



WASHINGTON ASSOCIATION OF STOCKDOG HANDLERS

## **By-laws of the Washington Association of Stockdog Handlers**

**Accepted by vote of the membership on June 11, 2016**

### Article I NAME:

A. The Name for this association will be Washington Association of Stockdog Handlers, (WASH).

B. Wherever in the By-laws or other documents of the corporation the term, "Association", is used such term shall be construed to refer to the corporation, and wherever the term "Executive Committee" is used, such term shall be the equivalent of the elected Officers and Board of Directors (BOD).

C. The principle place of business shall reside with the Treasurer but members or officers may be residents of any state, territory or country, and business may be carried on at any place convenient to such members or officials as may be participating.

### Article II ASSOCIATION OBJECTIVES:

A. The mission of the Washington Association of Stockdog Handlers is to encourage good stockmanship and positive sportsmanship while fostering the spirit of camaraderie and good will through training clinics, ISDS style or field trial competitions, clinics, and other events. The association seeks to provide mentorship and educational opportunities that encourage conscientious handling of stockdogs which limits stress on both livestock and dogs.

B. This association seeks to promote herding excellence in Washington State by supporting:

1. Competitive (USBCHA/ISDS format) trials within the state.
2. Instructional clinics.
3. Club sponsored events.
4. Mentoring of members.
5. Membership recognition through an annual awards program.
6. Communication forums.

#### Article III MEMBERSHIP AND MEETINGS:

A. Eligibility: There shall be two types of individual memberships: Annual and Lifetime. Membership is open to all persons who own a working dog or dogs and/or subscribe to the purposes of the club. Membership is unrestricted as to residence.

B. Dues: Membership dues will be reviewed annually by the BOD and included as an agenda item for the General Membership Meeting. The primary purpose of this review will be to ensure membership dues are set at a rate that will ensure coverage of the Association's required financial obligations (e.g., insurance and registration with the Washington Secretary of State), for the upcoming membership year. Any change to membership dues must be approved by two-thirds (2/3) vote of members in good standing that elect to cast a vote. All fees will be paid in United States currency. An Annual Membership shall be active from August 1st of any given year through July 31st of the following year. This twelve (12) month period shall be referred to as the "Membership Year".

C. Termination of Membership: A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid as of August 1st of the current Membership Year.

D. Annual General Membership Meeting: The Association will conduct a General Membership Meeting at least once a year. New Officers and Directors will be announced at the end of the voting period.

E. Board Meetings: The BOD shall meet a minimum of two times per Membership Year, with a goal of meeting once per Membership Year quarter. Meetings may be conducted in person or electronically. The Board will determine the place and time of such meetings.

F. The Secretary will notify the membership at large of the date, time and place of any BOD meeting. For in person meetings, notifications shall occur 10 days prior to the meeting. All regularly scheduled in-person BOD meetings are open to the general membership.

G. The quorum for BOD meetings shall be a majority of the BOD.

H. Order of Business: At BOD meetings, the order of business, so far as the character and nature of the meeting may permit, shall be in accordance with accepted parliamentary procedure and shall be as follows:

1. Call to order
2. Roll call
3. Minutes of the last meeting
4. Report of President
5. Report of Secretary
6. Report of Treasurer
7. Report of committees
8. Announcement of Officers and Board ( General Membership Meeting )
9. Unfinished business
10. New business
11. Adjournment Article

#### Article IV NOMINATION OF OFFICERS AND DIRECTORS:

A. An individual must be a member in good standing for twelve (12) months prior to nomination for office.

B. The Secretary will call for nominations during the first week of May. Concurrently, the Webmaster will open a section of the Association web page to receive nominations.

C. All nominations will be presented to the Secretary. The Secretary will confirm that nominees are willing and eligible to serve and provide a list of such nominees to the Webmaster to be posted as they are received.

D. Nominations will close on May 31st.

#### Article V ELECTION OF OFFICERS AND DIRECTORS:

A. Officers of the Association shall be President, Vice President, Secretary and Treasurer. All Officers will serve terms of two years. No Officer terms are connected to previously served offices; that is, there is no requirement for an Officer to serve in another capacity after the term of the Office has ended. Additionally, the Association shall have four (4) Directors who will serve two (2) year terms. Officers and Directors will be elected in the Membership Year in which the term is expiring. However, when possible, two (2) Directors will be elected each Membership Year, and the Secretary will be elected in odd years and the Treasurer will be elected in even years. This scheme will provide continuity to the BOD.

B. Each member in good standing shall have one (1) vote.

C. The Secretary will develop a ballot listing all nominees and the office for which they are nominated. This ballot and voting instructions will be provided electronically or by USPS to each member in good standing.

D. Ballots will list only those positions for which at least two nominees (three nominees for the two Directorships) have been submitted and accepted. If these minimum requirements are not met, or no nomination has been received for a position, the Board of Directors may, by majority vote, appoint such members as are willing and eligible to serve.

E. Election of Officers and Directors may be accomplished electronically, via U.S. Postal Service or at a meeting of the general membership. The Board of Directors will determine which method will best serve the needs of the Association.

F. Regardless of the method selected, the Board of Directors is responsible for establishing an election procedure that:

1. Ensures each member in good standing has the opportunity to vote.
2. Provides an adequate amount of time for casting votes.
3. Safeguards and ensures confidentiality of all ballots until they are counted and recorded.

G. Specific procedures are contained in Policy Letter (PL), "Election of Association Officers and Directors".

H. Election results will be announced to the Membership within thirty days after the close of voting.

## Article VI DUTIES OF OFFICERS AND DIRECTORS:

### A. President:

1. The President shall preside at all meetings of the Association and he BOD, and shall oversee all functions of the Association.

2. The Association is an incorporated entity and requires a Registered Agent to operate in the state of Washington. The President will serve in this capacity or appoint a member at large or a Director. PL titled "Duties of WASH Registered Agent" lists specific requirements of this position.

3. The President will appoint members at large, or Directors, to positions and committee chairs necessary for the efficient operation of this Association, and to comply with its By-laws. As a minimum, the President will appoint the following:

- a. Webmaster. (See PL "Duties of WASH Webmaster")
- b. Statistician (See PL "Duties of WASH Statistician")

### B. Vice President:

The Vice President shall have the duties and exercise the powers of the President in case of the President's absence or incapacity. The Vice President is an ex officio member of all committees.

### C. Secretary:

1. The Secretary shall keep a record of all meetings of the Association, the Board, and other matters as required.

2. As necessary, the Secretary will coordinate with the Webmaster in making sure the information is accurate and correct before posting on the web site and/or sending notifications to the membership.

3. The Secretary is responsible for administrative matters related to:

- a. Elections and/or voting on issues within WASH.
- b. Notifying the general membership of vacancies, and their specifics.
- c. Notifying the general membership of time periods for nominations to elected positions and time periods for voting.
- d. Coordination of the balloting process
- e. Maintaining the membership list

Please refer to the PL "Duties of WASH Secretary" for additional details.

### D. Treasurer:

The treasurer shall collect and receive all monies due or belonging to the Association. The Treasurer shall deposit the same in a bank designated by

the BOD in the name of the Association. The Treasurer's books shall at all times be open to inspection by the BOD. All books and records of the Association may also be inspected by any member in good standing for any proper purpose at any reasonable time. The Treasurer shall report at every BOD meeting, the Association finances and every item of receipt or payment not before reported. The Treasurer shall report and keep track of budget expenses as requested.

E. Director:

Each Director is responsible for collaborative management of Association affairs and business in a manner that will promote the objectives of the Association and maximize benefits to the general membership. Specific duties and responsibilities may be assigned as necessary. The board may appoint standing committees as necessary to advance the work of the Association.

F. Each member of the Executive Committee now or hereafter serving the Association and each person who at the request of or on the behalf of the Secretary is now servicing or hereafter serves as an Executive Committee member or officer of any other corporation, whether for profit or not for profit, and his or her respective heirs, executors, and personal representatives, shall be indemnified by the Association against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Executive Committee member or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under the Bylaw agreement, vote of the Executive Committee members or members, or otherwise. Appropriate insurance will be kept in effect at all times and paid for by the Association.

Article VII AMENDMENTS:

A. Amendments to the Articles of Incorporation and Bylaws may be proposed by the Board of Directors or by written petition by twenty (20) percent of the membership in good standing.

B. The Bylaws can be amended at any time by a favorable vote of not less than two thirds (2/3) of the members in good standing who are present at a

regular or special meeting called for the purpose. If the vote is done electronically at least two-thirds (2/3) of those members voting must vote in favor of the amendment for it to be enacted. Electronic voting will provide for adequate voting time periods, as specified in "PL Electronic Voting Procedures".

C. Any proposed amendment shall be published on the Website at least twenty-one (21) days prior to the date of any meeting or beginning date for the voting period if no meeting is scheduled.

#### Article VIII DISSOLUTION:

A. The Association may be dissolved at any time by written consent of not less than two thirds (2/3) of the membership in good standing casting a vote.

B. In the event of the dissolution of the Association, whether voluntary or involuntary or by operations of the law, no property of the Association, nor any proceeds thereof, nor any assets of the Association shall be distributed to any member (s) of the Association.

C. After payment of all debts of the Association, its property and assets shall be given to a charitable organization for the benefit of the dogs to be selected by not less than (2/3) of the membership in good standing casting a vote.

#### Article IX POLICY LETTERS (PL) :

A. Policy Letters (PL) provide specific procedures for complying with the general responsibilities contained in the Association Bylaws. They are flexible documents allowing procedural changes, when necessary to serve the best interests of the Association, without amending the Association By-laws.

B. All PL must be approved or changed by a two-thirds (2/3) majority of the Board of Directors.

C. The Secretary will maintain a complete file of all PL and provide a copy of each to the Webmaster for posting on the Association web site.

Article X Disciplinary Procedures: USBCHA Rules Section 3 (Protest Process) and Section 4 (Discipline) are incorporated by reference.