

## **BYLAWS OF THE OREGON SHEEPDOG SOCIETY**

Incorporated April 6, 1984

OSDS Articles of Incorporation PDF

### **ARTICLE I-CONSTRUCTION**

- Wherever in the Bylaws or other documents of the corporation the term “Society” is used such term shall be construed to refer to the corporation, and whenever the term “Executive Committee” is used, such term shall be the equivalent of the Board of Directors.

### **ARTICLE II-PURPOSE AND OBJECTIVES**

- The purpose and objectives of the Society shall be to serve the common interests of its members and to promote and protect the best interest of the Society in the following manner:
- To promote, maintain and elevate the standards of proficiency in the management and training of the working sheepdog for trial and farm use through clinics, competitions, gatherings and other services to its members.
- To cultivate cooperation among the members, to promote and protect the best interest of the Society, and to cooperate with and support organizations with similar purposes and objectives.

### **ARTICLE III-MEMBERSHIP**

- Classes: The membership of the Society shall consist of three (3) classes of members, the first class to be designated “Regular”, the second class to be designated “Family” and the third class to be designated “Honorary”. Lifetime Single and Family Memberships shall be available.
- Regular Members: The Regular membership of the Society shall consist of persons whose interests indicate that they will support the purpose of the Society and who agree to abide by the Articles of Incorporation and the Bylaws. The executive Committee may elect any such person in any meeting thereof, without notice. Regular members, for notice and voting purposes shall be those whose current dues have been paid. Regular members are entitled to one (1) vote.
- Family Members: The Family Membership of the Society shall consist of persons who qualify as Regular Members and who live under the same household. Family members for notice and voting purposes shall be those whose current dues have been paid. A family membership entitles each member of the family present to one vote with a maximum of two (2) votes per family membership.
- Honorary Members: Any persons so designated by the Executive Committee shall be granted Honorary Membership. Each such Honorary Member shall have all the rights and privileges of a Regular Member, however, he or she shall not be required to pay annual or other regular dues.
- Status of Members: Membership in the Society shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

### **ARTICLE IV-MEETINGS OF MEMBERS**

- Annual Meetings: An annual meeting of the members may be held at such time and place as may be set by the Executive Committee.

4.11 Annual Report to Membership: If the Board decides not to have an annual meeting and there is not an annual meeting called for any other reason, the Executive Committee shall send the members an annual report before the end of the calendar year that shall cover the financial condition of the Society and may address other matters that are of interest or concern to the membership or the Executive Committee.

- Special or Annual Meetings: A Special Meeting or Annual Meeting of the members may be called by the President, the Executive Committee or by petition of twenty (20) present of the Regular Members in good standing.
- Notice of Meeting: Written or printed notices stating the date, place, hour of the meeting, and in case of a special meeting, the purpose of which the meeting is called shall be delivered not less than thirty (30) nor more than one hundred eighty (180) days before the date of the meeting either personally or by mail or by e-mail.
- Quorum: At least thirty (30) percent of the members in good standing, represented in person, shall constitute a quorum. The vote of a majority of the votes cast by the members in writing or present at the meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.
- In the case of a quorum not in attendance at any annual or special meeting of the membership, all matters requiring a vote shall be referred to the membership in good standing by a written ballot.
- A general membership written or electronic ballot on any matter may be used at any time the Executive Committee deems necessary and/or when a quorum is not in attendance at a properly called meeting. Said ballots must be sent by first class mail or electronically to all members in good standing and the ballot deadline must be more than 30 days from the ballot mailing date. The written ballot must be placed in an unmarked envelope, then in another envelope signed by the member in good standing and must be returned to a designated officer or member in good standing and shall remain unopened until the ballot deadline. After the ballot deadline, the signed envelope must be verified that the member is in good standing. Only then can the ballots be opened in the presence of a minimum of two Executive Committee members or three regular members in good standing as designated by the President, or at a properly called special meeting. Proxy votes will not be allowed. Electronic voting must be set up to track who is casting the ballot, but keep how the member votes secret. Voting results stating who voted and the final results must be sent to all Board members and shall be included in the minutes of the first meeting following the election.

#### **ARTICLE V-EXECUTIVE COMMITTEE (BOARD OF DIRECTORS)**

- The business and affairs of the Society shall be managed by the Executive Committee, which shall consist of six (6) elected officers and four (4) elected directors as provided by Article IX and the immediate Past-President.
- The Executive Committee shall determine its own schedule of meetings. Special meetings may be called by the President or by five (5) members of the Executive Committee.
- Notice of meetings: Written printed or oral notice stating the date, place and hour of the meeting, shall be provided by the Secretary not less than three (3) days prior to the date of the

meeting. Attendance of a member of the Executive Committee at any meeting shall constitute a waiver of notice of such meeting.

- Quorum: A majority of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the Executive Committee present at the meeting at which a quorum is present shall be the act of Executive Committee.

#### **ARTICLE VI-ACTIONS BY WRITTEN CONSENT**

- Any Society action required or permitted by the Bylaws to be taken at a meeting of the members or Executive Committee members of the Society, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

#### **ARTICLE VII-INDEMNIFICATION OF EXECUTIVE COMMITTEE**

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

#### **ARTICLE VIII-OFFICERS AND DIRECTORS**

- There shall be six (6) officers of the Society: President, Vice-President, Secretary, Treasurer, Editor/Webmaster and the Immediate Past President. An officer of the Society must have been a regular, family or honorary member of the Society for at least two (2) years (24 months) prior to holding office. All officers except the President shall be annually elected by the general membership at and shall serve until their successors are duly elected and qualified. The office of President shall be filled by the current Vice-President. In the event that the Vice-President chooses not to serve or is no longer qualified, the president shall be elected by the general membership. Any two offices, except the office of President may be held by the same person. At least one officer of the Society shall have a permanent residence in Oregon and a mailing address within Oregon.
- There shall be four (4) directors of the Society that shall serve as members of the Executive Committee. Each director shall serve for two (2) year term and at least two directors shall be elected annually by the general membership. A director of the Society must have been a regular, family or honorary member of the Society for at least one (1) year (12 months) prior to holding office. At least one of the four directors shall be designated the Western Oregon Director and have a permanent residence in the Willamette Valley (defined as north of Roseburg, west of the Cascades and south of the Oregon-Washington border). At least one

director shall be designated the Eastern Oregon Director and have a permanent residence in Oregon and outside the boundaries of the Western Oregon Director.

- Powers and Duties of the Executive committee: In addition to the powers and duties specified below, the Executive Committee shall have such powers and perform such duties as the Executive Committee may prescribe.
- President: The President, when present, shall preside over all meetings of the Society and shall be an ex officio member of all committees. He or she shall exercise the usual executive powers pertaining to the office of President.
- Vice-President (President elect): In the absence of debility of the President, the Vice-President shall act as President.
- Secretary: It shall be the duty of the Secretary to keep records of the proceedings of the Executive Committee and of the membership; to deliver the records of the proceedings of the Executive Committee and the membership to all members of the Executive Committee within thirty (30) days of the date of the meeting; to administer the Membership Register, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments, in the name of the Society, to keep records of all awards provided by the Society, and to see that all notices required by the Bylaws are properly sent.
- Treasurer: The Treasurer shall have the care, custody and responsibility for all funds and investments of the Society and shall cause to be kept a regular book of account. He or she shall cause to be deposited all funds and valuable effects in the name of the Society in such depositories as may be designated by the Executive Committee. In general, he or she shall perform all usual duties incident to the office of Treasurer. Check signature requirements shall be decided by the Executive Committee.
- Editor/Webmaster: The Editor/Webmaster shall have the responsibility of organizing, publishing and mailing the newsletter to the Society membership and or maintaining the club's website.
- Immediate Past-President: Shall be a member of the Executive Committee with voting privileges.
- Elections of any position of the Executive Committee shall be in accordance with the rules governing the election of officers and directors as set forth under Article IX.
- Vacancies and Removal: The Executive Committee at any regular or special meeting may fill vacancies in any office arising from any cause. Appointed Executive Committee members shall serve until the next annual meeting upon which the general membership shall elect a new officer to fill the vacancy.
- Lack of attendance by any Executive Committee member may be cause for removal of an Executive Committee member. The executive committee at their discretion by a two-thirds (2/3) vote of all its members may remove any elected Executive Committee member. If the remaining Board Members elect to remove said member, then formal notification addressing the reason for the removal shall be mailed by certified mail/return receipt requested to said member and shall be effective upon receipt.

#### **ARTICLE IX-ELECTION OF OFFICERS AND DIRECTORS**

- The officers, except the President, shall be elected annually. At least two (2) directors shall be elected every year.

- The election of officers and directors shall be conducted by written ballot issued to all members in good standing.
- Before issuing the annual ballot, the Executive Committee shall nominate at least one (1) candidate for each office. All Candidates on the ballot shall understand that the position of any Board Member carries with it a responsibility to participate and attend as many Board meetings as possible. The names of the proposed nominees shall be circulated to the members by mail as prescribed in 9.4.
- Written ballots may be sent by first class mail or electronically to all members in good standing and the ballot deadline must be more than 30 days from the ballot mailing date. The written ballot must be placed in an unmarked envelope, then in another envelope signed by the member in good standing and must be returned to a designated officer or member in good standing and shall remain unopened until the ballot deadline. After the ballot deadline, the signed envelopes must verify that the member is in good standing. Only then can the ballots be opened in the presence of a minimum of two Executive Committee members or three regular members in good standing as designated by the President, or at a properly called special meeting. Announcement of the results shall be made by the Executive Committee. Proxy votes will not be allowed. Electronic voting must be set up to track who is casting the ballot, but keep how the member votes secret. Voting results stating who voted and the final results must be sent to all Board members and shall be included in the minutes of the first meeting following the election.
- The election shall be determined by the majority of votes cast. If no one person receives a majority, another ballot shall be issued with the names of the tied nominees only.
- Officers and directors shall assume their new posts on the first day of January.
- Removal: The Executive Committee at the discretion by two-thirds (2/3) votes of all its members may remove any elected officer or director for cause. The general membership at its discretion by two-thirds (2/3) vote of all its members may remove any elected officer or director for cause.

#### **ARTICLE X-COMMITTEES**

- The Executive Committee shall establish and terminate such committees from time to time as it deems advisable for the conduct of business of the Society. The President shall appoint the chairperson of all committees.

#### **ARTICLE XI-ADMINISTRATIVE AND FINANCIAL PROVISIONS**

- Annual dues for Regular and Family members shall be fixed from time to time by the general membership as set forth in article 4.4.
- The fiscal year of the Society shall begin on the first day of January.
- No loans shall be made by the Society to any person.
- The Society shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members and Executive Committee, and shall keep in the custody of the Secretary the names and addresses of its members entitled to vote. All books and records of the Society may be inspected by any Regular member for any proper purpose at any reasonable time.

- A committee appointed by the President shall review the books of account of the Society at least once a year. *Amended December 2016*
- The rules of procedure at meetings of the members and of the Executive Committee shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws or with any resolution of the Executive Committee.
- Upon dissolution of the Society after all obligations are satisfied, remaining assets shall go to a non-profit organization with similar purposes of the Society as determined by the Executive Committee.

## **ARTICLE XII-AMENDMENTS TO BYLAWS**

- These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of ballots cast by members in good standing. Proxy votes will not be allowed. Amendments to these Bylaws and a ballot for voting shall be emailed or mailed to all members in good standing at least thirty (30) days prior to the date ballots are to be counted by the Secretary. The Secretary shall count the votes on the Bylaw changes and report the results to the membership within five days after the deadline for receiving the ballots.
- To have a vote on proposed, altered, amended or repealed Bylaw, the proposed Bylaw must be offered by the Executive Committee or by petition of twenty (20) percent of the Regular Members in good standing.

## **ARTICLE XIII-DISCIPLINARY PROCEDURES**

- Protest Process
- Protests under this section may be made only by members in good standing. A member filing a protest must be a member in good standing before the occurrence of the alleged violation being protested.
- Any member desiring to protest any alleged violation of the Bylaws or any other rule adopted by the Board of Directors or the membership must do so by submitting a written complaint, signed by the member, to the OSDS Secretary postmarked or delivered within (10) days of the alleged violation. Such written complaint shall be accompanied by a cashier's check in the amount of fifty dollars (\$50) payable to the OSDS.
- A copy of any written complaint submitted shall be distributed to the Board of Directors and to any person accused in the complaint of a violation.
- The OSDS President shall appoint a Hearing Committee to consider the complaint and conduct any investigation. The Hearing Committee shall consist of five (5) members who must be OSDS members in good standing. The Hearing Committee shall report its findings to the Board of Directors. If after an investigation a majority of the Hearing Committee determines that no further action is warranted, the complainant and accused person will be notified, and no further action will be taken. If a majority of the Hearing Committee determines that grounds exist for possible disciplinary action, the complainant and accused person will be notified, the fifty (\$50) dollars will be returned to the complainant, and the matter will be referred to the Board of Directors.
- If the Hearing Committee refers a disciplinary matter to the Board of Directors, the President, after consulting with the Board of Directors, shall set a time and place for hearing. The Secretary shall give the accused person not less than fifteen (15) days written notice of the

hearing. At the hearing the accused person shall have the opportunity to be heard and to be present evidence in his/her behalf and to hear and refute evidence offered against him/her. The accused person may be represented by another person, including legal counsel. The hearing may be conducted by telephone conference call. A record shall be kept of the hearing.

- Any notice required may be served by delivering a copy of the notice to the accused person or his/her attorney of record either in person or by certified mail, return receipt requested, postage prepaid, to his/her last known address as it appears on OSDS records. Notice s complete upon deposit in the U.S. Mail.
- No continuance shall be granted unless requested in writing at least seven (7) days before the hearing and good cause for a continuance is shown. A continuance shall be granted or denied at the sole discretion of the OSDS President.
- If the Board of Directors rules that disciplinary action is appropriate, the accused person's name, the provision violated and the disciplinary action shall be published in the OSDS newsletter.
- Any accused person may be disciplined if the Board of Directors finds, by a preponderance of the evidence, that the person has committed a violation as described herein.
- Violations-The following provisions regarding misconduct at, or in conjunction with, an OSDS approved event or an OSDS sanctioned trial, while not all-inclusive, are violations subject to disciplinary procedures.
- Inhumane treatment of dog or stock at the trial or event field or grounds.
- Tampering with competition livestock
- Attempting to bribe, fix, influence or intimidate the judge, trial secretary, timekeeper, course director or any other trial or event official.
- Altering or attempting to alter the draw.
- Failing to pay any obligation owing to OSDS or the trial management or giving worthless check for entry fees, office charges, stock charges, premiums, awards, prizes, or any other fees or charges connected with the trial or event, provided, however, that the accused person shall be given twenty-one (21) days written notice of the amount due and the intention of OSDS to pursue disciplinary action in the even the obligation is not paid.
- Talking with the judge about any trial-related matters throughout the duration of the trial or discussing with the judge any ideas or methods of judging or handling except at approved handlers' meetings.
- Attempting to aid or distract another competitor while he/she is competing.