

# TSSC of NC Constitution and By-Laws

Adopted: 9/6/89

Revised: 3/5/93  
11/28/05  
1/26/15

## Constitution

### Article I: Name and Objectives

Section 1: Name. The name of the club shall be The Triangle Shetland Sheepdog Club of North Carolina.

Section 2: Objectives. The objectives of the club shall be:

- a. to encourage and promote the quality breeding of pure-bred Shetland Sheepdogs and to do all possible to bring their natural qualities to perfection.
- b. to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Shetland Sheepdogs shall be judged.
- c. to do all in its power to protect and advance the interests of the breed by encouraging sportsman-like competition at dog shows and performance events.
- d. to conduct sanctioned and licensed specialty shows and performance events under the rules and regulations of The American Kennel Club.

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

Section 4: Bylaw Revision. The members of the Club shall adopt and may from time to time revise such by-laws as may be required to carryout these objectives.



## By-Laws

### Article I: Membership

Section 1: Eligibility. There shall be two types of membership (Associate and Regular) open to all persons 18 years and older who are in good standing with The American Kennel Club and who subscribe to the purposes of this club. The club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

- a. Associate Membership
  1. Eligibility—applicant shall be 18 years of age or older
  2. Rights and responsibilities  
An Associate Member may enjoy all privileges afforded to a Regular Member except for voting or holding an elected office. The Associate Member is expected to fulfill all responsibilities of a Regular Member.
  3. Associate Members in good standing may apply for Regular Membership after a period of one year.
  
- b. Regular Membership
  1. Eligibility—applicant shall be an Associate member in good standing for a minimum of one year.
  2. Rights and responsibilities  
A Regular Member in good standing has the right to vote and hold office and enjoy all privileges of the Club.  
A Regular Member is responsible for attending at least one regular meeting during the calendar year, providing two services to the club each calendar year, remaining current on payment of dues, subscribing to the purposes and code of ethics of the club and being actively involved in the breeding, training or showing of Shetland Sheepdogs.

Section 2: Election to Membership.

- a. Process for Associate Membership:  
Each applicant for Associate Membership shall apply on a form approved by the Board of Directors. The application shall be accompanied by dues for the current year. Members joining after June 1<sup>st</sup> shall pay half the annual dues. All applications are to be filed with the Secretary who will present the application to the membership during a regular meeting at which the applicant is in attendance. The application will be voted on at the next regular meeting at which the applicant is in attendance. The Secretary may hold the application for up to 3 regular meetings. If the applicant does not attend at least one meeting during the time period when 3 regular meetings are held, the application and dues will be returned to the applicant. An affirmative vote by secret ballot of 2/3 of all Regular Members present and voting at that meeting shall be required to approve the applicant for membership. Applicants who have been denied membership by the Club may not re-apply for at least six months after the denial.
  
- b. Process for Regular Membership:  
An Associate Member in good standing for a period of one year may submit an application for Regular Membership on a form approved by the Board of Directors. All applications are to be filed with the Secretary

who will present the application to the membership during a regular meeting at which the applicant is in attendance. The application will be voted on at that meeting. An affirmative vote by secret ballot of 2/3 of all Regular Members present and voting at that meeting shall be required to approve the applicant for membership. Applicants who have been denied membership by the Club may not re-apply for at least six months after the denial.

Section 3: Dues. Dues for membership shall be set by the Board but shall not exceed \$50 per annum. Dues shall be paid by December 31. If dues are not received by March 1, membership will be considered to have lapsed. Member can apply to Board for reinstatement.

Section 4: Termination of Membership. Memberships may be terminated:

- a. by resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club which is incurred on the first day of each fiscal year.
- b. by lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid by March 1.
- c. by expulsion. A membership may be terminated by expulsion as provided in Article VII, Discipline, of these By-Laws.
- d. Upon termination of membership, a member shall forfeit all dues for the unexpired part of the current calendar year.

Section 6: Charter Memberships. Members who joined before January 1, 1986, shall be considered Charter Members. The requirement to be actively involved in Shetland Sheepdogs is waived for Charter Members.

## Article II: Meetings and Voting

Section 1: Club Meetings. The meetings of the Club shall be held not fewer than six (6) times per year in the greater Raleigh/Durham Area. Written notice of each such meeting shall be mailed or emailed to the membership at least 10 days prior to the date of such meeting. The quorum for such meetings shall be 20% of Regular Members in good standing.

Section 2: Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon request of a petition signed by five members of the Club who are in good standing. Such special meetings shall be held in the greater Raleigh/Durham area, the date

and hour of these being designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed or e-mailed at least 5 days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The quorum for such a meeting shall be 20% of Regular Members in good standing.

Section 3: Board Meetings. Meetings of the Board of Directors shall be held at least six times per year in the greater Raleigh/Durham area or via teleconference call or via video conference. The quorum for such a meeting shall be a majority of the Board. Written notice of such a meeting shall be mailed or e-mailed at least 5 days prior to the date of the meeting.

Section 4: Special Board Meetings. Special meetings of the Board may be called by the President or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the greater Raleigh/Durham area, the date and hour of these being designated by the person authorized herein to call such a meeting. Written notice of such a meeting shall be mailed or e-mailed by at least 5 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5: Voting. Regular Members in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which they are present. Proxy voting will not be permitted at any Club meeting or election. At the time of elections of officers, votes shall be counted by at least two members of the Nominating Committee. In the absence of two members of the Committee, Regular Member(s) shall be appointed, before voting begins, to substitute for the missing Committee Members.

### Article III: Directors and Officers

Section 1: Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and three Members at large, all of whom will be elected for a one-year term of office. All officers and Board members shall be Regular Members in good standing, shall be elected at the Club's Annual Meeting as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 2: Officers. The Club's officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their capacities both with regard to the Club and its meetings and the Board and its meetings.

- a. President. The President shall preside at all meetings of the Club and Board, and shall have duties and power pertinent to the office of President in addition to those particularly specified by these By-Laws. The President shall appoint all committees and shall be an ex-officio member of all committees, except the Nominating Committee.

b. Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.

c. Secretary. The Secretary shall keep a record of all meetings of the Club and Board and all matters of which a record shall be ordered by the Club. He/she shall notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the Club, and handle correspondence.

d. Treasurer. The Treasurer shall collect and receive all monies due or belonging to the Club and deposit the same in a bank designated by the Board, in the name of the Club. His/her books shall at all times be open to the inspection of the Board, and he/she shall report to the membership at every meeting the condition of the Club's finances and every item of receipt or payment not previously reported. At the annual meeting he/she shall render an account of all monies received and expended during the previous year. The books shall be audited annually in June of each year by a person(s) appointed by the Board.

Section 3: Vacancies. Any vacancies occurring on the Board or among the officers during the year shall be filled until the next annual election by a majority vote of all the members of the Board at its first regular meeting following the creation of such a vacancy, or at a Special Board Meeting called for that purpose; except that 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 by a Regular Member in good standing appointed by the Board.

#### Article IV: The Club Year, Annual Meeting

Section 1: Club Year. The Club's fiscal and official years shall begin on the 1st day of January and end on the 31st day of December.

Section 2: Annual Meeting. The Annual Meeting shall be held in the month of November, at which time Officers and Directors for the ensuing year shall be elected by secret ballot from among those nominated. Those elected shall take office on the following January 1. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office no later than the time of office succession.

#### Article V: Nominations and Elections

Section 1: Nominations. No person may be a candidate in a Club election unless they are a Regular Member in good standing. During the month of August, the Board shall appoint a Nominating Committee consisting of three regular members in good standing, not more than one of whom may be a member of the Board. Either the Secretary or Nominating Committee Chairperson shall notify the committee

members of their selection and call a committee meeting which shall be held on or before September 1st.

- a. The Committee shall nominate one candidate for each office, one candidate for the other elected position on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Board in writing.
- b. Upon receipt of the Nominating Committee's report the Secretary before September 15 shall notify the membership in writing of the candidates so nominated.
- c. Additional nominations may be made at the October meeting by any member in attendance provided that the person so nominated does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the nominator shall present to the Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination from the Nominating Committee.

Section 2: Elections. Elections shall be held at the Annual Meeting in November. The nominated candidate receiving the greatest number of votes for each office shall be declared elected.

#### Article VI: Committees

Section 1: Appointment to Committees. The Board may each year appoint standing and ad hoc committees to advance the work of the Club. Such committees shall always be subject to the final authority of the Board.

Section 2: Termination of Appointments. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose appointments have been terminated.

#### Article VII: Discipline

Section 1: American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a concurrent period.

Section 2: Disciplinary Procedure. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them

at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of a hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3: Disciplinary Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Shall the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such cases, suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 90 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

#### Article VIII: Amendments

Section 1: Authority to Amend. Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the membership with recommendations of the Board for a vote within three months of the date when the petition was received.

Section 2: Action to Amend. The Constitution and By-Laws may be amended by a 2/3 secret vote of the Regular Members in good standing present and voting at any regular or special meeting called for that purpose provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

#### Article IX: Dissolution

The Club may be dissolved at any time by the written consent of not less than 2/3 of the Regular Members, other than for the purpose of reorganization. In the event of the dissolution of the Club whether voluntary or involuntary or by the operation of the law, none of the property of the Club or any proceeds thereof or any assets of the Club shall be distributed to any members of the Club. After payment of the debts of the Club, the Board shall disburse the Club's property and assets to a charitable organization which benefits dogs, and which shall be selected by a majority vote of the Club's Regular Members.

#### Article X: Order of Business

Section 1: Order of Business for Club Meetings. At the meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows: Roll Call, Minutes of last meeting, Introduction of guests, Report of President, Report of Secretary, Report of Treasurer, Committee Reports, Election of Officers and Board Members (Annual Meeting), Presentation of Applications and Election of New Members, Unfinished Business, New Business, Adjournment.

Section 2: Order of Business for Board Meetings. At Meetings of the Board, the order of business, unless otherwise decided by majority vote of those present shall be as follows: Minutes of last meeting, Report of Secretary, Report of Treasurer, Committee Reports, Unfinished Business, New Business, and Adjournment.

#### Article XI: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, New Revised, shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Club may adopt.

#### Article XII: Definitions

Unless otherwise specified, the following definitions apply throughout this document

"Service activity"—The Board shall define additional activities to be designated as "service activities."



"In good standing"—A member shall be judged to be in good standing if the requirements for membership have been met during the previous year and if no disciplinary action has been taken by either the Club, AKC, or ASSA during the previous year.

"Regular Meeting"—A regular meeting is one that is called to order by a presiding officer and at which business of the Club is conducted.

"Mail"—"Mail" as used herein means by USPS, or by e-mail to members who have so authorized it in writing.

## TSSC of NC Code Of Ethics

The purpose of the Club is to promote the Shetland Sheepdog as a companion, to serve as a source of education and information, and to perpetuate and improve the breed. As a member, because I have love and admiration for the Shetland Sheepdog and because I realize the responsibility with which I am entrusted as a breeder and/or promoter of the breed, I will abide by the following Code of Ethics:

- I pledge to conduct myself in a manner which reflects credit on and support of the breed. I pledge to demonstrate honesty and integrity in my dealings with others, and to exhibit good sportsmanship in competitive events. I will comply with AKC regulations for showing and registration.
- I pledge to provide good housing, care and affection for all animals in my possession. Dogs I take to public gatherings will be clean and healthy.
- I pledge that if I breed, the choice of sire and dam will be carefully considered, with the aim of producing puppies who will conform to the breed standard in both conformation and temperament. A mating will be made only if both parents are AKC-registered (unlimited registration), and only if the owner of the dam agrees that no puppies are to be sold to pet stores or other wholesale outlets.
- I pledge to use my best efforts to locate responsible, loving homes for all animals sold or placed, and to provide follow-up information and guidance to the new owners.
- I pledge to use humane and widely accepted methods of training.

The club supports the concept of testing breeding stock for genetically transmissible health problems. The club encourages the use of spay/neuter contracts and/or limited registrations in order to discourage uninformed or irresponsible breeding.