

Georgia StockDog Associates

ByLaws

as of 05/03/2022 v1.a

ARTICLE I

GEORGIA STOCKDOG ASSOCIATES

SECTION ONE: This entity shall be known as the **Georgia StockDog Associates** (here-after the Club) the term for which shall be perpetual.

SECTION TWO: The Club operates under a non profit 501c3 corporation under the laws of the State of Georgia with the name of GSDA, Inc. with a fiscal year of August 1st through July 31st. This was purposely done to reflect the Stockdog Trialing Year for the earning of GSDA “Club Year End Points” which is also August 1st through July 31st.

Officers and Directors of GSDA, Inc. are required to be Officers or Directors the Club, (here-after the Club Board Members). However, Club Board Members are not required to be Officers or Directors of GSDA, Inc.

The Club Board and the GSDA, Inc. Board are separate and distinct entities that are designed to have overlapping personnel. (i.e. The GSDA, Inc. CEO must be on the Club Board, however the Club President, who is on the Club Board, is not required to be an Officer or Director of GSDA, Inc.)

SECTION THREE: The Club Board Members shall not be deemed to constitute in law or in equity a partnership, agency, fiduciary, employer or joint venture. The GSDA, Inc. Board, it's officers and directors, shall run the non profit legal entity licensed in the State of Georgia as GSDA, Inc.

SECTION FOUR: The Club Board Members are responsible for the election of the GSDA, Inc. officers and Directors and the day to day operations of the Georgia StockDog Associates club.

SECTION FIVE: The Club is organized and operated to encourage, promote and develop interest in the breeding, training and working of stockdogs. The Club 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 Club, maintaining the traditional and historical connection of the stockdog with

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farming, ranching, and the livestock industry, and cooperating with other canine breed associations having common purposes.

SECTION SIX: The principal office or place of business of the Club shall be that of the current Club Secretary.

SECTION SEVEN: The fiscal year of the Club shall be August 1 through July 31, inclusive, of each year.

ARTICLE II

MEMBERSHIP

SECTION ONE: Membership in the Club 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 Club, 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 Club. 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 office.

SECTION THREE: Membership will be annual. Annual dues will be determined by the Club Board and are due August 1 for the coming Club 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 Club are responsible for reading and understanding the prevailing rules of the Club in addition to any Special rules that may apply at an individual trial or event.

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SECTION TWO: Members are responsible for the election of the Club President and the Club Vice President. They are also responsible for the improvement of the Club, invitational trials, and the promotion of the Georgia StockDog Associates throughout their communities.

SECTION THREE: An annual meeting of the members of the Club will be held at a time determined by the Club Board. Written notice of said meeting shall be sent to all current members of the Club.

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

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

The Club 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.

SECTION FIVE: There shall be two officers of the Club elected by the membership for two-year terms. These are the Club President and Vice President who upon installation, are members of the Club Board.

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

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

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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 the Club Board personnel
- (E) Election matters if any
- (F) Unfinished Business
- (G) New business, and
- (H) Adjournment

ARTICLE IV

GSDA CLUB BOARD

SECTION ONE: The Club Board shall be the governing body of the Club 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 Club, 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 Club trials and any other details relating to the general purpose of the Club.

SECTION TWO: The Chairman of the Club Board shall be elected at the Annual Meeting of the Club Board by a majority vote.

SECTION THREE: The Club Board shall consist of the current President, Vice President, Secretary, and Treasurer (the Officers of the Club), and the Appointed Members of Club Board, not to exceed seven (7) Members total on the Club Board. (notwithstanding the exceptions below).

Appointed Members of the Club Board shall be open to persons who have made a significant contribution to the Club. An Appointed Board member shall be appointed via the Club Board by a majority vote. The length of term shall be two years and be consistent with established term begin and term end dates.

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The Club Board shall automatically begin the process to appoint the outgoing President for selection as an Appointed Board Member pursuant to (1) receiving permission from the outgoing President, and (2) the installation of the incoming President. The exception to this would be the resignation of the President during their current term, death, or removal from office.

All members of the Club Board 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 Club Board shall include but is not limited to membership in the Club, attainment of 21 years of age, and absence of felony conviction.

In the event of a vacancy on the Club Board whether by death, resignation, disqualification, termination or any other cause the President shall have the authority to nominate an individual from the Club Membership for appointment to the Club Board. The Club Board shall then follow the Appointed Members of the Club Board guidelines as stated here-in, to confirm or deny the individuals appointment to the Club Board.

SECTION FOUR: The Club Board shall meet at least annually. This meeting may either be in person or by consent unless otherwise determined by the Club Board.

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

SECTION SIX: A quorum shall consist of 2/3 of the Club Board. All meetings of the Club Board may adjourn from day to day or time to time until a quorum is obtained. Voting at any Club Board Meeting must be in person. Voting by proxy shall not be allowed. Voting may, from time to time as necessitated by proximity of Club Board Members, be conducted electronically. Members will respond with a "reply all" on all electronic votes, (email, text message, etc.), so that all Club Board Members may be aware of the others opinion or vote.

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SECTION SEVEN: The order of business for a regular Club 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 Club Board members shall be permitted to attend Club Board meetings. The Club Board may determine the circumstances under which they shall go into a closed session with a majority vote.

SECTION EIGHT: The Club Board may create and empower committees and create positions and programs as needed.

ARTICLE V

CLUB OFFICERS AND DUTIES

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

SECTION TWO: The Club President shall preside at all meetings of the Club and the Club Board. He/she shall conduct the business of the Club in accordance with the ByLaws and other rules and regulations of the Club. 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 Club President the then serving Club Vice President shall assume the office of Club President for the remainder of the outgoing Club Presidents' term while retaining the Club Vice President responsibilities until a Club Vice President replacement is installed.

SECTION THREE: The Club Vice President shall assist the Club President in the discharge of his or her duties. The Club Vice President shall be a member of the Club Board for his/her two-year term. In the event the Club Vice President must step up to the role of the Club 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 Club Vice President. The Club Secretary will see that the membership is made aware of such events and conduct the replacement of the Club Vice President in a manner suitable at that time and with the support of the Club Board.

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SECTION FOUR: The Club Board shall appoint a member in good standing of the Club to serve as Secretary and a member in good standing to serve as Treasurer of the Club. These positions are held for predetermined two year terms as long as the member continues in good standing or until the point of death, resignation, disqualification, or removal. At such time the Club Board will select a new Club Secretary and/or Club Treasurer.

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

SECTION SIX: Incoming Club Officers and Appointed Board Members, (the Club Board), shall take office upon the expiration of the outgoing Club Board Member predetermined term.

In the situation where the outgoing Club Board Member decides to resign his/her Club Board Member responsibilities once the incoming Club Board Member is officiated, the incoming Club Board Member will take office immediately, fulfilling the outgoing Club Board Members' term and then fulfilling their normal incoming term.

Outgoing Club Board Members shall turn over to the Club Board, all properties, records, and assets relating to the outgoing Club Board Members' Club activities.

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

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ARTICLE VI

EARNINGS AND EXPENSES

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

ARTICLE VII

CLUB BOARD MEMBERS TERMS OF SERVICE

The “Club Board Members Terms of Service” document, updated 06/27/2021 v1.a, is here-by included in these ByLaws

ARTICLE VIII

AMENDMENTS TO THESE BYLAWS

Any Club Member in good standing has the right to propose the revision, modification, or amendment to the ByLaws of the Club.^{05/03/2022}

Only the Club Membership shall have the power to revise, modify, or amend, (change), the ByLaws of the Club via the process here-in.^{05/03/2022}

All Club Members in good standing shall be presented the proposed change and invited to express their Yes/No vote to the ByLaws change in writing, paper or email, to the Club Secretary within 30 days of the distribution of the ByLaws change notice.^{05/03/2022}

The ByLaws change will be deemed accepted, and applied to the then current ByLaws, upon a Yes vote of at least two thirds (2/3) of all Club Members in good standing. If the two thirds number is not reached, the change to the ByLaws will be deemed rejected, and not applied.^{05/03/2022}

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