

## Explanation of Suggested Changes to the Bylaws and Process for Approval

### Suggested Changes:

The Board has reviewed the Bylaws and has approved a number of changes for the membership to vote on. These changes fall into several areas as described below. In the attached document, each change is highlighted and explained.

- Spelling/grammatical/typos – these changes correct misspellings, grammar mistakes, and typos. The changes do not change the meaning of the specific section of the Bylaws.
- Consistency in using officers' titles and referring to the Board of Directors and its members.
- Changes to bring the current Bylaw's language closer to the language of ASCA's wording for Affiliate Clubs' Bylaws.
- Changes approved by the ASCNE Board.
- Changes to add wording for "electronic" means for meetings, votes (as appropriate), etc.
- Change to eliminate the current reference to Junior's membership dues as being one-half of regular membership dues and changing it to "less than half" of regular membership. The Board is in favor of reducing juniors' dues and this wording will allow that as well as protect the level of juniors' dues if regular dues go up in the future.

### Approval Process:

ASCNE members will be provided an opportunity to vote (by mail ballot) on these changes, after ASCA has approved the suggested changes. This is outlined in the ASCNE Bylaws 13.3.

These proposed changes will be posted on the ASCNE website for club members' review. Following this comment period, the Board will discuss any comments that have come in and vote on any changes. Then, per ASCA rules, the suggested changes will be sent to ASCA for approval. If ASCA does not approve of any of the suggested changes, we will need to make changes to the final version that will be voted on by ASCNE members. Mail ballots will then be sent to ASCNE members. Ballots will be due no more than 3 weeks from the mailing of the ballots.

### Deadline:

Please send any comments, etc. to Anne Hubbard ([familydogtrainingri@gmail.com](mailto:familydogtrainingri@gmail.com)) by July 30, 2018.

## ASCNE Suggested By-Laws Changes – DRAFT, June 30, 2018

### NOTE: According to ASCNE's By-Laws

“**Section 13.3.** Proposed Amendments to these Bylaws must be approved by ASCA before a final club vote on these amendments is initiated.”

## Article 1

### Section 1.1 Identification

No Changes

**Section 1.2. Address.** The business address of the Club may be changed at any time by a vote of the Board of Directors.

**Section 1.2. Address.** The business address of the Club may be changed at any time by a vote of the Board of Directors. The business address of the Club will be that of the current Affiliate Representative.

This is the wording in the ASCA Affiliate By-Laws document

### Section 1.3. Non-Profit Status

No changes

### Section 1.4. ASCA Trademarks and the like

No changes

### Section 1.5. Objectives

#### 1.5.1

No changes

#### 1.5.2

No changes

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

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

This is the wording in the ASCA Affiliate By-Laws document

#### 1.5.4.

No changes

## Article II

**Robert's Rules of Order** shall govern any matter of procedure not specifically addressed by these Bylaws, unless another order of procedure is established by the Board of Directors.

### **NEW Communication with Club Members**

The Board of Directors shall approve the means of communication with club members. These may include club newsletter, phone, fax, postal mail, email, or other electronic means. In these

Bylaws, all approved means of communication are implied by the term “mail” or “communication with club members.”

**NEW Board of Director Meetings**

Meetings of the Board of Directors may be held in person or by electronic means approved by the Board.

Added by the ASCNE Board to recognize use of current and future electronic communications methods

Article III

**Section 3.1. Eligibility**

**3.1.1- 3.1.3**

No changes

**NEW 3.1.4.** Any member who is disciplined by ASCA is deemed disciplined to the same extent by the Club.

Added -- This is the wording in the ASCA Affiliate By-Laws document

**Section 3.2 Types of Membership**

**3.2.1 – 3.2.2**

No changes

**3.2.3 Junior Non-voting Membership** - which shall be open to anyone under age 18 and not living with a Club member. Dues shall be 1/2 of individual membership dues. No sponsors required.

**3.2.3 Junior Non-voting Membership** - which shall be open to anyone under age 18 and not living with a Club member. Dues shall be less than ½ of individual membership dues. No sponsors required.

Change suggested by ASCNE Board of Directors. The Board’s intent is to decrease Juniors’ membership dues. This language change also protects the level of juniors’ dues into the future.

**3.2.4. – 3.2.6**

No changes

**Section 3.3 Election to Membership Procedures**

**3.3.1 – 3.3.3**

No changes

**3.3.4.** A listing of membership shall then be mailed to all current members in good standing of ASCNE, for review and comment. This may be accomplished by publication of the nominees listing in the next current issue of the club newsletter, or by separate cover, at the discretion of the executive board.

**3.3.4.** A listing of membership shall then be distributed to all current members in good standing of ASCNE, for review and comment. This may be accomplished by publication of the nominees’

listing in the next current issue of the club newsletter, by separate cover, or by other means at the discretion of the Board of Directors.

Changed to use the title of “Board of Directors” consistently throughout the ByLaws.

**3.3.5.** Not less than 30 days following the listing of the membership nominee, the executive board shall vote approved or disapproved upon the application of the nominee. Upon an approval vote by a majority of the executive board, the nominee shall be elected to ASCNE membership.

**3.3.5.** Not less than 30 days following the listing of the membership nominee, the Board of Directors shall vote approved or disapproved upon the application of the nominee. Upon an approval vote by a majority of the Board of Directors, the nominee shall be elected to ASCNE membership.

Changed to use the title of “Board of Directors” consistently throughout the ByLaws.

### **Section 3.4 Dues**

No changes

### **Section 3.5 Termination of Membership**

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

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Typo

### **3.5.2 – 3.5.4**

No changes

**NEW 3.5.4.1 Member who was suspended or expelled:** A member who was suspended/expelled may reapply for membership to the club as outlined in Section 3.1 and 3.3 above. The former member submitting this application must be in good standing with ASCA.

Added by the Board to clarify reinstatement process for previously suspended/expelled ASCNE members.

### **Section 3.6 Good Standing**

#### **3.6.1.**

No changes

### **Section 4.1 Fiscal Year**

No changes

### **Section 4.2 Membership Meetings**

#### **4.2.1**

No changes

**4.2.2.** The Board shall meet not less than six times yearly to conduct business of the Club. Special meetings of the Board may be called by the President at any time, with 15 days notice to the members of the Board.

**4.2.2.** The Board shall meet not less than four times yearly to conduct business of the Club. Special meetings of the Board may be called by the President at any time, with 15 days notice to the members of the Board.

Change suggested by ASCNE Board of Directors. In between meetings, the Board is in frequent communication via email, etc.

A. A quorum shall consist of 4 Directors. The presence of a quorum is necessary for all voting. Unless otherwise specified in these Bylaws, any matter may be passed by the Board of Directors by a simple majority of those Directors present to vote.

A. A quorum for Board of Directors meetings shall consist of at least 4 members of the Board. The presence of a quorum is necessary for all voting. Unless otherwise specified in these Bylaws, any matter may be passed by the Board of Directors by a simple majority of those Directors present to vote. In the case of a tie vote, the President may vote to break the tie.

Added after discussion by ASCNE Board of Directors to address a tie vote and lack of action on the matter.

B. No changes

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

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Added by Board of Directors to recognize electronic communications.

**Section 4.3** No changes

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

A. In cases of voting by balloting of the membership, a majority of 51% of the total eligible Club membership shall be required to carry a decision. If fewer than 51% of eligible voters approve, the motion fails.

Changes suggested as a result of discussion by the Board of Directors, recognizing, among other things, that a matter not voted upon by at least 51% of the general membership, could ultimately be decided by a handful of members who attend a general membership meeting. The Board decided that a matter meriting a full membership vote should not be decided by other than the full membership.

**B.**

No changes

## **Article V**

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

### **Section 5 The Board**

#### **Section 5.1.**

No changes

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

**Section 5.2.** The new Board shall assume office on January 1. In the case of disputed elections, the former Board will serve until the dispute is resolved. The new Board shall assume office immediately after a disputed election is resolved.

Change suggested by the Board of Directors. New board members are elected by mail ballot in November-December. January 1 is a logical starting date for the new board as well as the beginning of the Club's fiscal year.

#### **Section 5.3**

No changes

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

**NEW 5.4.1** Any three members, not of the same household, or the President, may petition the Secretary in writing to hold a balloting of the membership to rescind any Board decision alleged not to be in the best interest of the Club. The Secretary shall notify the membership for a decision on the issue, and a general membership meeting shall be called not less than 30 days following the mailing of the ballots to decide upon the issue.

New sections suggested by ASCA Affiliate By-Laws document. This may be a bit confusing, so here is the clarification from the ASCA Executive Secretary about this wording..." This is a result of very imprecise language in the bylaws. Notice has to be given by mail, so including a ballot shouldn't add cost. But the ballots can only be cast at the meeting and only by those members present. You can't bring someone else's ballot."

**Section 5.4.** Votes of the Board of Directors may be taken by any of the following methods: telephone, e-mail, U.S. mail, fax, or in person.

**RENUMBER Section 5.5.** Votes of the Board of Directors may be taken by any of the following methods: telephone, U.S. mail, fax, ~~or~~ in person, email (or other electronic means).

Old **Section 5.4.** Renumbered. Additional wording to add electronic communication.

## Article VI

**The officers of the Club shall consist of the President, Vice President, Secretary, Treasurer and Affiliate Representative.** All officers must be members in good standing of ASCA. Persons who are currently suspended or expelled from ASCA may not run for office in this Club until they are reinstated in ASCA.

**The officers of the Club shall consist of the President, Vice President, Secretary, Treasurer and Affiliate Representative.** All officers must be members in good standing with ASCA and ASCNE. Persons who are currently suspended or expelled from ASCA may not run for office in this Club until they are reinstated in ASCA.

Grammar change and addition of good standing in ASCNE

Section 6.1 – 6.3

No changes

**Section 6.4. Treasurer:** who shall be entrusted with all financial records and monies of the Club, shall collect dues and pay debts of the Club, and keep accurate records of all transactions under his/her supervision. Expenditures of amounts in excess of \$99.00 must be approved by two members of the Board. All funds shall be deposited in a bank designated by the Board, and he/she may be bonded, at the discretion of the Board, for an amount not to exceed the balance of funds in the Club treasury. His/her books shall be open to inspection of the Board at all times, and he/she shall report the status of the Club's finances at each general membership meeting. At the closing of the fiscal year, shall render a written report of the previous years accounts to the general membership at its next meeting (or annual meeting).

The Treasurer has the duty of a fiduciary to the Club.

**Section 6.4. Treasurer:** who shall be entrusted with all financial records and monies of the Club, shall collect dues and pay debts of the Club, and keep accurate records of all transactions under his/her supervision. All funds shall be deposited in a bank designated by the Board, and he/she may be bonded, at the discretion of the Board, for an amount not to exceed the balance of funds in the Club treasury. His/her books shall be open to inspection of the Board at all times, and he/she shall report the status of the Club's finances at each general membership meeting. At the closing of the fiscal year, he/she shall render a written report of the previous years accounts to the general membership at its next meeting (or annual meeting). The Treasurer has the duty of a fiduciary to the Club.

Expenditures of amounts in excess of \$99.00 must be approved by two members of the Board. For amounts in excess of \$99.00 owed as part of an event's approved budgeted expenses, the expenditure must be approved by the Event Chair (or in the case of multi-venue events, the overall event coordinator) and one Board member.

Reorganized to maintain clarity and addition of wording to keep coordinator of multi-venue events (such as Colors of Summer and Harvest Moon Mania) “in the loop” and as one of the people approving large expenditures for that event.

**Section 6.5. Affiliate Representative:** who shall be the Club liaison representative to the Australian Shepherd Club of America, Inc., and be empowered to represent the Club at its Board in all business and correspondence with the parent Club and it's affiliates. However, all activities of the affiliate representative shall be subject to prior approval of the President and/or Board. He/she shall give report of all activities of and communications with the parent Club at each general membership meeting; and he/she shall communicate all impending matters with the Board and/or the President as they arise. The Affiliate Representative is responsible for distributing all ASCA business to the Club.

**Section 6.5. Affiliate Representative:** who shall be the Club liaison representative to the Australian Shepherd Club of America, Inc., and be empowered to represent the Club and its Board in all business and correspondence with the parent Club and it's affiliates. However, all activities of the Affiliate Representative shall be subject to prior approval of the President and/or Board. He/she shall give report of all activities of and communications with the parent Club at each general membership meeting; and he/she shall communicate all impending matters with the Board and/or the President as they arise. The Affiliate Representative is responsible for distributing all ASCA business to the Club.

Grammar and capitalization changes

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

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

Spelling change.

Section 6.7

No change

**Section 6.8. Removal of a Director.** A Director may be removed from office only upon an affirmative vote of 3 of the other Directors or upon two-thirds majority vote of the general members. The Director sought to be removed may not vote for this purpose. A director may be removed from office only for cause.

**Section 6.8 Removal of a member of the Board of Directors** A member of the Board of Directors may be removed from office only upon an affirmative vote of 3 of the other members



of the Board or upon two-thirds majority vote of the general members. The Board member sought to be removed may not vote for this purpose. A member of the Board of Directors may be removed from office only for cause.

Consistency of wording relating to the Board of Directors.

## Article VII

**7.1.1. Show Coordinators:** The show coordinators are the liaison between the Club and the ASCA show office. Show coordinators sign and are responsible for all paperwork pertaining to sanctioning of all ASCA show/trial **programs.**

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Typing correction – bold letters.

### 7.1.2. A – D

No changes

E. Producing mailing labels for newsletters, flyers and other club mailings.

E. Producing mailing labels for newsletters, flyers and other club mailings.

Typing change – bold letters.

F, G

No changes

## Article VIII Liability of Members

### Section 8.1. Personal Liability

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

8.1.1 “Except for payment of dues, no member of the Board of Directors, Officer, or member shall be personally liable for any past or present debt or obligations of the Club.”

Consistency of wording relating to the Board of Directors.

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

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

Consistency of wording relating to the Board of Directors.

**8.1.3.**

No changes

## Article IX Annual Meeting

**Section 9.1.** The annual meeting may be called by the President and Board (as concurrent as possible with the election of new officers in election years). Normal conduct of this meeting shall include a report of the President on the activities of the Club's past year, a report by the Secretary on the growth of the Club, a report of the Club's financial status by the Treasurer, a report by the affiliate representative on ASCA affairs, a report by outstanding committee heads as directed by the President, installation of new Club officers, and the presentation of Club awards.

**Section 9.1.** The annual meeting may be called by the President and Board (as concurrent as possible with the election of new officers in election years). Normal conduct of this meeting shall include a report of the President on the activities of the Club's past year, a report by the Secretary on the growth of the Club, a report of the Club's financial status by the Treasurer, a report by the Affiliate Representative on ASCA affairs, a report by outstanding committee heads as directed by the President, installation of new Club officers, and the presentation of Club awards.

Capitalization of a title.

## Article X Nominations and Elections

**10.1 A, B**

No changes

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

**C.** No member who has been suspended or expelled from ASCA or ASCNE (and not reinstated) may be a nominee.

Nominee (if previously expelled by ASCNE) must be reinstated before being eligible to run for the ASCNE Board of Directors.

**Section 10.2** At the beginning of November a general membership meeting shall be called to present the officer/Board nominee slate, as selected by the nominating committee, to the membership; or notice thereof shall be presented to the membership by mail. Additional nominations shall be solicited from the membership from the floor, or by mail, at this time. All additional nominees must consent to nomination on or before the 15th day of November to qualify for such nomination.

**Section 10.2** At the beginning of November a general membership meeting shall be called to present the officer/Board nominee slate, as selected by the nominating committee, to the membership; or notice thereof shall be presented to the membership by mail or email. Additional nominations shall be solicited from the membership from the floor, or by mail only, at this time. All additional nominees must consent to nomination on or before the 15th day of November to qualify for such nomination.

Added an electronic means of communication – email for notifying membership of slate.  
Retained postal mail only, for adding nominations from the meeting floor.

**Section 10.3.** Elections shall be held during the months of November/December and shall be conducted by mail. Voting ballots shall be sent to all voting members on or before the 20th day of November and voting will cease on the 15th day of December. Election of the nominees shall be effected by a majority vote of the ballots received by the close of voting date, as single exception to Article III, Section 3 of these by-laws. Elected candidates shall assume the duties of office on or before the 1st day of January. Write-in candidates shall not be allowed in balloting. The agenda may also include other issues that the Board wishes to submit to a vote of the members. (See Articles IV Section 4.3 and XIII Section 13.2)

**Section 10.3.** Elections shall be held during the months of November/December and shall be conducted by US Postal mail. Voting ballots shall be sent to all voting members on or before the 20th day of November and voting will cease on the 15th day of December. Election of the nominees shall be effected by a majority vote of the ballots received by the close of voting date, as single exception to Article III, Section 3 of these by-laws. Elected candidates shall assume the duties of office on the 1st day of January. Write-in candidates shall not be allowed in balloting. The agenda may also include other issues that the Board wishes to submit to a vote of the members. (See Articles IV Section 4.3 and XIII Section 13.2)

Clarify that ballots must be “snail” mailed, not emailed. Also, changes date of new Board to January 1 (as suggested in Section 5.2)

**Section 10.4**

No changes

## **Article XI** Contracts, Checks, Deposits and Funds

**Section 11.1.** All financial accounts shall be in the name and to the credit of the Australian Shepherd Club of New England, Inc. The accounts shall be maintained in a federally insured financial institution located in the county where the Club conducts all or a majority of its business.

**Section 11.1.** All financial accounts shall be in the name and to the credit of the Australian Shepherd Club of New England, Inc. The accounts shall be maintained in a federally insured financial institution approved by the Board of Directors.

Word change is consistent with the Club’s past practice. There is no one county where the Club conducts its business.

**Section 11.2 – 11.4**

No changes

## Article XII and Article XII

No changes

## Article XIV Disputes and Discipline

### Section 14.1 – 14.2

No changes

**Section 14.3.** Members of the Club and non-member participants in Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the Club. Forms for application for membership and for participation in Club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's Bylaws, the ASCA Show, Obedience and Stockdog Rules and Regulations, Registry Rules and ASCA's Dispute Rules.

**Section 14.3.** Members of the Club and non-member participants in Club activities must agree to abide by all rules and procedures adopted by ASCA and those adopted by the Club. Forms for application for membership and for participation in Club activities shall so state. Such rules and procedures include, but are not limited to, these Bylaws, ASCA's Bylaws, and all ASCA rules and regulations.

Changes reflect ASCA Affiliate By-Laws document.

**Section 14.4.** All members shall be expected to conduct themselves in a manner that shall uphold the principles of the Club as stated in the constitution, and may, by actions contrary to its ideas, be subject to disciplinary action of the Board.

**Section 14.4.** All members shall be expected to conduct themselves in a manner that shall uphold the principles of the Club as stated in the Articles of Incorporation, constitution, and may, by actions contrary to its ideas, be subject to disciplinary action of the Board.

Changes reflect ASCA Affiliate By-Laws document.

## Article XV Dissolution

**Section 15** The Club may be dissolved at any time by written consent of at least three-fourths of the members in good standing.

**Section 15.1.** In the event of dissolution, whether by voluntary means, involuntary means, or by operation of law, none of the property, funds, assets or proceeds thereof shall be distributed to any member of the Club unless such distribution is to discharge an undisputed and properly documented obligation of the Club to the member. All remaining Club property, funds, assets, or proceeds thereof must be donated to a benevolent animal organization or as a donation for the ASCA National Specialty or the Aussie Rescue fund as directed by the Board of Directors.

**Section 15.1.** In the event of dissolution, whether by voluntary means, involuntary means, or by operation of law, none of the property, funds, assets or proceeds thereof shall be distributed to any member of the Club unless such distribution is to discharge an undisputed and properly documented obligation of the Club to the member. All remaining Club property, funds, assets, or

proceeds thereof must be donated to a benevolent animal organization or as a donation for the ASCA National Specialty or the Aussie Rescue fund as directed by the ASCNE Board of Directors.

Clarify that the ASCNE Board of Directors is the board to direct the donation of remaining Club assets.

**Section 15.2.** Funds that are subject to dispute involving the Club will be deposited in the ASCA Dispute Funds Trust. At resolution of the dispute, the amount in dispute will be either disbursed to the appropriate claimant or transferred to the Aussie Rescue fund or the ASCA National Specialty fund in the name of the dissolving Club.

**Section 15.2.** Funds that are subject to dispute involving the Club will be deposited in the ASCA Dispute Funds Trust. At resolution of the dispute, the amount in dispute will be either disbursed to the appropriate claimant or transferred to the Aussie Rescue fund or the ASCA National Specialty fund in the name of the dissolving Club.

Fix line spacing

**Section 15.3.** Written notification of the dissolution must be given to ASCA before the effective date.

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Fix line spacing.

No further changes to ByLaws

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**ASCA REQUIRED ADDENDUM**

**TO AFFILIATE CLUB BYLAWS AUSTRALIAN SHEPHERD CLUB – No changes**