.

#### Section 3. Annual Election.

~~The President with the approval of the~~ Board of Directors shall select a three member special Committee comprised of the Secretary plus two alternates to receive and count the ballots for the annual election as provided in Section 4 of this Article. The name of this Committee shall be known as "The Ballot Counting Committee." Regional proximity of the members of this Committee is to be considered and these Committee members shall be members in good standing who are neither members of the current Board of Directors, with the exception of the Secretary, nor candidates on the ballot. In order for the ballots to be valid they must be distributed to and received by the Secretary or an independent professional firm designated by the Board of Directors on or before 30 days prior to the annual meeting of the Club. The nominee receiving the largest number of votes for each position shall be declared elected. If any nominee at the time of the meeting is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided for in these Bylaws.

Recommendation by nonprofit attorney. This action must be by the Board, not just the President.

#### Section 4. Nomination and Ballots.

A candidate in a Club election shall be a resident of the United States, a member in good standing for at least one full fiscal year and nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors at the annual meeting of the Club, and this Committee shall consist of three members from different areas of the United States and two alternates, all members in good standing, not more than one of whom shall be a member of the current Board of Directors. The Board of Directors shall name a chairperson for the Committee. The Nominating Committee may conduct its business by mail, conference telephone, electronic video screen communications, or other communications equipment.

a. The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and procure the acceptance in writing of each nominee so chosen. The Committee shall consider geographical representation of the membership on the Board of Directors to the extent that it is practical to do so. The Committee shall then submit its slate of candidates with the accompanying written acceptances to the Secretary who shall ~~send~~mail the list, including the full name of each candidate and the name of the State in which he or she resides, to each member in good standing of the Club on or before the first day of April so that additional nominations may be made by the members if they so desire. No two members being related or living in the same household may be permitted to serve on the Nominating Committee at the same time.

b. Additional Nominations of members in good standing may be made by written petition signed by five members in good standing, to the Secretary and received at his or her regular address on or before the first day of May. A written acceptance from each additional nominee signifying his or her acceptance to be a candidate is required and shall be sent to the Secretary along with the petition. Additional nominations which are provided for herein may be made only from among those who have not accepted a nomination by the Nominating Committee. If the Secretary is an opposed candidate and the Board does not use an independent professional firm designated by the Board, the Board shall delegate another Officer, Regional Director, or other member of the Board, who is not a candidate in the election, to send the final slate to the membership and receive ballots for tabulation applicable to subsections 3d and 3e.

Addition recommended by AKC to ensure impartiality where Secretary is up for election and someone is running against them.

c. If no valid additional nominations are received by the Secretary (or an independent professional firm designated by the board) shall on or before the first day of May, the Nominating Committee slate shall be declared ~~elected~~declared, and no balloting shall be required.

Option recommended by AKC in case outside firm is used. Applicable in several places in Bylaws.

d. If one or more valid additional nominations are received on or before the first day of May, the



Secretary ~~(or an independent professional firm designated by the board)~~ shall on or before the fifteenth day of May, ~~send mail~~ to each regular member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the State in which they reside. ~~These ballots may be sent in accordance with AKC's procedures on Electronic Balloting for AKC Parent Clubs, including secrecy, or mailed,~~ together with a blank envelope and a return envelope addressed to the Secretary ~~(or an independent professional firm designated by the board) which shall~~ marked "BALLOT" and bearing the name of the member in good standing to whom it was sent. So that the ballots may remain secret, each voter, after marking his or her ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Secretary.

Permits electronic as well as traditional balloting as an option.

e. Nominations shall not be made in any manner other than provided above.

f. Upon receipt of the sealed mailings with sealed ballots enclosed, the Secretary ~~(or designated professional firm)~~ shall account for and deposit all such mailings, unopened, in a safe place until the meeting of the Ballot Counting Committee to count the ballots. The Ballot Counting Committee shall meet at a time and place ~~at least~~ 30 days prior to the annual meeting of the Club as designated by the chairperson and a notice to that effect shall be ~~published in the Club's official Newsletter edition preceding the ballot counting meeting sent to all members.~~ The meeting for counting of these ballots is to be open to the inspection of all interested Club members. On or about 30 days prior to the meeting, the unopened mailings received by the Secretary ~~(or an independent professional firm designated by the board)~~ shall be presented to the Ballot Counting Committee who shall check return addresses of the voting members for eligibility of the voters after which the mailings shall be ~~opened~~ opened, and the unopened unmarked ballot envelopes shall be deposited in a secret ballot box. After the mailings have been certified for eligibility and the ballot envelopes have been deposited in the ballot box, the ballots shall be counted by the Ballot Counting Committee.

Clarifies the intent to be "at least" 30 days prior to the annual meeting rather than exactly 30 days prior.

Delete archaic references to Newsletter. Instead, send results directly to members.

Grammatical fix, added comma.

g. The Ballot Counting Committee shall send to ~~all members~~ the Editor of the Newsletter, by the ~~next feasible mailing;~~ the results of the election and a list of eligible members who have voted. ~~This list shall be published in the issue of the Club's official newsletter preceding the annual meeting of the Club.~~

Delete archaic references to Newsletter. Instead, send results directly to members.

## ARTICLE VI DISCIPLINE

### Section 1. AKC Suspension.

Any member who is suspended from any privileges of the American Kennel Club automatically shall; - be suspended from the privileges of – this club for a like period.

### Section 2. Charges.

Any member in good standing may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications shall be filed in duplicate with the Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board of Directors or the Grievance Committee following a hearing. The Secretary shall promptly send a copy of the charges to each Director or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board of Directors considers that the charges do not allege conduct that would be prejudicial to the best interest of the Club or the breed it may refuse to entertain jurisdiction of the charges. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of hearing by the Board of Directors or a Grievance Committee of not less than three members of the Board of Directors, not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified return receipt requested mail together with a notice of the hearing and an assurance that the accused may personally or by written waiver of personal appearance, appear telephonically or electronically in his or her own defense and bring or present witnesses if he or she wishes. The accused member shall have at least 15 days advance notice of the hearing.

Added to include modern forms of interaction.

### Section 3. Board of Directors/Grievance Committee Hearing.

The Board of Directors or Grievance 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 the complainant and accused, the Board of Directors or Grievance Committee may, by a majority vote of the entire Board of Directors or Grievance Committee, suspend the accused from all privileges of the Club for not more than six months from the date of the hearing or until the next annual meeting of the Club, whichever is greater. And, if it deems that punishment is insufficient, it may also recommend to the membership that the punishment be expulsion. In such case, the suspension shall not restrict the accused person's or Club's right to appear before his or her fellow members at the ensuing annual meeting of the Club where the recommendations of the Board of Directors or Grievance Committee shall be considered. Immediately after the Board of Directors or Grievance Committee has reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

### Section 4. Expulsion.

Expulsion of a member of the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board of Directors or Grievance Committee as provided in Section 3 of this Article. The accused shall have the privilege of appearing personally or by written waiver of personal appearance, appearing telephonically, on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and the recommendations and shall invite the accused, if present, to speak on his or her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those members in good standing present and voting at the annual meeting of the Club shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII  
AMENDMENTS OF BYLAWS  
OR THE STANDARD FOR THE BREED

Section 1. Amendments.

Subject to any provision of law applicable to the amendment of Bylaws of California Public Benefit Nonprofit Corporations, the Bylaws, the standard for the breed or any of them, may be altered, amended, or repealed and a new Bylaws or standard for the breed adopted as follows:

- a. ~~Amendments may be proposed~~ in writing, to the Secretary, ~~proposed~~ by any Director, or by ~~written petition addressed to the Secretary signed by~~ 20% of the membership in good standing. Such proposed amendment shall be promptly considered by the Board of Directors who shall prepare written recommendations. The Board of Directors shall select a date for a membership vote within three months of the date that the proposed amendment was received by the Secretary.
- b. The Secretary shall ~~send mail~~ to each member in good standing ~~as of the date of the distribution~~, a copy of the proposed amendment, the Board of Directors recommendations, and a ballot on which that member may indicate his choice FOR or AGAINST the amendment. ~~The proposed amendments may be mailed or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs. Dual-envelope and balloting procedures described in Article V. Section 4(d) shall be followed in handling of ballots, to assure secrecy of vote.~~ The ballot shall specify a date of not less than 30 days after the date of ~~distribution mailing~~ by which the ballot must be returned to the Secretary to be counted. The favorable vote of 2/3 of the members in good standing, who ~~return valid ballots within the stated time limit~~ ~~vote~~, shall be required to effect any such amendment.

Language clarifications suggested by AKC.

Clarification recommended by AKC.

Addition suggested by AKC to allow electronic balloting in the future.

Language suggested by AKC to ensure secrecy in mail in votes.

Clarification recommended by AKC.

Section 2. AKC Approval.

No amendment to the Bylaws or to the standard for the breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the AKC.

ARTICLE VIII  
DISSOLUTION

Section 1. Dissolution.

The Club may be dissolved at any time by the written vote of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for the purpose of reorganization, 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. Club Meetings.

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
- Committee Reports
- Report of the Regional Directors
- Report of the Committee Coordinator (Vice President)
- Election of Officers and Board of Directors (at annual meeting of the Club)

Selection of the annual meeting of the Club date, time and place  
Election of New Members  
Unfinished Business  
New Business  
Adjournment

Section 2. Board of Directors' Meetings.

At meetings of the Board of Directors, order of business, unless otherwise directed by a majority vote of the Board of Directors, shall be as follows:

Roll Call  
Minutes of the Last Board of Directors Meeting  
Report of the President  
Report of the Secretary  
Report of the Treasurer  
Report of the Committee Coordinator (Vice President)  
Election of New Members (and new active and/or associate member Clubs)  
Unfinished Business  
New Business  
Adjournment

## ARTICLE X PARLIAMENTARY AUTHORITY

Section 1. Authority.

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.

## ARTICLE XI GENERALIZED PROVISIONS

Section 1. Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Club of which such person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 2. Compensation.

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the Club in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of these Bylaws.

Section 3. Restriction Regarding Interested Directors.

Notwithstanding any other provision of these Bylaws, not more than 49% of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, "interested persons" means either:

- a. Any person currently being compensated by the Club for services rendered it within the previous twelve months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, or any family member as defined in Article II Section 1 b., of any such person.

Section 4. Board of Director Vacancies.

Vacancies on the Board of Directors shall exist (1) on the death, ~~resignation~~ resignation, or removal of any

Grammatical fix, comma added.

Director, and (2) whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted in a court of law of an animal cruelty related felony, or been found by a final order or judgment of any court to have breached any duty under Section 5221 and following of the California Nonprofit Public Benefit Corporation Law. If the Club has less than fifty members, Directors may be removed without cause by a majority of all members, or, if the Club has fifty or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Club would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held specifically for the purpose of filling the vacancy, or (3) a sole remaining Director. A vacancy in the office of the Immediate Past President shall not be filled and shall remain vacant until such time as a new Immediate Past President is available. A vacancy in the office of the President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled according to this Section. Vacancies created by the removal of a Director may be filled only by the approval of the members. The members of this Club may elect a Director at any time to fill any vacancy not filled by the Board of Directors. A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the vacated Board of Directors position or until his or her death, ~~resignation~~resignation, or removal from office.

Grammatical fix, comma added

#### Section 5. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

#### Section 6. Indemnification of Directors, Officers, Employees and Other Agents.

To the extent that a person who is, or was, a Director, Officer, employee or other agent of the Club has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Club, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the Club but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### Section 7. Insurance for Club Agents.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Club (including a Director, Officer, employee or other agent of the Club) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Club would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### Section 8. Subordinate Officers.

The Board of Directors may appoint such other Officers or agents as it may deem desirable and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### Section 9. Removal and Resignation.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Club. Any such resignation shall take effect at the date of receipt of such notice or at any

later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Club. If the Club has less than fifty members, Officers may be removed without cause by a majority of all members, or, if the Club has fifty or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

#### Section 10. Officer Vacancies.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held specifically for the purpose of filling the vacancy, or (3) a sole remaining Director. A vacancy in the office of the President shall be filled automatically by the Vice President and the resulting vacancy in the office of the Vice President shall be filled according to this Section. Vacancies created by the removal of an Officer may be filled only by the approval of the members. The members of this Club may elect an Officer at any time to fill any vacancy not filled by the Directors. A person elected to fill a vacancy as provided by this Section shall hold office for the term of the vacated office until the next annual election of the Officers and Directors or until his or her death, resignation or removal from office. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine. The President may not simultaneously serve as Secretary or Treasurer.

#### Section 11. Compensation.

The compensation of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the Club, provided, however, that such compensation paid a Director for serving as an Officer of the Club shall only be allowed if permitted under the provisions of these Bylaws. In all cases, any compensation received by Officers of the Club shall be reasonable and given in return for services actually rendered for the Club which relate to the performance of the objectives of the Club. Reasonable expenses shall be reimbursed upon submission of receipts and Board of Directors approval is not required.

#### Section 12. Execution of Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Club to enter into any contract or 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 13. Checks And Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be signed by the Treasurer and countersigned by the President of the Club.

#### Section 14. Deposits.

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 15. Gifts.

The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the purposes of the Club.

REVISSED: ~~SEPTEMBER 2009~~INSERT DATE

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Australian Cattle Dog Club of America, Inc., do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the Date to be inserted by the Board of Directors of said corporation and by the members at a special mail vote. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this ~~25th day of February, 2010~~ (insert new date when finalized).

Diane Wein, Secretary ~~Pam Mansfield~~