

# **Constitution and By-Laws of the Florida Australian Shepherd Association**

## **Article I - Names and Objectives**

Section 1: The name of this association shall be: Florida Australian Shepherd Association, Inc.; hereafter referred to as "FASA"

Section 2: The objectives of FASA shall be:

- a. To promote the pure-bred Australian Shepherd, to urge members, breeders, and judges to accept the standard of the breed as approved by the Australian Shepherd Club of America, hereafter referred to as "ASCA", as the only standard of excellence by which the Australian Shepherd shall be judged; and to do all possible to bring their natural qualities to perfection.
- b. To promote and conduct breed activities, to conduct sanctioned dog shows, obedience trials, rally trials, working trials, and tracking tests under the rules of ASCA and to encourage sportsmanlike conduct at all activities.
- c. To collect and distribute such information that may benefit the development of the breed.
- d. To be an affiliate of ASCA.

Section 3: FASA shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to FASA shall inure to the benefit of any member or individual.

Section 4: The members of FASA shall adopt and revise such By-Laws as may be required to carry out these objectives. Refer to Article VII.

Due to the rapid change in technology the Board has permission to conduct business as it deems fit.

Section 5: The term for which FASA is to exist is perpetual until dissolved by the membership.

## **Article II - Membership**

Section 1: Eligibility: Open to all persons in good standing with FASA and ASCA, and of good moral character, whose membership is not discontinued with these By-Laws. While the Membership is to be unrestricted as to residence, the association's primary purpose is to be representative of breeders and exhibitors residing in Florida, having a sincere interest in the Australian Shepherd breed, and who subscribe to the purpose of FASA.

- a. Individual: Open to all persons eighteen (18) years of age or older. He/she shall be entitled to vote at the annual meeting, general meetings, and at any special meetings held during the year.
- b. Dual: Open to all households consisting of at least one member, but no more than two members, eighteen (18) years of age or older. The members of the household shall be entitled to vote at the annual meeting, general meetings, and at any special meetings held during the year.

- c. Junior: Open to all persons eight (8) years of age to and including seventeen (17) years of age. Junior members may not hold a position on the Board of Directors or vote.
- d. Honorary: By appointment only. Nominations for Honorary

**Section 2:** Dues:

All dues are payable on or before the first day of January of each year. Voting privileges will be withheld from any member whose dues are not paid for the current year. Dues shall be set by the Board of Directors and will be subject to change upon notification of the membership by electronic means.

**Section 3:** Termination of Membership:

- a. Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid as of the first day of February of that year. In no case, after the first day of January of each year may a person be entitled to vote at any meeting whose dues are unpaid as of the date of that meeting. Membership shall be reinstated upon payment of dues.
- b. Expulsion: A membership may be terminated by expulsion as provided in Article VI of these by-laws.
- c. Members that have been terminated by resignation or expulsion may not reapply for membership within six (6) months of the termination. See Article II, Section 3.

**Article III: Meetings and Voting**

**Section 1:** Annual Meeting

- a. The annual meeting shall be held in conjunction with the last sanctioned show of the year. The Board of Directors has the option to choose the show/trial at which to hold board or officer elections each year. The terms of the board members and officers would not be changed including the even year/odd year schedule. At the annual meeting held during an even numbered year, elections shall be held for the offices of President, Vice-President, Secretary, Treasurer, and Affiliate Representative. In odd numbered years, elections shall be held from among those nominated in accordance with Article V, Section 2 of these By-Laws. Those elected shall take office at the beginning of the fiscal year.
- b. All records pertaining to FASA must be relinquished by outgoing officers to incoming officers at the close of the meeting, or by January 1 in the case of those records necessary for year-end closing.
- c. Notice of the annual meeting shall be supplied by electronic means at least ten (10) days prior to the date of the meeting.
- d. The quorum for the annual meeting shall be a majority of all Florida resident voting members present that are in good standing.

- e. The annual meeting shall be held at such date, hour, and place as designated by the Board of Directors.

Section 2: General Meetings:

- a. The general meetings shall be held on a semi-annual basis during each calendar year.
- b. Electronic notice of the general meeting shall be supplied at least (10) days prior to the date of the meeting. The quorum for the general meeting shall be a majority of all Florida resident voting members present that are in good standing.
- c. The general meetings may be held at a weekend show or at such date, hour, and place as designed by the President or the Board of Directors.

Section 3: Special Meetings:

- a. Special meetings may be called by the President, by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or by the Secretary upon receipt of a petition signed by five (5) Florida resident voting members in good standing.
- b. Electronic notice of the special meeting shall be supplied at least ten (10) days prior to the date of the meeting. The quorum for a special meeting shall be a majority of all Florida resident voting members in good standing and in attendance.
- c. The special meeting shall be held at such date, hour, and place as designated by the President.

Section 4: Board Meetings:

- a. Meeting of the Board of Directors shall be held at least three (3) times during each calendar year. The first meeting to be held in January. The Board of Directors is allowed to conduct business including making, seconding, and voting on motions via electronic means. The Secretary will keep a record of the motions and voting. The results will be posted on the website ([www.fasaaussie.com](http://www.fasaaussie.com)) for members to review. Electronic notice shall be sent to each of the Board members at least ten (10) days prior to the date of the meeting.
- b. Board meetings may be held by conference call or other electronic means due to distance between directors, date and hour as designated by the President.
- c. Any member in good standing who wishes to attend a regular Board meeting may do so. The member may not vote on any issue before the Board, nor may they address any issue before the Board unless requested by the Board.

Section 5: Special Board Meetings:

- a. Special meetings of the Board of Directors may be called or at the request of the President or any three (3) Directors.
- b. Electronic notice of the special Board meeting shall be sent at least ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business may be transacted. The exception shall be if a majority of the Board is

- present at a FASA function and the need for a discussion of FASA business arises.
- c. The quorum for a special Board meeting shall be a majority of the Board of Directors.
  - d. The special Board meeting shall be held by electronic means or conference call on such date and hour as designated by the President or the Board of Directors.

Section 6: Voting:

- a. Each individual membership in good standing, whose dues are paid for the current year, shall be entitled to one vote at the annual meeting, general meeting and any special meetings at which he/she is present. Each dual membership in good standing, whose dues are paid for the current year, shall be entitled to two (2) votes at the annual meeting, at the general meetings and any special meeting at which they are present.

**Article IV: Directors and Officers**

Section 1: Board of Directors:

The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer, ASCA Affiliate Representative, and five (5) Directors. General management of FASA's affairs shall be entrusted to the Board of Directors. No more than one (2) members per household shall be members of the Board of Directors with the exception of when one holds the office of Treasurer, then only that member in that household shall be a member of the Board of Directors.

Section 2: Officers: FASA's officers, consisting of the President, Vice-President, Secretary, Treasurer and ASCA Affiliate Representative, shall serve in their respective capabilities with regard to FASA, its general meetings and its Board meetings.

- a. President
  - 1. The President shall preside at all meetings of FASA and of the Board of Directors.
  - 2. He/she shall present at the annual meeting a report of the condition of FASA's business.
  - 3. He/she shall call special meetings of the Association and its Board in accordance with these By-Laws.
  - 4. He/she shall enforce these By-Laws and perform all the duties incident to the position and office and which are required by law.
- b. Vice-President
  - 1. During the absence and inability of the President to render and perform his/her duties and exercise his/her power as set forth in these By-Laws, the same shall be performed and exercised by the Vice-President; and when so acting, he/she shall have all the powers and be subject to all responsibilities hereby given to or imposed upon such President.
- c. Secretary
  - 1. The Secretary shall keep a record of all meetings of FASA and of the Board of Directors and of all matters which a record shall be ordered by

- FASA.
2. He/she shall attend to all correspondence and perform all duties incident to the office of Secretary.
  3. During the absence of the President and the Vice-President, he/she shall call the meeting to order and preside until the election of a chairperson pro tem, which shall take place immediately.
- d. Treasurer
1. The Treasurer shall collect and receive all monies due or belonging to FASA.
  2. He/she shall deposit the monies in a bank designated by the Board, in FASA's name.
  3. His/her books shall be open at all times to inspection by the Board.
  4. He/she shall report to the Board, at every meeting, the condition of FASA's finances and, if requested, every item of receipt or payment not before reported.
  5. He/she shall give a statement of accounts to be published by electronic means on the website ([www.fasaaussie.com](http://www.fasaaussie.com)) at the end of the year. The Treasurer will be allowed to pay all normal operating expenses for FASA without prior approval of the Board. This does not include expenses for shows, clinics or other club functions, however if there is a Board approved budget the expenses can be paid.
- e. ASCA Affiliate Representative
1. The Affiliate Representative shall report all important information that is received from ASCA and advise ASCA of all notable endeavors taking place in FASA.
  2. The Affiliate Representative shall deposit the monies in a bank designated by the Board, in FASA's name for dues collected for memberships.
  3. He/she shall keep the membership informed on all pertinent changes regarding ASCA.
  4. He/she shall renew the Affiliate Representative membership with ASCA annually. This shall be accompanied by a current membership list and a list of the current officers and directors.
- f. Officers and Directors
1. Each officer shall serve a two (2) year term with no limitations on the number of successive terms in office.
  2. The offices of the Secretary and Treasurer may be held by the same person.

Section 3: Directors:

- a. The Directors shall serve in their respective capacities with regard to FASA, its general, special and Board meetings. Each Director shall serve a two (2) year term with no limitation on the number of successive terms in office.

Section 4: Removal of Directors:

- a. Any one or more of the Directors may be removed by a majority vote of the members of the Board at any Special meeting.
- b. Any Director who does not attend two (2) successive meetings duly and regularly called as provided for in these By-Laws without good cause shown prior to the meeting, shall be subject to removal. The remaining members of the Board shall determine whether good cause exists.
- c. The vacant position shall be filled as provided in Section 5 of this Article.

Section 5: Vacancies:

Any vacancies occurring of Officers or Directors during the year shall be filled until the next election by a majority vote of the members of the Board present at its first regular or special Board meeting following the occurrence of the vacancy, except a vacancy in the Office of President shall be filled automatically by the Vice-President, resulting in a vacancy in the office of Vice-President.

**Article V: Year and Elections**

Section 1: Year:

- a. The fiscal year shall begin on the first day of January and end on the thirty-first day of December.
- b. The official year shall coincide with the fiscal year.
- c. All records pertaining to FASA shall be turned over to the newly elected officers at the close of the annual meeting. See Article III, Section 1b.
- d. Failure to relinquish FASA records as allowed for in these By-Laws will result in automatic termination of membership in FASA.

Section 2: Nominations:

- a. No person may be a candidate in the election who has not been nominated and a current member of FASA and ASCA, in good standing.
- b. Nominations may be made by any member in attendance providing that the person so nominated accepts when his/her name is proposed. If the proposed candidate is not in attendance at the meeting, his/her proposer shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate.

Section 3: Elections:

- a. The nominated candidates receiving the greatest number of votes for each office, or each director position, shall be declared elected.
- b. Voting will be by secret, written ballot of those Florida resident voting members present.

**Article VI: Discipline**

Section 1: Australian Shepherd Club of America. Any member who is suspended or expelled

from the privileges of the Australian Shepherd Club of America shall be automatically suspended or expelled from the privileges of FASA for a like period.

Section 2: Charges:

Any member may prefer charges against a member for alleged FASA By-laws, ASCA By-Laws, Code of Ethics, ASCA Rules and Regulations of written policy violations or misconduct prejudicial to the best interests of FASA or of the breed. Written charges with specifications must be filed in duplicate with the Secretary, with a deposit of ten (10) Dollars which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing.

- a. The Secretary shall promptly send a copy of the charges to each member of the Board by electronic means or present them at a board meeting.
- b. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute violation of ASCA or FASA regulations, policies of conduct prejudicial to the best interests of FASA or the breed.
- c. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing before the Board not less than twenty-one (21) days nor more than eighty-four (84) days thereafter. The Secretary shall promptly send one (1) copy of the charges 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. Both the member(s) preferring charges and the defendant shall furnish a copy of all evidence and/or statements to each Board member at least five (5) days prior to the hearing date. Evidence not furnished accordingly shall not be considered.

Section 3: Board Hearing:

- a. The Board shall have the complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard.
- b. The hearing will be conducted by a majority of the Board.

Section 4: Probation:

- a. Should the charges be sustained, after hearing all evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote on those present, place the member on probation. The Board shall have the authority to set the terms and limitations of the probation.
- b. If the Board deems the punishment insufficient, it may suspend the member as outlined in Section 5.

Section 5: Suspension:

- a. Should the charges be sustained, after hearing all evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote on those present, suspend the defendant from all privileges of FASA for not more than six (6) months from the date of the hearing.
- b. If the Board deems the punishment insufficient, it may also recommend to the

- membership that the penalty be expulsion.
- c. Immediately after the Board has reached a decision, its findings, including an explicit list of the rules or policies violated, shall be put in written form and filed with the Secretary. The Secretary shall notify each of the parties of the Board's decision and penalty if any.
  - d. The Board shall have the authority to set the limits of the suspension. A letter fully explaining the limits set will be sent to the parties involved by the Secretary. This shall be done in conjunction with the notification of the Board's findings.

Section 6: Expulsion:

Expulsion of a member from FASA may be accomplished only at a special meeting following the Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a special meeting of FASA to be held within ninety (90) days, but not earlier than thirty (30) days after defendant shall have the privilege of appearing in his/her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's recommendations, and shall invite the defendant, if present, to speak on his/her behalf if he/she wishes. The membership shall vote by secret written ballot on the proposed expulsion. A two thirds (2/3) 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.

Section 7: Combined Disciplines:

Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant; the Board of Directors may, by a majority vote of those present, levy a combination of Section 4 and 5 of this Article. Notification of the punishment so levied by the Board shall be put in written form and filed, with the Secretary. The Secretary shall notify each of the parties of the Board's decision.

**Article VII: Amendments**

Section 1: Amendments:

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by petition addressed to the Secretary. Amendments proposed by such petition shall be considered by the Board and must be submitted to the members, with recommendations of the Board, by the Secretary for a vote at a special meeting or general membership meeting.

Section 2: Voting on Amendments:

The Constitution and By-Laws may be amended by a two-thirds (2/3) vote of the members present and voting at the meeting, provided the proposed amendments have been electronically sent to each member at least ten (10) days prior to the date of the meeting.

**Article VIII: Dissolution**

Section 1: Dissolution:

FASA may be dissolved at any time by a written consent of not less than two-thirds (2/3) of

the members and in accordance with the laws governing the incorporation of FASA.

Section 2: Funds:

In the event of dissolution of FASA, whether voluntary or involuntary, or by operation of law, none of the property of FASA nor any proceeds thereof nor any assets of FASA shall be distributed to any members of FASA, but after payment of FASA debts, its property and assets shall be given to a charitable organization selected by the Board of Directors, preferably for the benefit of dogs.

**Article IX: Rules of Order**

Section 1: All meetings shall be governed by Roberts Rules of Order revised when not in conflict with those By-Laws.

**Article X: Order of Business**

Section 1: FASA Meetings

At meetings of FASA, the order of business, as far as the character and nature of the meetings may permit shall be as follows:

Roll Call

- Minutes of the last meeting
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Report of the Affiliate Representative
- Report of the Committees
- Election of Officers and Directors (Annual Meeting)
- Unfinished Business
- New Business
- Adjournment

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