

MID-SOUTH STOCK DOG ASSOCIATION CONSTITUTION

SECTION 1.1 The name of the association shall be the Mid-South Stock Dog Association, hereinafter referred to as the Association.

SECTION 2.1 Principle office of the Association is the mailing addresses of the officers.

SECTION 3.1 Objectives of this Association shall be:

- (a) For the purpose of training herding dogs in order to develop their native ability and physical prowess.
- (b) To engage in and encourage participation in clinics, seminars and trials.
- (c) To hold and support educational opportunities to assist stock owners in having useful working farm dogs.
- (d) To carry out an educational program for the public that will advance the understanding of the herding dog.
- (e) To protect and advance the interest of the herding dog and encourage sportsmanlike competition at trials.

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

MID-SOUTH STOCK DOG ASSOCIATION BY-LAWS

ARTICLE I ~ MEMBERSHIP

SECTION 1 Qualifications for Membership

Membership shall be open to all persons who subscribe to the purpose of this Association. Membership is to be unrestricted as to residence. There shall be two types of membership.

- A. Single membership. Open to any person regardless of age-entitled to cast (1) vote.
- B. Family membership. Open to any family unit – entitled to cast two (2) votes.

SECTION 2 Dues

Membership dues shall be set by the Board of Directors prior to the annual meeting and will be subject to change upon notification to the members. Such dues shall be payable on or before January 1. No Association privileges will be honored for any member not in good standing. **THE FISCAL YEAR BEGINS JANUARY 1.**

SECTION 3 Membership

Each member shall abide by this Constitution and these By-laws. The prospective member shall submit dues for the current year.

SECTION 4 Termination of Membership

Any membership whose dues and/or assessments have not been paid by one (1) year is automatically terminated.

ARTICLE II ~ MEETINGS

SECTION 1 Annual Meetings

The annual general meeting of the Association shall be held at a place, date and hour designated by the Board of Directors and will be an open meeting. Written notice of the annual meetings shall be mailed by the Secretary to each member in good standing at least two weeks prior to the date of the meeting.

SECTION 2 Special Meetings

Special association meetings may be called by the President or by a majority vote of the members of the Board, 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 shall be held within forty-five (45) days of receipts of the petition at such place, date and hours as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the Secretary to each voting member in good standing at least 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.

SECTION 3 Board Meetings

The first meeting of the Board shall be held following the annual general meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. All Board meetings shall be open to general membership and the members may be recognized by the chairman at his/her discretion.

ARTICLE III ~ DIRECTORS and OFFICERS

SECTION 1 Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary/Treasurer, and three (3) numbered Directors 1 through 3. All shall be members in good standing of the Association, shall be elected as provided for in Article IV and shall serve until their successors are elected. General management of the Association's affairs shall be entrusted to the Board of Directors.

SECTION 2 Officers

The Association officers, consisting of the President, Vice President and Secretary/ Treasurer shall serve 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 powers of the President in the case of the President's death, incapacity or absence and, in addition, may be chairman of any special committee (not to be confused with standing committees) and shall be responsible for coordinating the activities of said committee in seeing that it carries out its duties in a timely manner.

C. The Secretary/Treasurer shall keep a record of all meetings of the Association and of all votes and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, letters of confirmation for judges, use of sheep for trials, and use of trial fields, notification of meetings, and carry out such other duties as are prescribed in these By-laws; shall collect and receive all monies due or belonging to the Association; shall deposit same in a bank approved by the Board, in the name of the Association; the books shall be open at all times to inspection of the Board and shall report to them monthly and at every meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting shall render an account of all monies received and expensed during the previous fiscal year.

SECTION 3 Directors

The Association's Directors consisting of the three (3) positions shall serve in their capacities to assist the officers and perform such duties as are set forth in these By-laws.

SECTION 4 Term of Office

Elected officers and directors shall be elected at large at the annual meeting and shall serve for a one (1) year term. Any officer can be re-elected to the same office in consecutive years, if the membership so votes.

SECTION 5 Vacancies

Officers – any vacancy occurring among the Officers during the term shall be filled for the remaining term of office by a majority vote of all remaining members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in that office shall be filled in an acting capacity or for the remaining term of office by a Director as approved by the Board.

SECTION 6 Removal

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

A. Removal will be a vote of two-thirds (2/3) of all members of the Board. Determination of such conduct will be a hearing with written or oral testimony before the Board.

B. Removal by recall requires a signed petition by 75% of the Association membership of record stating the reason for removal. Petitions will be submitted to the Secretary who will verify all signatures.

ARTICLE IV ASSOCIATION YEAR, VOTING, NOMINATIONS and ELECTIONS

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 meeting and shall continue through the next annual meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the annual meeting and each retiring Officer shall turn over to his successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 2 Voting

At annual meetings or special meetings of the Association, voting shall be limited to those members in good standing who are present at the meeting.

SECTION 3 Nominations

Any person nominated for office or Board position must accept the nomination verbally or in writing to be eligible for election. No person may be a candidate in an Association election who has not been nominated in accordance with these By-laws. No person will be eligible for nomination who is not a member in good standing as defined by Article I.

SECTION 4 Elections

The election of Officers and Directors shall be conducted by secret ballot at the annual meeting. Ballots shall be counted at the meeting by three (3) inspectors of election who are members in good standing, who are neither members of the current Board nor candidates on the ballot, and who shall be chosen by the chairman of the members present at the meeting. The person receiving the largest number of votes for each position shall be declared elected.

ARTICLE V ~ COMMITTEES

SECTION 1 Standing committees or individuals

The Board may each year 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 well be served by committees or individuals. Such committees or individuals 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.

SECTION 2 Termination

Any committee or individual appointment may be terminated by a majority vote of the full membership of the Board upon written notice to appointee and the Board may appoint successors to those persons whose service as been terminated.

ARTICLE VI ~ AMENDMENTS

SECTION 1 Amendments to the Constitution and By-laws

Amendments may be proposed by the Board of Directors or by Written petition addressed to the Secretary and signed by twenty percent (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 recommendations of the Board by the Secretary for a vote at the next annual general meeting. At no time shall changes be made to the Constitution and By-laws other than at the annual general meeting as outlined above.

ARTICLE VII 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 and after all monetary obligations are met.