

**CENTENNIAL SHETLAND SHEEPDOG CLUB OF GREATER DENVER, INC.
CONSTITUTION AND BY-LAWS**

Article I

Name and Location of the Club

Section 1. The name of the club shall be the Centennial Shetland Sheepdog Club of Greater Denver, Inc.

Section 2. The Club's principal mailing address shall be located at the home of the Corresponding Secretary, where all business of the club shall be transacted, except as otherwise directed by the Board.

Article II

Objectives of the Club

Section 1. The objectives of the club shall be:

a.) to encourage and promote the breeding of purebred Shetland Sheepdogs and do all possible to bring their natural qualities to perfection. To do all in its power to protect and advance the interests of the breed.

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 the Shetland Sheepdog shall be judged.

c.) to encourage sportsmanlike competition at dog shows, obedience trials and all sanctioned events.

d.) that no member of the club sell any of its stock to wholesale outlets.

e.) to conduct sanctioned and licensed specialty shows and obedience trials under the rules of the American Kennel Club.

Section 2. 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 3. The members of the Club may, from time to time, revise, modify and amend such By-Laws as may be required to carry out these objectives in accordance with Article VII of the By-Laws.

BY-LAWS

Article I

Section 1. Eligibility. There shall be two types of membership open to applicants: Regular Membership and Associate Membership.

a.) Regular Membership. This type of membership shall be open to all persons eighteen years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this club, and are owners or co-owners or members of the immediate family of owners or co-owners, of any Shetland Sheepdog. Regular membership will normally be restricted to persons living within the state of Colorado; however, the Board may consider petition to waive the State of Colorado residency requirement, and recommend this requirement be waived by the membership. Affirmative majority vote of the members present and voting shall constitute waiver approval.

Applicants for regular membership shall be required to attend one meeting or function before submitting an application for membership in person at a regular meeting within three months of their original visit.

See Article II, Section 6, for voting eligibility of regular members.

b.) Associate Membership. This type of membership shall be open to persons 9 through 17 years of age, or persons 18 years or older, living more than 50 miles from the Denver metropolitan area who wish to be affiliated with this club, but due to distance cannot attend meetings, and who are in good standing with the American Kennel Club. Applicants for associate membership must fulfill all other requirements as for regular membership. This is a non-voting membership.

Section 2. Dues. Regular membership dues shall be established and modified from time to time by affirmative vote of the membership present and voting upon recommendation of the Board. Dues shall not exceed \$25.00 per member. Full dues so established shall be assessed for the first and second regular members of the family, and shall be reduced for each subsequent regular member of the family over two. Associate dues shall be fixed at a rate which is less than the regular membership dues. The current rate will be contained on the application form for membership, and will also be recorded under the Standing Rules of the Club. (See Article IX of these By-Laws)

Dues will be prorated to 50% of the stated fee for applicants applying for membership after June 30th of each year. Dues are due and payable on or before January 31st of each year, and will be considered delinquent and membership lapsed on February 15th. No member may vote whose dues are not paid for the current year. During the month of November, notice will be sent in the newsletter to each member as a statement of dues for the ensuing year.

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 by-laws and the rules of the American Kennel Club and the Club's Code of Ethics. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members. Accompanying the application, the prospective member shall submit dues payment for the current year.

All applications are to be filed with the Corresponding Secretary and each application is to be read at the first meeting of the club following its receipt, at which the applicant must be present. The applicant must attend one more meeting within the next two months at which time the application will be voted on. At this club meeting the applicant will not be present during the reading of the application and the voting. The application will be reviewed and summarized by the sponsor(s) before being voted on. Affirmative votes of a majority of the members present and voting that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

Section 4. Termination of membership. Memberships may be terminated in the following manner:

a.) by resignation. Any member in good standing may resign from the club upon written notice to the Corresponding Secretary, but no member may resign when in debt to the club. 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 shall be considered as lapsed and automatically terminated if such member's dues remain unpaid by the 15th of February; however, the Board may grant an additional 90 days of grace to such delinquent member in meritorious cases. In no case will a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that club meeting.

c.) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

Article II Meeting and Voting

Section 1. Club Meetings. Meeting of the club shall be held in (or within 25 miles of) the City of Denver on the fourth Friday of each month, at such hour and place as may be designated by the Board of Directors. Written notice of each such meeting shall be published in the monthly newsletter and mailed to the membership prior to the meeting. The quorum for such meetings shall be 20% of the members in good standing.

Section 2. Special Meeting of the Club. Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Corresponding Secretary upon receipt of a petition signed by ten members of the club who are in good standing. Such meetings shall be held in (or within 25 miles of) the City of Denver at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Corresponding Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting, and no other club business shall be transacted thereat. The quorum for such a meeting shall be 20% of the members in good standing.

Section 3. Board Meetings, Meetings of the Board of Directors shall be held in (or within 25 miles of) the City of Denver at least once every two months in each year, at such hour and place as may be designated by the Board. Notice of such meeting shall be established by mail or by telephone by the Corresponding Secretary at least five days prior to the date of the meeting. The quorum for such meeting shall be a majority of the Board.

Attendance at board meetings is open to all members in good standing of the club, provided the President is notified twenty-four hours prior to the meeting and reasons for attendance are given. Such members may not vote. Such members may not participate in discussions other than those for which stated purpose they are attending.

Section 4. Special Board Meetings. Special meeting of the Board may be called by the President, and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in (or within 25 miles of) the City of Denver at such place, date and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be mailed by the Corresponding Secretary at least five days and not more than ten days prior to the date of such meeting or telephone notice shall be made at least three days and not more than five 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 meeting shall be a majority of the Board.

Section 5. Action by the Board without a meeting. Any item of business of the club which requires the action of the Board may be taken without a meeting of the Board if 70% of the Board member's views are obtained by a telephone poll in which the poll taker must attempt to contact every Board member. This poll is to be conducted by the President, or a Board member designated by the President, setting forth the action to be taken by majority vote of the Board polled. The action and the vote obtained shall be duly recorded in writing and shall have the same force and effect as a regular meeting of the Board.

Section 6. Voting. Each member is good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he is present. An absentee ballot will be accepted for voting on the selection of judges and for voting at the Annual Election in the case of extreme illness, hospitalization, whelping a litter, business commitments and other extenuating circumstances. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III

Section 1. Board of Directors. The Board of Directors shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and four other persons all of whom shall be members in good standing and of whom shall be elected for one year terms as provided in Article IV, and who 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, Recording Secretary, Corresponding Secretary, and Treasurer shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings.

a.) The President shall preside at all meetings of the club and 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 By-Laws.

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

c.) The Recording Secretary:

1. Shall keep a record of all proceedings of the club and the Board.
2. Shall keep on file all committee reports, noting on the report the date it was received and what final action was taken on the report, if any.
3. Shall keep the club's official membership roll and call the roll when it is ordered.
4. Shall make the minutes and record available for examination by members of the club at such reasonable time and place as may be agreed upon with the member requesting such examination.
5. Shall maintain record books of the club in which the Articles of Incorporation, Constitution, By-Laws, Standing Rules of Order and minutes are entered, with any amendments to these documents properly recorded, and to have the current record books on hand at every membership meeting of the club, and the Board meetings when directed by the President.
6. Shall, in the absence of the President and Vice-President, call the meeting to order and preside until the election of a chairman pro-tem, which should take place immediately.

d.) The Corresponding Secretary shall have charge of the general correspondence, notify new members of their acceptance, notify Officers and Directors of their election to office, notify members of special meetings and Board members of Board meetings and special Board meetings, and shall carry out such other duties as are prescribed in these By-Laws. He shall keep a roll of the current members of the club and their addresses.

e.) The Treasurer shall collect and receive all moneys due or belonging to the club. He shall deposit the same in a bank of his choice in the name of the club. Bank signature cards must be originated for the President and the Vice-President in addition to the Treasurer. All checks must be two signature checks. In the event the Treasurer cannot carry out the duties of his office, the Board of Directors shall

authorize the President or Vice-President to make withdrawals as required for the operation of the club until such time as the elected Treasurer can function or be replaced. The Treasurer's books shall at all times be open to inspection by the Board, and he shall report to the club at every meeting, the condition of the club's finances, together with every item of receipt or payment not before reported. All payments under \$25.00 for services tendered and merchandise purchased for the club's use can be made by the Treasurer without additional approval. All other payments shall be approved by the Board of Directors unless prior authorization has been given to the activity for which the expense was incurred. The Treasurer, at the club's discretion, may be bonded in an amount to be determined by the club. At the last Board meeting of the year, the Board shall appoint three members in good standing, including the Chairman, to audit the books of the Treasurer not later than January 10th of the following year.

f.) Parliamentarian. The President may recommend the appointment of a Parliamentarian to advise and assist the President in the conduct of the club meetings. Appointment of the Parliamentarian shall be approved upon the affirmative vote of the majority of the membership present and voting. The Parliamentarian shall serve at the pleasure of the President, which appointment shall otherwise expire with that of the President who recommended the appointment.

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 then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; 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.

Section 4. No officer may serve more than two consecutive elected terms in the same office.

ARTICLE IV

The Club Year, Annual Meeting, Elections

Section 1. Club Year. The club's official year shall begin on the first 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 October at which Officers and Directors for ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on January 1st of the following year. There shall be a joint January Board meeting of the retiring and newly-elected boards. The January Board meeting must be held between January 1st and January 15th, at which time all records of the offices shall be turned over to the new officers. All committee chairmen shall submit their records and materials to the newly elected President at the January meeting to be redistributed to the newly appointed chairmen upon their selection.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The four nominated candidates for positions on the Board who receive the greatest number of votes for such positions shall be declared elected. Ties will be broken by immediate secret ballot of those present and voting at the meeting.

Section 4. Nominations. No person may be a candidate in a club election who has not been nominated. During the month of June the Board shall select a nominating committee consisting of three members and two alternates, not more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committeemen and alternates of their selection. The Board shall name a chairman for the committee, and it shall be his duty to call a committee meeting which shall be held on or before July 31st.

a.) The committee shall nominate two candidates for each office and four candidates for the four positions on the Board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.

b.) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each member in writing of the candidates so nominated via the August newsletter.

c.) Additional nominations may be made at the September meeting by any member in attendance, provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement verifying that the proposed candidate signifies his willingness to be a candidate. No person shall be a candidate for more than one position.

d.) Candidates shall be 21 years of age or older and shall have been club members for at least one year, except for the office of Treasurer which candidates shall have been members for at least two years. Candidates must have attended four club meetings in the year preceding nomination to that candidacy to that office.

e.) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

f.) Persons elected to fulfill vacant offices shall be eligible for any elective office at the regular election of officers just as if they had never served in the vacated office.

ARTICLE V

Committees

Section 1. The Board may each year appoint standing committees to advance the work of the club in such matters as specialty shows, obedience trials, trophies, annual prizes, membership, audit, and other fields which may well be served by the committees. All committees purchases or commitments to purchases over \$25.00 must be approved by the Board of Directors. Special committees may also be appointed by the Board to aid it on particular projects.

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; and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

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 like period of time.

Section 2. 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 in duplicate with the Corresponding Secretary together with a deposit of \$25.00 which shall be forfeited if such charges are not sustained by the Board following the hearing. The Corresponding 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 hearing by the Board not less than three weeks not more than six weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing date and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board 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. Should the charges be sustained, after hearing all the evidence and testimony presented by 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 case, the 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 finding shall be put in written form and filed with the Corresponding Secretary. The Corresponding 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 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 proceeding may occur at a regular meeting or special meeting of the club to be held within sixty days but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing on his own behalf, although 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 own behalf if he wishes. The membership shall then vote by secret written 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 voted, the Board's suspension shall stand.

ARTICLE VII

Amendments

Section 1. Amendments to the constitution and by-laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendation of the Board by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary.

Section 2. The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at a regular or special meeting called for the 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 VIII

Dissolution

Section 1. Dissolution. The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the club, whether voluntary or involuntary or by

operation of the law, none of the property of the club or 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
Parliamentary Authority

Section 1. The rules contained in the current edition of “Roberts Rules of Order Newly 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 Standing Rules of Order the club may adopt.

ARTICLE X
Order of Business

Section 1. At meeting of the Club membership, the order of business, insofar as the character and nature of the meeting shall permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of Directors
- Report of President
- Report of Secretaries
- Report of the Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting only)
- Election of New Members
- Unfinished business
- New business
- Adjournment

Section 2. At meeting of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- Roll Call
- Reading of Minutes of the last meeting
- Report of Secretaries
- Report of Treasurer
- Report of Committees
- Unfinished Business
- New business
- Adjournment