

WWSDA Constitution

Section 1: Name

1.1 The name of the association shall be The Wisconsin Working Stock Dog Association, hereinafter referred to as the "ASSOCIATION".

Section 2: Location

2.1 The principal office of the ASSOCIATION is the mailing address of the President

Section 3: Objectives of the Association shall be:

3.1 For the purpose of training herding dogs in order to develop their native abilities and physical prowess.

3.2 To engage in, and encourage participation in, clinics, seminars, and trials.

3.3 To hold and support educational opportunities to assist stock owners in having useful working farm dogs

3.4 To carry out an educational program for the public that will advance the understanding of the herding dog.

3.5 To support other organizations with which this ASSOCIATION has mutual interest, such as Future Farmers of America, 4-H clubs, etc.

3.6 To protect and advance the interest of the herding dog, and to encourage sportsman-like competition at trials.

Section 4: Not for Profit

4.1 This ASSOCIATION shall not be conducted or operated for profit. No part of any income or residues from dues or donations to the ASSOCIATION shall inure to the benefit of any member or individual.

Section 5: By-Laws

5.1 By-Laws shall be adopted and may from time to time be revised by the members as required to carry out these objectives.

WWSDA By-Laws

Article I - Membership

Section 1: Eligibility

Membership shall be open to all persons who subscribe to the purposes of this ASSOCIATION. Membership is to be unrestricted by residence. There shall be four types of membership.

- A. Junior membership. Open to persons 17 years and under. This is a non-voting membership.
- B. Single membership. Open to any person regardless of age, sex, religion, or national origin. This membership is entitled to one (1) vote.
- C. Family membership. Open to any family unit regardless of the age, sex, national origin, or religion of its members, and entitled to cast one (1) vote per adult, 18 years of age or older.
- D. Associate membership. Open to any club, association, business, or corporation having interests in common with this ASSOCIATION. This is a non-voting membership.

Section 2: Dues

Membership dues shall be set by the Board of Directors prior to the Annual General Meeting and will be subject to change upon notification of the members. Dues shall be paid annually on August 1st of each year. No ASSOCIATION privileges will be honored for any member not in good standing.

Section 3: Election to the Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the member agree to abide by the Constitution and these By-Laws. Accompanying the application, the prospective member shall submit dues for the current year. Such membership shall be subject to approval by the Board of Directors.

Section 4: Termination of Membership

- A. By resignation. Any member in good standing may resign from the ASSOCIATION upon written notice to the Secretary, but no member may resign when in debt to the ASSOCIATION. Dues and obligations are considered debts to the ASSOCIATION. Dues become incurred on the first day of August and any other obligations or debts become incurred on the first day of the fiscal year.
- B. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days from the due date.
- C. By expulsion. A membership may be terminated by expulsion as provided in ARTICLE VI, Section 5 of these By-Laws.

ARTICLE II - MEETINGS

Section 1: Annual Meetings

The Annual General Meeting of the ASSOCIATION shall be held between April 1st and September 30th at a place, date, and time designated by the Board of Directors and will be an open meeting. Written notice of the Annual General Meeting shall be sent to each member in good standing at least two (2) weeks prior to the date of the meeting. The quorum for the Annual General Meeting shall be those members in good standing in attendance.

Section 2: Special Meetings

Special ASSOCIATION meetings may be called by the President or by a majority vote of the members of the Board of Directors, or shall be called by the Secretary upon receipt of a petition signed by 75% of the voting members of the ASSOCIATION who are in good standing. Such meetings must be held within forty-five (45) days of the receipt of the petition at such place, date, and hours as may be designated by the Board of Directors. Written notice of such meetings shall be mailed by the Secretary to each voting member in good standing at least ten (10) days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other ASSOCIATION business may be transacted. The quorum of such a meeting shall be 50% of the voting members in good standing.

ARTICLE III - DIRECTORS AND OFFICERS

Section 1: BOARD of Directors

The BOARD shall be comprised of the President, Vice President, Secretary, and three (3) Directors. All shall be members in good standing of the ASSOCIATION, shall be elected as provided in ARTICLE IV and shall serve until their successor is elected. General management of the ASSOCIATION's affairs shall be entrusted to the BOARD of Directors.

Section 2: Officers

The ASSOCIATION's officers, consisting of the President, Vice-President, and Secretary shall server in their respective capacities both in regard to the ASSOCIATION and its meetings and the BOARD and its meetings.

- A. The President shall preside at all meetings of the ASSOCIATION and of the BOARD and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-Laws.
- B. The Vice President shall have the duties, and exercise the powers of, the President in the case of the President's death, absence, or incapacity.
- C. The Secretary shall keep a record of all meetings of the ASSOCIATION and of all votes taken by mail and of all matters of which a record shall be ordered by the ASSOCIATION; shall have charge of the correspondence, notification of meetings, notification of officers and directors of their election to office, and carry out other such duties as are prescribed in these By-Laws.

Section 3: Directors

The ASSOCIATION's three (3) Directors shall serve in their capacity to assist the officers and perform such duties as are set forth in these By-Laws.

Section 4: Appointed Positions

Persons appointed will be ASSOCIATION members in good standing as defined in ARTICLE I.

- A. The Treasurer, appointed by the BOARD, shall collect and receive all moneys due or belonging to the ASSOCIATION; shall deposit same moneys in a bank approved by the BOARD, in the name of the ASSOCIATION; keep a log of all transactions (the books shall be open at all times for inspection by the BOARD); shall report at every meeting the condition of the ASSOCIATION's finances and every item of receipt of payment not before reported; at the Annual General Meeting shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall conduct all other fiscal matters as required by local, state, and federal regulations.

- B. At the close of each fiscal year, or at such times as the BOARD shall determine, the books and accounts of the ASSOCIATION shall be carefully examined by a qualified auditor, or by a committee named by the BOARD who shall make a written report thereon.
- C. Other appointed positions as appointed by the ASSOCIATION's BOARD.

Section 5: Terms of Office

- A. Officers and Directors shall be elected at large, and shall serve for a term of three (3) years. Terms of office shall be staggered; electing the first year President and Director 1, electing the second year Vice-President and Director 2, and the third year Secretary and Director 3.
- B. Officers and Directors may be elected to serve a consecutive three year term. At the expiration of the second term, the Office or Director may not stand again for election to the position of an Officer or Director for a period of one (1) year.

Section 6: Vacancies

- A. Officers - Any vacancy occurring among the Officers during their term shall be filled by a majority vote of all remaining members of the BOARD, except that a vacancy in the office of President shall be filled by the Vice President and the resulting vacancy in that office shall be filled by a Director as approved by the BOARD.
- B. Directors - Any actual vacancy occurring among the Directors shall be filled for the remaining term of office by a majority vote of all remaining members of the BOARD.
- C. Appointed Positions - Individual appointment may be terminated by a majority vote of the BOARD and written notice to the appointee. The vacancy will be filled by the BOARD.

Section 7: Removal of the ASSOCIATION Officers and Directors

- A. Voting Record. The Secretary shall keep a voting record of each BOARD member.
- B. Removal. Any member of the BOARD who fails to respond to at least seventy-five percent of all BOARD issues submitted within any six (6) month period, commencing on their first day of office, is not representing the ASSOCIATION. The president will notify the BOARD member releasing them from further duties within fourteen (14) days if their voting record is below the requirement. A replacement shall be chosen according to Article III, Section 6.

Section 8 Removal

Removal of the President, Officer(s), and Director(s) for misconduct, dereliction of duty, or gross negligence.

- A. Removal will be by a vote of two-thirds (2/3) of all members of the BOARD. Determination of such conduct shall be a hearing with recorded written or oral testimony before the BOARD.
- B. Removal by recall requires a petition stating the reason for removal and signed by seventy-five (75%) percent of the active members of the ASSOCIATION. Petition will be submitted to the Secretary who will verify all signatures. If the Secretary is being considered for removal the petitions for removal will be submitted to the Vice President.

ARTICLE IV ASSOCIATION YEAR, VOTING, NOMINATION, AND ELECTION

Section 1. The Association Year

The ASSOCIATION'S fiscal year shall begin on the first day of January and end on the thirty first day of December. The ASSOCIATION's official year shall begin immediately at the conclusion of the Annual General Meeting and shall continue through the next Annual General Meeting. The elected officers and Directors shall take office immediately upon conclusion of the Annual General

Meeting and each retiring officer shall turn over to their successor all properties and records relating to that office within (30) days after election.

Section 2. Voting

- A. At Annual General Meetings or special meetings of the ASSOCIATION, voting shall be limited to those members in good standing who are present at the meeting.
- B. Voting for elected positions shall be conducted by either attendance at the Annual General Meeting or by an official absentee ballot from the WWSDA Newsletter or provided by the Secretary. Only official absentee ballots signed and mailed by members in good standing will be counted. No electronic signatures will be accepted. Absentee ballots must be received by the Secretary by mail no later than five days prior to the Annual General Meeting so they may be counted at that time with the ballots from the attendees.

Section 3. Nominating Committee

- A. Five (5) months prior to the Annual General Meeting, the Officers and Directors shall select a Nominations Committee of three people who are neither Officers nor Directors. No person shall be eligible to serve on the Nominations Committee who has not been a member in good standing for at least one year prior to the year in which the appointment occurs
- B. The Nominations Committee shall select a minimum of two (2) candidates for each position to be voted on at the Annual General Meeting. One of the candidates may be the incumbent as provided by in ARTICLE III, Section 5. The selection process must be complete and the names submitted to the Secretary no later than three (3) months prior to the Annual General Meeting, and printed in the first newsletter to be published, along with brief bios of the candidates, no later than two (2) months prior to the Annual General Meeting. No person will be eligible for nomination who is not a member in good standing, and has not been a member in good standing for a full fiscal year prior to the year in which the nomination is made.

Section 4. Candidates for Election/Nomination Acceptance.

- A. Any person not selected by the Nominations Committee, who wishes to be a candidate must:
 - 1. Request a petition from the Secretary for the position desired
 - 2. Return the petition with the signatures or electronically mailed endorsements of 10% of the active members.
- B. Any person nominated for a BOARD position by the Nominations Committee must accept the nomination verbally, in writing, or via electronic mail to be eligible for election. No person may be a candidate in an ASSOCIATION election who has not been nominated by the Nominations Committee, or submitted a petition as outlined in ARTICLE IV, Section 4A.

Section 5. Elections

The election of Officers and Directors shall be conducted by secret ballot at the Annual General Meeting and counting of the absentee ballots that have been received by the Secretary prior to the Annual General Meeting. Ballots from the Annual General Meeting, and those that have been mailed to the Secretary shall be counted during the meeting by three (3) inspectors who are neither current members of the BOARD nor candidates on the ballot. The inspectors shall be selected by the BOARD before the election is held at the Annual General Meeting. The person receiving the greatest number of votes for each position shall be declared elected.

ARTICLE V - COMMITTEES

Section 1 Standing Committees or Individuals

The BOARD may appoint standing committees or individuals to advance the work of the ASSOCIATION in such matters as clinics, trials, seminars, trophies, prizes, records, membership and other fields which may be well served by committees or individuals. Such committees shall report directly to the BOARD and be subject to the final authority of the BOARD. Special committees may also be appointed by the BOARD to aid it on particular projects.

Section 2 Termination

Any committee or individual appointed may be terminated by a majority vote of the BOARD and notified in writing. The BOARD may appoint successors to those whose tenure has been terminated.

ARTICLE VI - DISCIPLINE

Section 1 Charges

Any ASSOCIATION member in good standing may prefer charges against any person for alleged violation of ASSOCIATION By-Laws, Code of Ethics, Rules, Regulations, or written policy, or for misconduct prejudicial to the best interests of the ASSOCIATION. Written charges with specifications must be filed with the Secretary together with a deposit of fifty dollars (\$50.00) which shall be forfeited if the charges are not sustained by a committee following an investigation.

Section 2 Procedure Leading to Hearing

- A. Upon receipt of the charges, the Secretary shall send a copy of the charges to each member of the BOARD within ten (10) days.
- B. Upon receipt of the copy of the charges, the Board shall then first consider within fifty (50) days whether the actions alleged in the charges, if proven, might constitute a violation of an ASSOCIATION regulation or policy, or conduct prejudicial to the best interests of the ASSOCIATION.
- C. If the BOARD entertains jurisdiction of the charges, the Secretary shall send a copy of the charges noting the exact rule(s) or policies violated to the accused person of their rights and the procedure for response.
- D. The accused shall be given twenty-one (21) days from the receipt of the complaint to respond.
- E. The BOARD will then determine if a BOARD hearing as defined in ARTICLE VI Section 3 is necessary.

Section 3 BOARD Hearings

The hearing will be conducted by the BOARD or a committee of not less than three (3) members of the BOARD. The BOARD will determine the date, place, and time of the hearing.

Section 4 Suspension

Should the charges be sustained after hearing all of the evidence and testimony presented by the complainant and defendant, the BOARD committee may, by a majority vote of those present, suspend the defendant from all privileges of the ASSOCIATION for not more than twelve (12) months from the date of the hearing. If the BOARD deems that this punishment is not sufficient, the BOARD may also recommend to the membership at the next Annual General Meeting that the penalty be expulsion, to be ratified by a two-thirds (2/3) vote of the members present.

Section 5 Notification

Immediately after the BOARD committee has reached a decision, its findings, including an explicit listing of the rules or policies violated, shall be put in written form and filed with the Secretary. The Secretary shall in turn notify each of the parties of the decision of penalty, if any, by certified mail.

Section 6 Expulsion

Expulsion of a member from the ASSOCIATION may be accomplished only at the Annual General Meeting of the ASSOCIATION following a hearing and upon the recommendation of the BOARD committee as provided in SECTION 2 of this ARTICLE. The defendant shall have the privilege to appear on his/her own behalf, but no evidence shall be taken at the meeting. The President shall read the charges and the findings and recommendations and shall invite the defendant, if present, to speak on his/her behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two thirds (2/3) vote of those present and voting at the Annual General Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII - AMENDMENTS

Section 1 Amendments

Amendments to the Constitution and By-Laws may be proposed by the BOARD or by written petition addressed to the Secretary and signed by twenty percent (20%) of the members in good standing. Amendments submitted by petition shall be considered promptly by the BOARD and must be submitted to the membership with the recommendation of the BOARD by the Secretary for a vote at the next Annual General Meeting. Should the BOARD decide that time is of the essence, it may call a special meeting.

ARTICLE VIII - DISSOLUTION OF THE ASSOCIATION

Section 1 Dissolution

The ASSOCIATION may be dissolved at any time by written consent of two thirds (2/3) of the members and in accordance with the laws governing the incorporation of the ASSOCIATION.

Section 2 Funds

After payment of all debts and liabilities of the ASSOCIATION, any remaining assets shall be transferred to a benevolent organization for the benefit of herding dogs as the BOARD shall select.

ARTICLE IX ORDER OF BUSINESS

Section 1 Procedure

Robert's Rules of Order Revised shall govern any matter of procedure not specifically covered by these By-Laws.