

**Central Asian Shepherd Society of America
Constitution and Bylaws**

CONSTITUTION

Article I. Association Name. This association shall be known as the Central Asian Shepherd Society of America, hereinafter also referred to as “the Society.”

Article II. Objectives. The objectives of the Association shall be:

- To protect and advance the interests of the breed by encouraging Total dogs. CAS that can prove its guardian heritage, reflect the standard of the breed and possess temperament applicable for their breed.
- To encourage UKC litter registration, to promote UKC sanctioned events and to urge the members and breeders to accept the standard of the breed as approved by UKC.
- To develop a basic protection test program that tests the Central Asian Shepherd instincts.
- To host UKC Multi Breed sanctioned events.

Article III. Association Profits. The Society shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Society shall benefit any member or individual.

Article IV. Rules for Licensed Events. All licensed events sponsored by the Society will be run in accordance with the rules, policies, and procedures of the United Kennel Club®.

Article V. No individual or group of individuals known to: promote, support, raise dogs for fighting; knowingly sell, give or trade dogs that will be used for fighting; condone or be associated with the facing off, game testing, rolling or pitting; will be tolerated or allowed membership in the Society. Such individuals will be banned from all UKC events and clubs, with no reinstatement at any time. In addition the Society’s position on this issue must be upheld. Violations of our code or UKC Code will result in termination of membership.

Article VI. Revisions. The members of the Association shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

BYLAWS

Article I. Membership.

Section 1. Eligibility. There shall be 4 types of membership open to any breeder, owner, or fancier of the Central Asian Shepherd Breed who subscribes to the purposes and objectives of the Society, agrees to abide by the Central Asian Shepherd Society of America's Code of Ethics and who is in good standing with U.K.C.

Section 2. Types of membership.

Section 2.1. Single membership. Open to members 18 years of age or older. Single members are entitled to one vote and are eligible to hold office in the Association.

Section 2.2. Family/Household membership. Open to any two members of a household 18 years of age or older. Each Family/Household membership is entitled to two votes but only one member may hold office at any one time.

Section 2.3. Honorary membership. The Board of Directors may elect to honorary membership any member in good standing or any non-member who meets the eligibility requirements for membership. An affirmative vote of 2/3 of the Directors present at a meeting of the Board, or 2/3 of the entire Board voting by mail shall be required to elect an honorary member. Honorary members shall be exempt from dues. No honorary members may vote unless he/she was a member in good standing of the Society at the time he/she was elected to honorary membership.

Section 2.4 Associate membership. Non Central Asian Shepherd owners who wish to participate in Multi Breed UKC Licensed Events hosted by the Society. Associate members shall not be entitled to Vote or eligible to hold office, but shall be eligible for annual trophies and awards offered by or through the Society.

Section 2.5. Junior membership. Junior membership is open to any individual who is 12 years to seventeen years of age. Juniors may convert to Single membership upon reaching their 18th birthday. Junior members shall not be entitled to vote or eligible to hold office, but shall be eligible for annual trophies or awards offered by or through the Society.

Section 3. Dues

Section 3.1. Amount. Membership dues are as follows:

Single membership	\$15.00
Family/Household membership	\$20.00
Junior membership	\$ 1.00
Associate Membership	\$ 5.00

Section 3.2. Payment of dues. Dues are payable on or before the first day of Jan of each year.

Section 3.3. Dues statement. On November 15th of each year, the Treasurer shall send to each member a statement of dues for the ensuing year.

Section 3.4. Nonpayment of dues. No member may vote whose dues are not paid for the current year. The names of members who have not paid their dues shall be published in the first Society newsletter published after January 1st of each year. The membership of any member who has not paid his/her dues by March 31st of any calendar year shall lapse. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies for an extension.

Section 4. Application for membership. Each applicant for membership in the Association shall apply on a Board-approved Application for Membership, which shall provide that the applicant agrees to abide by the Constitution, Bylaws and Code of Ethics of the Society and the rules and regulations of the United Kennel Club. The prospective member shall submit the completed application and dues payment for the current year to the Secretary, at which time the applicant's membership shall become effective.

Section 5. Termination of Membership. Memberships may be terminated for any of the following reasons:

Section 5.1. Resignation. Any member in good standing may resign from the Society upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Society. Dues are considered an obligation to the Society and are

incurred the first day of each fiscal year.

Section 5.2. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after March 31st. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies for an extension. In no case may a person be entitled to vote at any Society meeting whose dues are unpaid as of the date of the meeting. Dues paid at such a meeting allow that member reinstatement of voting rights.

Section 5.3. Suspension. Any member who is suspended or barred from the privileges of the United Kennel Club is automatically suspended or barred from the privileges of membership in the Society for the same period of time.

Section 5.4. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these bylaws.

Article II. Society Year.

Section 1. Fiscal Year. The Society's fiscal year shall begin on the 1st day of January and end on the last day of December.

Section 2. Official Year. The Society's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

Article III. Meetings.

Section 1. Regular membership meetings. Regular membership meetings of the club shall be held at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be mailed not later than 15 days prior to the meeting.

Section 2. Annual membership meeting. The annual in-person membership meeting of the Association shall be held at such time and place as may be designated by the Board of Directors. Please visit the CASSA website for UKC local events in which CASSA Members are gathering. *Membership meeting will be held with our National dog show.* Written notice of the time, place and location of this meeting shall be mailed not later than 15 days prior to the meeting.

Section 3. Special Society meetings. Special meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by mail, and shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members of the Society who are in good standing. Such special meetings shall be held at a place, date and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be mailed by the Secretary at least fifteen (15) days and not more than thirty (30) days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other Society business may be transacted thereat. The quorum for such a meeting shall be 20 percent of the members in good standing.

Section 4. Board meetings. The first meeting of the Board shall be held immediately following the annual Society meeting and election. Meetings of the Society's Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine by resolution of the Board of Directors. Written notice of each such meeting shall be mailed by the Secretary at least 15 days prior to the date of the meeting.

Section 5. Special Board meetings. Special meetings of the Board may be called by the Society President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meeting shall be held at such time and place as may be designated by the person authorized to call such meeting. The Secretary shall mail written notice of such meeting at least 30 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 6. Conducting Association business via electronic communication. Society and Board members may use e-mail, chat rooms, message boards and other means of electronic communication to facilitate Society business.

Section 6.1. Society discussions.

a. Notice. Written notice of Society on-line discussions shall be mailed or e-mailed to all Association members in good standing by the Secretary at least 14 days and not more than 30 days prior to the scheduled discussion. Notice shall include:

1. A designated e-mail list, chat room or message board with instructions how to access the list, room or message board;
usacas@yahoogroups.com
2. The purpose(s) of the meeting and the starting and ending dates & times during which discussion may take place. No other Society's business shall be discussed.

b. Quorum. No quorum shall be required for Society discussions.

c. Voting. No vote may be taken on any motion.

d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 6.2. Regular Board discussions. A majority of the Board may designate a regular date, time and e-mail list, chat room or message board for Board discussions.

a. Notice. These regular discussions may be held without notice but the President shall publish an agenda at the beginning of each discussion.

b. Roll call. The Secretary will take a roll call at the beginning of each meeting period.

c. Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat room or within 24 hours on an e-mail list or message board.

d. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail or fax by the Secretary within 10 days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.

e. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying e-mail from the list, or by taking notes of the discussion.

Section 6.3. Special Board discussions. Special Board discussions may be called by the Association President, Vice President, or by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special discussion shall be held at such date and time and in such electronic format (e-mail list, chat room or message board) as may be designated by the person authorized to call for such a discussion.

a. Notice. The Secretary shall mail or e-mail written notice of such meeting at least 14 days prior to the date of the discussion. Any such notice shall state the purpose of the discussion and no other business shall be transacted thereat.

b. Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat room or within 24 hours on an e-mail list or message board.

c. Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless a written copy of the motion signed by the Board member clearly indicating the Board member's approval or disapproval of the motion is received via mail or fax by the Secretary within 10 days of the electronic vote. Board members shall be notified by mail or e-mail of the results of all balloting.

d. Minutes. The Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message

board, copying e-mail from the list, or by taking notes of the discussion.

Section 7. Quorum.

Section 7.1. Membership meetings. The quorum for all Society membership meetings shall be 20 percent of the members in good standing.

Section 7.2. Board meetings. The quorum for all Society Board meetings shall be a majority of the Board.

Section 8. Voting. Each Society member in good standing whose dues are paid for the current year shall be entitled to vote at any membership meeting at which the member is present or by ballot. Proxy voting shall not be permitted.

Article IV. Directors and Officers.

Section 1. Board of Directors. The Board of Directors shall be composed of the Officers and four directors, all of whom shall be members in good standing and all of whom shall be elected as provided in Article V and shall serve until their successors are elected. In addition, the immediate past President shall serve as voting member of the board for a period of one year only. General management of the Society's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers of the Society shall serve for three years or until their successors are elected. All Officers shall be limited to two consecutive terms of office and no person may hold more than one office per term. The other members of the Board of Directors shall be elected for two year terms so staggered that one-half are elected at each annual meeting

Section 3. Officers. The Society Officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Society and its meetings and the board and its meetings. All Officers must be in good standing with the United Kennel Club.

Section 3.1. President. The President shall preside at all meetings of the Society and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these bylaws.

Section 3.2. Vice President. The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

Section 3.3. Secretary. The Secretary shall keep a written record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, including but not limited to:

- a. Notifying members of meetings and events;
- b. Notifying new members of their election to membership;
- c. Keeping a roll of the members of the Society with their addresses, phone numbers, and e-mail;
- d. Accept membership applications and issue membership cards;
- e. Preparing, printing, and mailing official Society ballots;
- f. Notifying Officers and Directors of their election to office;
- g. In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President; and
- h. Carrying out other such duties as prescribed in these bylaws.

Section 3.4. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Society. Moneys shall be deposited in a bank designated by the board, in the name of the Society. The books shall at all times be accurate, up to date, and open to inspection by the board. A report shall be given at every meeting of the condition of the Society's finances and every item of receipt or payment not before reported; and at the annual meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the Society shall be handed over to the Board of Directors until the office of Treasurer is filled. The President shall sign all checks during this interim period.

Section 4. Resignations. Any director may resign at any time by giving a written notice to the secretary of the club. Such resignation shall take effect at the time specified therein, and unless

otherwise stated therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice President and resulting vacancy in the office of Vice President shall be filled by the board.

Section 6. Compensation. The members of the board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses.

Article V. Elections.

Section 1. Annual Election. The election of Officers and directors shall be conducted by secret written ballot, except that if no nominations are received by the Secretary as provided in Article V, Section 2.4, no ballot will be necessary. In this case, the persons selected by the Nominating Committee will be declared elected by the Secretary at the annual meeting of the Society. If additional nominations have been made as provided in Article V, Section 2.4, the Chairperson of the Tally Committee shall report the results of the election at the annual meeting. The nominated candidate receiving the greatest number of votes for each office or position on the board shall be declared elected.

Section 2. Nominations. No person may be a candidate for an office or position on the Board who has not been nominated. Nominations can be made annual meeting or in any manner other than as provided in this section.

Section 2.3. Candidates. The members shall nominate from among the eligible members of the Society, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The Committee should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one position. The Committee shall submit its slate of candidates to the Secretary not later than January 15th. The Secretary shall mail the list, including the full name of each candidate and the state in which the candidate resides, before February 1st, so that members may make additional nominations, if they so desire.

Section 2.4. Additional Nominations. Additional nominations of eligible members may be made by written petition signed by ten percent of the Society members in good standing, addressed to the Secretary and received at the Secretary's regular address on or before March 15th, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position.

- a. If no valid additional nominations are received by the Secretary on or before March 15th, the slate of candidates shall be declared elected at the time of the annual meeting and no balloting will be required.
- b. If one or more valid nominations are received by the Secretary on or before March 15th, the Secretary shall mail to each member in good standing a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the Chairperson.

Section 2.5. Counting the Ballots. Ballots must be returned by U.S. mail to the Secretary not later than May 1st. Ballots postmarked after that date shall be invalid. The Secretary shall report the election results to the Society President not later than June 1st. All ballots and the envelopes in which they were received shall be given to the Secretary who shall keep them for one year as part of the Society official records

Section 2.6. Election Results. Election results will be announced by the Secretary at the annual meeting of the Society.

Section 2.7. Change of Officers and Board Members. The newly-elected Officers and board members shall take office at the conclusion of the annual meeting at which they were elected. Each retiring Officer and board member shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

Article VI. Contracts, Loans, Checks.

Section 1. Contracts. The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

Section 2. Loans. No loan shall be contracted on behalf of the Society, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by the Society Treasurer, or such agent or employee of the Society and in such a manner as shall from time to time be determined by the board.

Article VII. Committees.

Section 1. Appointing Committees. The Board shall each year appoint such standing committees as needed to advance the operation of the Society or to aid the board on particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by majority vote of the full membership of the board upon full written notice to the appointee, and the board may appoint successors to those persons whose service has been terminated.

Article VIII. Discipline.

Section 1. United Kennel Club Suspension. Any member who is suspended from the privileges of the United Kennel Club shall be automatically suspended from the privileges of this Society for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Society. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$100.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Society or the breed. If the Board considers that the charges do not allege prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three weeks or more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the respondent may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Society for not more than six months from the date of the hearing. If the Board deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the respondent's right to appear before his fellow members at the ensuing Association meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the board's decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the Society may be accomplished only at the annual meeting of the Society following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion.

If expulsion is not so voted, the suspension shall stand.

Article IX. Amendments.

Section 1. Proposing Amendments. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20 percent 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 the recommendations of the board by the Secretary for a vote at the time of the annual election subsequent to the date when the petition was received by the Secretary.

Section 2. Publishing Proposed Amendments. Proposed amendments must be mailed and include the recommendations of the board. The Secretary shall mail to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with a club newsletter. The same ballot form may be used for proposed amendments as for the annual election of Officers and board members.

Section 3. Voting Procedures. Proposed amendments to the constitution and bylaws may be included on the same ballot used for the annual election of board members. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 2.5 and 2.6. The favorable vote of 2/3 of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

Section 4. UKC Approval. No amendment to the constitution and bylaws that is adopted by the Society shall become effective until it has been approved by UKC.

Article X. Dissolution. The Society may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the Society, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Society nor any proceeds thereof nor any assets of the Society shall be distributed to any members of the Society, but after payment of the debts of the Society, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board.

Article XI. Order of Business.

Section 1. Association Meetings. At meetings of the Society, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting in odd-numbered years)
- Unfinished business
- New business
- Adjournment

Section 2. Board Meetings. At meetings of the board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Unfinished business
- Election of new members
- New business
- Adjournment

Article XII. Parliamentary Authority. The rules contained in the current edition of "Robert's Rules of

Order, Newly Revised," shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the Society may adopt.

Article XIII. Certification. We hereby certify that the foregoing Constitution and Bylaws, consisting of__]
pages, including this page, constitute the Bylaws of the Society Association, duly adopted by its Board of
Directors at a meeting properly noticed and held, and at which a quorum was present on the__.

(Print name underline and sign above), President

Date

(Print name underline and sign above), Vice-President

Date

(Print name underline and sign above), Secretary

Date

(Print name underline and sign above), Treasurer

Date