

# MAREMMA SHEEPDOG CLUB OF AMERICA

## CONSTITUTION

MAREMMA SHEEPDOG CLUB OF AMERICA  
31606 NE 40th Ave.  
La Center, WA 98629  
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CONSTITUTION  
8/15/88

### ARTICLE I

#### Name and Objects

SECTION 1. The name of the Club shall be: Maremma Sheepdog Club of America.

SECTION 2. The object of the Club shall be:

- a) to encourage and promote quality in the breeding of purebred Maremmas 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 Maremma Sheepdog Club of America as the only standard of excellence by which Maremmas shall be judged;
- c) to act as a national registry organization of purebred Maremmas in the United States by establishing and maintaining records of breedings and blood lines;
- d) to do all in its power to protect and advance the interests of the breed as a working livestock guarding dog rather than a "show" dog.

SECTION 3. 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. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

# MAREMMA SHEEPDOG CLUB OF AMERICA

## BYLAWS

Amended on 09/01/15

### ARTICLE I

#### Membership

SECTION 1. ELIGIBILITY. There shall be four types of membership open to persons who subscribe to the purposes of this Club. Applicants are required to complete and submit a MSCA approved application requesting membership.

- a) Full Membership in the Club is open to all persons eighteen years of age and older who own a minimum of 1 purebred Maremma Sheepdog registered with this Club. Full members enjoy all the privileges of the Club, including voting and holding office.
- b) Joint Full Membership in the Club allows two persons eighteen years of age and older residing at the same address. Both joint members shall be identified by name on the membership application form and may maintain their memberships by ownership of the same registered Maremma Sheepdog. Each joint member is entitled to one vote but only one member per household may hold office at any one time.
- c) Associate Membership in the Club is open to all persons eighteen years of age and older, regardless of Maremma ownership. An associate member shall enjoy all the rights and privileges of the club (including receipt of the Club Newsletter) except the rights to vote, to hold office, and/or to be listed as a breeder in the Membership Directory.
- d) Junior Membership in the Club is open to persons 10-17 years of age. They must obtain the written consent of their Parent/Guardian. Junior Members cannot vote or hold office. Junior Members shall automatically convert to Associate Member upon reaching their 18<sup>th</sup> Birthday.

SECTION 2. DUES. Annual membership dues shall be determined by a majority vote of the Board of Directors, and shall be payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. A reminder of dues for the ensuing year will be published in the fourth quarter newsletter of the Club. The Correspondence Secretary shall send to each member a membership renewal notice at the beginning of the fourth quarter. Any member wishing to be listed as a "Breeder" shall pay an additional annual fee as determined by a majority vote of the Board of Directors.

SECTION 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these Constitution and Bylaws and the rules of The Maremma Sheepdog Club of America. The application shall state the name and address of the applicant.

Accompanying the application, the prospective members shall submit dues payment for the current calendar year pro-rated semi-annually.

Applicants names will appear in the next official Club publication. Protests to new Members must be postmarked by thirty (30) days following the distribution of the publication with the name of the new applicant. If no protest is filed within thirty (30) days, the applicant will automatically be granted membership.

Any Full Member in good standing, or the Board of Directors, may protest the acceptance of a prospective Member by setting forth the reasons to the Correspondence Secretary in written communication, accompanied by a \$100 filing fee, which is refundable if the charges are upheld. The filing fee must be received by the Correspondence Secretary within the allotted thirty (30) days. Such protests will be reviewed by the Board of Directors. Upon completion of the review, and after consideration of the facts, the Board will act upon the application. Affirmative votes of two-thirds (2/3) of the Directors present at a meeting shall be required to elect an applicant who has been protested. An application which has received a negative vote by the Board may be presented by a full-member sponsor at the next Annual Meeting of the Club and the Club may elect such applicant by a favorable vote of two-thirds (2/3) of the members present.

An application which has received a negative vote by the Board may not be resubmitted within six months after such rejection. Each person granted membership in the Club shall be issued by the Corresponding Secretary a Certificate of Membership, and a current copy of the Constitution and Bylaws, a current Membership Directory, a copy of the Standard for the Breed, and a copy of the most recent Club newsletter.

SECTION 4. TERMINATION OF MEMBERSHIP. Membership may be terminated:

- a) BY RESIGNATION. Any member in good standing may resign from the Club upon written notice to the Correspondence Secretary; but no member may resign when in debt to the Club and no dues shall be refunded. Dues obligations are considered a debt to the Club and they become incurred on the first day of each fiscal year.
- b) BY LAPSING. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid at the beginning of the second quarter of the year. However, the Board may grant an additional quarter of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of the date of that vote, hold office, or be listed in the Membership Directory.
- c) BY EXPULSION. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

## **ARTICLE II**

### **Meetings**

SECTION 1. The Annual Meeting of the Club shall be held at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the Corresponding Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the members in good standing. The Annual Meeting may be conducted in person, by forum, video conference, teleconference, or by any other form of telecommunication. The Annual Meeting shall be open to the membership of the club for participation but not for voting, which will be conducted by written ballot.

SECTION 2. Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail or other agreed upon accepted venue (email/forum), and shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing.

Such meeting shall be held at such place, date, and hours as may be designated by the Board of Directors. Written notice of such meeting shall be mailed to all members by the Corresponding Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the date, location, time and purpose of the meeting, and no other Club business may be transacted at the meeting. Special Club meetings may be conducted in person, by video conference, teleconference, or by any other form of telecommunication. The quorum for such a meeting shall be 10% of the members in good standing.

The person(s) calling the special meeting shall specifically state the business to be conducted at the special meeting. If by petition, the meeting shall be held on a date selected by the Board of Directors within sixty (60) days of receipt of the petition.

SECTION 3. A meeting of the Board of Directors shall be held at least once in each quarter of the calendar year, as close to the beginning of each quarter as possible. Additional meetings may be scheduled by vote of the Board.

Meetings of the Board of Directors may be conducted in person, by forum, video conference, teleconference, or by any other form of telecommunication. Advance written notice by the Corresponding Secretary shall be required for notification of such a meeting. The quorum for a Board meeting shall be a majority of the Board.

SECTION 4. All business conducted by the Board shall be transcribed in the Minutes by the Recording Secretary and a brief summary included in the newsletter of the Club.

SECTION 5. Any action taken by the Board may be subject to a vote by mail of the Club membership by a request for same from 10% of the Club membership. Said vote shall be taken by ballot and shall follow the voting procedures and eligibility requirements outlined in Article IV, Section 2 and Section 3.

SECTION 6. The Board of Directors may conduct its business by forum, or by mail, fax, e-mail or any other form of telecommunication. Business conducted must include the following precautions: (1) every Board member must be provided with the means to participate; (2) a procedure must be in place to verify the identity of all individuals participating to ensure that they are the eligible Board members; (3) a mechanism should be in place to verify that the Board members are aware of the business. The quorum for conducting business shall be a majority of the Board.

Such business shall be included in the Minutes of the next Board meeting which shall then be included in summary in the following newsletter.

### **ARTICLE III**

#### **Directors and Officers**

SECTION 1. The Board of Directors shall be the governing body of the Club and shall perform all functions and duties proscribed by this Constitution and Bylaws.

SECTION 2. The Board of Directors shall be elected from the membership by popular vote of the membership by a mail-in vote during the 4th quarter. Results of the election shall be included in the 1st quarter newsletter of the new calendar year.

SECTION 3. All directors shall serve for a term of three years following the year in which they were elected. There shall be three Directors elected annually by expiring terms and shall be filled as provided for in Article IV. Two members residing under one roof may not serve at the same time on the Board of Directors.

SECTION 4. BOARD OF DIRECTORS. The Board shall be comprised of a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and either 4, 5 or 6 other persons, whichever number is needed to bring the total to 9, all of whom shall be members in good standing who are residents of the United States, and who shall serve in their respective capacities with regard to the Board and its meetings.

a) The President shall preside at all meetings of the Board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.

b) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity in addition to those particularly specified in these Bylaws.

- c) The Recording Secretary shall attend and keep a record of all meetings of the Board and of all votes of the Board taken by mail, and of all matters of which a record shall be ordered by the Board and shall within 5 days of said activity submit printable copies of the records to the Corresponding Secretary for inclusion in the following newsletter and to the other members of the Board. Said records, Minutes, shall be assumed to be approved by the Board unless objection to them is made to the President within 15 days after said meeting. An objection not easily corrected shall cause the approval of Minutes to be delayed until the next Board meeting and their reprinting in the next newsletter.
- d) The Corresponding Secretary shall have charge of the Club correspondence other than that proscribed to the Recording Secretary, and shall notify members of meetings, notify new members of their election to membership, notify members of the results of elections and other votes, etc. He shall also keep current and up to date the Membership Directory of the Club, as well as the official copies of the Constitution, Bylaws, the Standard for the Breed, and shall send copies to newly elected members. He shall also carry out such other duties as are proscribed in these Bylaws.
- e) The Treasurer shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a checking account approved by the Board, in the name of the Club. He shall issue monthly all checks of payment owed for Club expenditures authorized by the Board. His books shall at all times be current and open to inspection of the Board and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the end of the fiscal year, he shall render a summarized account of all monies received and expended during that fiscal year. Each Treasurer's report shall, when presented to the Board, be given to the Corresponding Secretary for inclusion in the Minutes. The Treasurer shall be bonded in such amount as the Board of Directors shall determine.
- f) The offices of Recording Secretary, Corresponding Secretary and/or Treasurer may be held by the same person. Such duplication of office holding shall affect the number of additional members in such a way as to make a total of 9.

SECTION 5. VACANCIES. Any vacancies occurring among the officers during the year shall be filled until the next election by a majority vote of all the then members of the Board from among the remaining Board members; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board from among the remaining Board members. Any vacancies occurring among the remaining Board members during the year shall be filled until the next election by a majority vote of all the then members of the Board from among the eligible Club members.

## **ARTICLE IV**

### **The Club year, Voting, Nominations, Elections**

- SECTION 1. CLUB YEAR. The Club's fiscal and official year shall correspond exactly with the calendar year. The elected officers and directors shall take office immediately upon the start of the new year and each retiring officer shall turn over to his successor in office all properties and records relating to that office by January 15.
- SECTION 2. VOTING. Voting shall be limited to those Full members in good standing for the annual election of Officers, Delegates and Directors, for amendments to the Constitution and Bylaws, and the Standard for the Breed, expulsions, and other questions submitted to a vote of the membership by the Board. Votes shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast by mail and shall do so on any action taken by the Board when requested by 10% of the Club members.
- SECTION 3. ELECTION. The Election of Officers and Directors shall be conducted by secret ballot. Ballots to be valid must be received by the Vice President (or independent professional firm designated by the Board) by December 1. Ballots shall be opened and counted at a meeting of the Nominating Committee by the Vice President. (Provided, however, that the Board may designate an independent professional firm to send, receive and count the ballots apart from the Nominating Committee). The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at that time 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 proscribed by Article III, Section 5. Tie votes shall be decided by the Nominating Committee by lot. The results of the election shall be published in the 1<sup>st</sup> quarter newsletter.
- SECTION 4. NOMINATIONS AND BALLOTS. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. A Nominating Committee shall be chosen by the Board of Directors at the 3<sup>rd</sup> quarter Board meeting. The Committee shall consist of the Vice President and two members in good standing who are not members of the current Board of Directors and who are not nominees for the next Board. The Vice President shall act as chairman for the Committee. The Nominating Committee may conduct its business by mail and email.
- a) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee shall then submit its slate of candidates to the Board at or before the 4<sup>th</sup> quarter Board meeting.

- b) Additional nominations of eligible members may be made by written petition addressed to the Nominating Committee and received on or before October 1, accompanied by the written acceptance of each such additional nominee signifying his eligibility and willingness to be a candidate.
- c) To be eligible for nomination to office, a nominee shall have been a member in good standing of the Club for at least one calendar year at the time of nomination.
- d) If no valid additional nominations are received by the Nominating Committee on or before October 1, the Nominating Committee's slate shall be declared elected at the time of the 4<sup>th</sup> quarter Board meeting, and no balloting will be required.
- e) If more than one valid additional nominations are received by the Nominating Committee on or before October 1, so that there are at least two nominees for any office, a ballot shall be mailed to each member in good standing listing all of the nominees for each position in alphabetical order, with their names and email addresses, together with instructions to each eligible voter, which in turn should be sealed in a separate enveloped marked "Ballot" addressed to the Vice President (or designated professional firm) with return name and address clearly indicated, and mailed. The Vice President (or designated professional firm) shall check the returns against the list of members whose dues are paid for the current year, and for duplicate addresses, and shall certify the eligibility of the voters. The results of the voting shall be sent immediately to each nominee and announced in the 1<sup>st</sup> quarter newsletter of the new year. Ballot return envelopes missing the member's name or with duplicate return addresses from members of the same family in excess of two shall all be declared invalid, returned together to that address with an explanation, and not counted. Ballots not arriving by the calendar deadline shall be declared invalid, returned to that address with an explanation, and not counted.
- f) Nominations cannot be made at a Board meeting or in any manner other than as set forth above.

## **ARTICLE V**

### **Committees**

- SECTION 1. The Board may appoint standing committees to advance the work of the Club in all fields which may well be served by committees. Such Committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects and shall act for the duration of the assigned task or until the end of the calendar year.
- SECTION 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee(s); and the Board may appoint successors to those persons whose service has been terminated.



## **ARTICLE VI**

### **Discipline**

- SECTION 1. CHARGES. 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 with the Recording Secretary together with a deposit of \$100, which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Recording 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 of 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 or a Committee of not less than three members of the Board, not less than 3 weeks nor more than is thereafter. The Recording Secretary shall promptly send a copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.
- SECTION 2. BOARD HEARING. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by a complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than 1 year from the date of the hearing. There shall be no appeal for suspensions or expulsions. Immediately after the Board of Committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall send each of the parties copies of the findings and submit a copy of the findings to the Corresponding Secretary to be included with the charges in the next Newsletter. If the Board deems a 1 year suspension insufficient punishment, it may also recommend in its findings that the penalty be a 5 year suspension or life-time expulsion. In such case, the suspension shall not restrict the defendant's right to submit a position paper to the Corresponding Secretary of no more than three typed pages in length to be included with the Board's findings and recommendations in the Newsletter.
- SECTION 3. EXPULSION. Expulsion of a member from the Club may be accomplished by a 2/3 vote of the eligible members voting with a ballot to be included in the same Newsletter with the Board's findings and the defendant's position paper if he chooses to submit one, and voting instructions for using the dual-envelope and eligibility procedures outlines in Article IV, Section 2 and Section 3. If expulsion is not so voted the suspension shall stand.

## **ARTICLE VII**

### **Amendment Process**

- SECTION 1. Amendments to the Constitution and Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors at its next meeting and must be submitted to the members in the following newsletter or separate ballot with recommendations of the Board by the Recording Secretary for a vote of the membership.
- SECTION 2. The Constitution and Bylaws or the Standard for the Breed may be amended at any time provided a copy of the proposed amendments has been mailed by the Recording Secretary to each member on the date of mailing, accompanied by a ballot on which he may indicate his choice for or against the action to be taken. Eligibility procedures described in Article IV, Section 3 shall be followed in handling such ballots, to assure validity of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots must be returned to the Recording Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

## **ARTICLE VIII**

### **Dissolution**

- SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary 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. At meetings of the Board, the order of business, unless otherwise directed by majority vote of the Board members present, shall be as follows:

Call to order  
Roll call: Sign-in sheet for those present  
Reading of Minutes of last meeting  
Determination of a quorum of the Board (2/3 of 9 = 6)  
Report of the President  
Report of the Vice President  
Report of the Recording Secretary

Report of the Corresponding Secretary  
Report of the Treasurer  
Reports of Committees  
Unfinished Business  
New Business  
Adjournment

SECTION 2. In any case of disagreement over procedures, Robert's Rules of Order shall govern on any item not specifically covered by this Constitution and Bylaws.