

# **Georgia Stock Dog Association**

ByLaws

Revised (09/13/2019)

## **ARTICLE I**

**SECTION ONE:** This association shall be known as the **GEORGIA STOCK DOG ASSOCIATION** (The Association) the term for which shall be perpetual.

**SECTION TWO:** The association, its officers and directors shall not be or be deemed to constitute in law or in equity a partnership, agency, fiduciary, employer or joint venture.

**SECTION THREE:** The Association is organized and operated to encourage, promote and develop interest in the breeding, training and working of stock dogs. The Association shall carry out the foregoing purposes by: conducting and sponsoring trials, activities, and contests, establishing the efficient promotion and management of the sport of herding in Georgia, establishing requirements, categories and criteria for membership in the association, maintaining the traditional and historical connection of the stock dog with farming, ranching, and the livestock industry, and cooperating with other canine breed associations having common purposes.

**SECTION FOUR:** The principal office or place of business of the Association shall be that of the current Secretary.

**SECTION FIVE:** The fiscal year of the Association shall be August 1 through July 31, inclusive, of each year unless otherwise determined by the Board of Directors.

## **ARTICLE II**

### **MEMBERSHIP**

**SECTION ONE:** Membership in the Association is a privilege not a right. Application shall be made on forms and fees rendered and procedures prescribed from time to time. Membership in the Association, fees, benefits, and guidelines are set forth herein and may be changed from time to time.

**SECTION TWO:** Georgia residents who are of good moral character shall be eligible for membership in the Association. Out of state membership shall be available to any individual of good moral character. Out of state members will have the right to vote and are eligible for all awards including end of the year awards but may not hold elected office.

**SECTION THREE:** Membership will be annual. Annual dues will be determined by the Board of Directors and are due August 1 for the coming year.

**SECTION FOUR:** Membership may be terminated for violation of the Code of Conduct and Rules violations.

### **ARTICLE III**

#### **MEMBERS**

**SECTION ONE:** All members of the Association are responsible for reading and understanding the prevailing rules of the Association in addition to any Special rules that may apply at an individual trial.

**SECTION TWO:** Members are responsible for the election of the President and the Vice President. They are also responsible for the improvement of the Association, invitational trials, and the promotion of the Georgia Stock Dog Association throughout their communities.

**SECTION THREE:** An annual meeting of the members of the Association will be held in conjunction with the Association trial held in the fall and shall be held at a time determined by the Board of Directors. Written notice of said meeting shall be given to all current members of the Association.

**SECTION FOUR:** Each member in good standing shall be entitled to one vote in club elections. For Family Household memberships in good standing, up to two members shall be allowed to vote.

Votes for the President and the Vice President will be accepted (1) by paper ballot at the annual meeting, or (2) electronically until 5 days prior to the meeting.

The Secretary or designee shall verify each vote is valid prior to counting that vote for the named nominee. A valid vote requires (a) the name of a valid nominee, (b) submission by a member in good standing, and (c) reception in writing within the restrictions stated above.

In the event of a tie, a runoff shall be conducted as determined by the Board of Directors.

**SECTION FIVE:** There shall be two officers of the Association elected by the membership for two-year terms. These are the President and Vice President.

The Secretary shall issue a call for President and Vice President nominations in writing at least six weeks prior to the annual meeting.

Members may nominate any member in good standing who resides in the state of Georgia, (with their permission, including themselves), for President or Vice President at (1) the GSDA annual meeting, or (2) via email until 5 days prior to the meeting. The Secretary will provide validated nominees to the webmaster for posting to the GSDA website.

In the event of a tie, a runoff shall be conducted as determined by the Board of Directors.

**SECTION SIX:** The order of business at any regular meeting of the members shall be:

- (A) Roll Call
- (B) Proof of notice
- (C) Reading and Disposal of minutes
- (D) Report of Officer and directors
- (E) Election matters if any
- (F) Unfinished Business
- (G) New business, and
- (H) Adjournment

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**SECTION ONE:** The Board of Directors shall be the governing body of the Association and have the power and authority to make, amend, repeal, and enforce rules and regulations, not contrary to law or these ByLaws as they deem necessary concerning: the conduct, management, and activities of the Association, the admission, qualification, supervision and suspension of members, removal of officers, the rules and regulations, setting the procedure of such suspension, expulsion or removal, the fixing and collecting of dues and fees, the expenditure of money, the auditing of books and records, the conducting of Association trials and any other details relating to the general purpose of the Association.

**SECTION TWO:** The Chairman of the Board of Directors shall be elected at the Annual Meeting of the Board of Directors by a majority vote. The Chairman of the Board of Directors shall serve as the Chief Operating Officer of the Association.

**SECTION THREE:** The Board of Directors shall consist of Honorary Life Directors (members of the first board of directors), the current President, Vice President, Secretary, and Treasurer (the Officers of the Association), Honorary appointed members and the most recent past President (notwithstanding the exceptions below).

Honorary Appointed Members of the Board of Directors shall be open to persons who have made a significant contribution to the Association. An Honorary member shall be elected at the annual meeting of the Board of Directors by a majority vote. The length of term shall be two years. The past president of the Association shall be come a member of the Board of Directors for a term of two years. The exception to this would be the resignation of the President during their current term, death or removal from office. All members of the Board of Directors shall have one vote, no vote carrying more weight than another, and shall enjoy the same rights and privileges set forth in the ByLaws.

Eligibility to serve on the board shall include but is not limited to: membership for a year in the Association, attainment of 21 years of age, and absence of felony conviction.

In the event of a vacancy on the Board of Directors whether by death, resignation, disqualification, termination or any other cause the President shall have the authority to appoint an individual from the membership to fill the unexpired term of the vacating director.

**SECTION FOUR:** The Board of Directors shall meet annually either in person or by consent unless otherwise determined by the Board of Directors.

**SECTION FIVE:** Special meetings of the Board of Directors may be called by the President of the Association or by action of at least 50% of the members of the Board of Directors at any time or place as long as notice is give to all Board members.

**SECTION SIX:** A quorum shall consist of 2/3 of the Directors. All meetings of the Board of Directors may adjourn from day to day or time to time until a quorum is obtained. Voting at any meeting must be in person. Voting by proxy shall not be allowed. Voting may, from time to time as necessitated by proximity of board members, be conducted electronically. Members will respond with a "reply all" so that all members may be aware of the others opinion or vote.

**SECTION SEVEN:** The order of business for a regular Board meeting shall be the same as set out for Membership meetings in Article III Section Five. The President shall have the sole discretion to determine the circumstances under which individuals other than Board members shall be

permitted to attend Board meetings. The Board of Directors may determine the circumstances under which they shall go into a closed session.

**SECTION EIGHT:** The Board of Directors may create and empower committees and create positions and programs as needed.

## **ARTICLE V**

### **OFFICERS AND DUTIES**

**SECTION ONE:** There shall be two officers of the Association elected by the membership for two-year terms. These are the President and Vice President. Nominations for these positions will be accepted, and a vote shall be taken pursuant to Article III Section Four.

**SECTION TWO:** The president shall preside at all meetings of the Association and the Board of Directors. He/she shall conduct the business of the association in accordance with the ByLaws and other rules and regulations of the Association. He/she shall be an ex-officio member of all committees. In the event of the death, resignation, disqualification or removal from office of the President the then serving Vice President shall assume the office of President for the remainder of the term.

**SECTION THREE:** The Vice President shall assist the President in the discharge of his or her duties. The Vice President shall be a member of the Board of Directors for his/her two-year term. In the event the Vice President must step up to the role of the President or in the event of death, resignation, disqualification or removal from office a special vote will be taken by the membership to elect a new Vice President. The Secretary will see that the membership is made aware of such events and conduct the replacement of the Vice President in a manner suitable at that time and with the support of the Board of Directors.

**SECTION FOUR:** The Board of Directors shall appoint a member in good standing of the Association to serve as Secretary and a member in good standing to serve as Treasurer of the Association. These positions will be perpetual as long as the member is in good standing or until the point of death, resignation, disqualification or removal. At such time the Board of Directors will select a new Secretary and/or Treasurer.

**SECTION FIVE:** The Secretary of the Association shall keep minutes of all meetings, see that all notices are given in accordance with the ByLaws or as required by law, conduct elections, keep the membership roll of the association, compile entries for all Association trials, and other duties as determined by the Board of Directors. The Treasurer shall collect monies due the Association in the course of regular operation and for special events, be required to make reports of current receipts and disbursements to the Board of Directors and other duties as determined by the Board of Directors.

**SECTION SIX:** Officers shall take office immediately following the annual membership meeting. Each retiring officer shall turn over to his successor all properties and records relating to that office.

**SECTION SEVEN:** Any officer whether elected or appointed who engages in conduct which is deemed detrimental to the Association as determined by a 2/3 vote of the Directors present at any meeting at which a quorum is present may be removed.

## **ARTICLE VI**

### **EARNINGS AND EXPENSES**

No part of the net earnings of the Association shall inure to the benefit of any member, director, or officer of the Association or any private individual provided, however, that reasonable compensation might be paid for services rendered.

## **ARTICLE VII**

### **AMENDMENTS**

The Board of Directors of the Association shall have the power to repeal, revise, modify, or amend the by laws of the Association at any annual, regular or special meeting of the Board of Directors.