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# ***Harrisburg Shetland Sheepdog Club***

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## **Constitution and Bylaws**

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1 **HARRISBURG SHETLAND SHEEPDOG CLUB**  
2 **CONSTITUTION**

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4 **ARTICLE 1**  
5 **NAME AND OBJECTIVES**  
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7 **Section 1.**

8 The name of the Club shall be the **Harrisburg Shetland Sheepdog Club**<sup>1</sup>.  
9

10 **Section 2.**

11 The objectives of the Club shall be ---

- 12 a. To do all possible to bring the qualities of the Shetland Sheepdog to perfection.<sup>2</sup>  
13 b. To urge members and breeders to accept the standard of the breed as approved by The  
14 American Kennel Club as the only standard of excellence by which Shetland Sheepdogs shall  
15 be judged.  
16 c. To do all in its power to protect and advance the interests of the breed, and to encourage  
17 sportsman-like behavior at dog shows and agility events.  
18 d. To conduct sanctioned and licensed specialty shows and performance events for which The  
19 Harrisburg Shetland Sheepdog Club is eligible<sup>3</sup> under the rules of The American Kennel Club.  
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21 **Section 3.**

22 Harrisburg Shetland Sheepdog Club, Incorporated (hereafter "HSSC") is a charitable nonprofit  
23 corporation and is not organized for the private gain of any person. HSSC is organized under the  
24 Pennsylvania Nonprofit Corporation Act for charitable and educational purposes. The purposes are  
25 charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, (the  
26 "Code") or the corresponding provisions of any subsequent federal tax laws.  
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28 Notwithstanding any other provision of these bylaws, HSSC shall not, except to an insubstantial degree,  
29 carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of  
30 HSSC.<sup>4</sup>  
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32 **Section 4.**

33 The members of HSSC shall adopt and may from time to time revise such by-laws as may be required to  
34 carry out these objectives.  
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37 <sup>1</sup> Club name amended April 09, 1977

38 <sup>2</sup> Section 2a. amended April 10, 1982

39 <sup>3</sup> Section 2d. ("... and agility events") amended May 06, 2012; ("...and performance events for which The  
40 Harrisburg Shetland Sheepdog Club is eligible") amended December 22, 2012

41 <sup>4</sup> Section 3 Amended September 26, 2017 to provide language in compliance with IRS 501(c)(3) guidelines



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## ARTICLE II MEETINGS AND VOTING

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### Section 1: Club Meetings.

Meetings of the Club shall be held in or within 35 miles of the City of Harrisburg four (4) times per year<sup>1</sup>, at such hour and place as may be designated by the Board of Directors. Notice of each such meeting shall be provided by the Secretary<sup>2</sup> at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the members in good standing.

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### Section 2: Special Club Meetings.

Special club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, and shall be called by the Secretary upon receipt of a petition signed by five members of the Club who are in good standing. Such special shall be held in or within 35 miles of the City of Harrisburg at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Notice of such a meeting shall be provided by the Secretary at least 5 days, and not more than 15 days, prior to the date of the meeting. Said notice shall state the purpose of the meeting, and no other Club business may be transacted thereat. The Quorum for such a meeting shall be 20% of the members in good standing.

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### Section 3: Board Meetings.

Meetings of the Board of Directors shall be held in or within 35 miles of the City of Harrisburg at the discretion of the Board and after the installation of officers at such hour and place as may be designated by the Board. Written notice of each such meeting shall be provided by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

### Section 4: Voting.

Each Regular member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting or election. Email voting is allowed when routine Club business (which excludes voting on new member applications, officers, and Board members) requires voting but the club is unable to schedule a meeting in a timely manner. Email voting will only be accepted from the email address on record with the Club for each member, and may only be sent to the email address on record of the President and/or Secretary. The President and/or Secretary shall keep received emails indicating votes for one (1) year's time, and copies of all received emails indicating votes shall be provided to any member in good standing upon request.<sup>3</sup>

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<sup>1</sup> Article II, Section 1, amended September 10, 2016

<sup>2</sup> Article II, Section 2, this and all subsequent references to "Recording Secretary" and "Corresponding Secretary" amended to "Secretary" September 10, 2016

<sup>3</sup> Article II, Section 4, provisions for email voting for routine club business, amended September 10, 2016

Article II, Old section relating to "special board meetings" deleted for reasons of redundancy, September 10, 2016

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## ARTICLE III DIRECTORS AND OFFICERS

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### Section 1: Board of Directors.

The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and two persons all of whom shall be members in good standing and all of whom shall be elected for one-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

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### Section 2: Officers.

The Club's officers, consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities both with regard to the Club and meetings and the Board and its meetings.

- a. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally associated with the office of President in addition to those particularly specified in these by-laws.
- b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c. The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, and notify officers and directors of their election to office. Keep a roll of the members of the Club with their address, and carry out such duties as are prescribed in these by-laws.
- d. The Treasurer shall collect and receive all monies due or belonging to the Club. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the Club. The Treasurer's books shall at all times be open to inspection by the Board and the Treasurer shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an account of all monies received and expended during the previous fiscal year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.

### Section 3: Vacancies.

Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office 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 by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.<sup>1</sup>

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<sup>1</sup> Section 3 Exception statement amended April 10, 1982

1 **ARTICLE IV**  
2 **THE CLUB YEAR, ANNUAL MEETING, ELECTIONS AND NOMINATIONS**  
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4 **Section 1: Club Year.**

5 The Club's fiscal year shall begin on the 1st day of January and end on the 31st day  
6 of December. The Club's official year shall begin immediately at the conclusion of the election at the  
7 annual meeting and shall continue through the election at the next annual meeting.  
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9 **Section 2: Annual Meeting.**

10 The annual meeting shall be held at the first of the four (4) specified meetings each year<sup>1</sup> at which  
11 officers and directors for the ensuing year shall be elected by secret ballot from among those nominated  
12 in accordance with Section 4 of this Article. They shall take office immediately upon conclusion of the  
13 election and each retiring officer shall turn over to his successor in office all properties and records  
14 relating to that office within 30 days after the election.  
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16 **Section 3: Elections.**

17 The nominated candidate receiving the greatest number of votes for each office shall be declared  
18 elected. The two nominated candidates for other positions on the Board who receive the greatest  
19 number of vote for such positions shall be declared elected.  
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21 **Section 4: Nominations.**

22 No person may be a candidate in a Club election who has not been nominated. Before or during the  
23 month of October, the Board shall select a Nominating Committee consisting of two (2) members<sup>2</sup>, not  
24 more than one of whom<sup>3</sup> may be a member of the Board. The Secretary shall immediately notify the  
25 committee persons of their selection. The Nominating Committee shall report to the Secretary the  
26 nominated officers on or before October 31st.

- 27 a. The Committee shall nominate one candidate for each office, and two candidates for the two  
28 other positions on the Board, and after securing the consent of each person so nominated, shall  
29 immediately report their nominations to the Secretary in writing.  
30 b. Upon receipt of the Nominating Committee's report, the Secretary shall before the second  
31 Saturday of November notify each member in writing of the candidates so nominated.  
32 c. Additional nominations may be made by November 31st by any member provided that the  
33 person so nominated does not decline when his name is proposed, and provided further that if  
34 the proposed candidate is not in attendance at the meeting at which nominees are presented,  
35 his proposer shall present to the Secretary a written statement from the proposed candidate  
36 signifying his willingness to be a candidate. No person may be a candidate for more than one  
37 position, and the additional nominations which are provided for herein may be made only from  
38 among those members who have not accepted a nomination of the Nominating Committee.  
39 d. Nominations cannot be made at the annual meeting or in any manner other than as provided in  
40 this Section.  
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42 <sup>1</sup> Revised September 10, 2016

43 <sup>2</sup> Revised September 10, 2016

44 <sup>3</sup> Revised April 10, 1982

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## ARTICLE V COMMITTEES

4 **Section 1.**

5 The Board may each year appoint standing committees to advance the work of the Club in such matters  
6 as specialty shows, obedience trials, trophies, annual prizes, membership and other fields which may  
7 well be served by committees. Such committees shall always be subject to final authority of the Board.  
8 Special committees may also be appointed by the Board to aid it on particular projects.

10 **Section 2.**

11 Any committee appointment may be terminated by a majority vote of the full membership of the Board  
12 upon written notice to the appointee; and the Board may appoint successors to those persons whose  
13 services have been terminated.

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## ARTICLE VI DISCIPLINE

### **Section 1: American Kennel Club Suspension.**

Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

### **Section 2: Charges.**

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$10 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 interest of the club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board not less than 3 weeks or more than 6 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 defendant may personally appear in his own defense and bring witnesses if he wishes.

### **Section 3: Board Hearing.**

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. And, if it 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 defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings 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 a rid penalty, if any.

### **Section 4: Expulsion.**

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes. 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 Board's suspension shall stand.



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## ARTICLE VII AMENDMENTS

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### Section 1.

13 Amendments to the constitution and by-laws and to the standard for the breed may be proposed by the  
14 Board of Directors or by written petition addressed to the Secretary signed by twenty percent of the  
15 membership in good standing. Amendments proposed by such petition shall be promptly considered by  
16 the Board of Directors and must be submitted to the members with recommendations of the Board by  
17 the Secretary for a vote within three months of the date when the petition was received by the Secretary.

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### Section 2.

19 The constitution and by-laws may be amended by a 2/3 vote of the members present and voting at any  
20 regular or special meeting called for the purpose, provided the proposed amendments have been  
21 included in the notice of the meeting and provided to each member at least two weeks prior to the date  
22 of the meeting.

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### Section 3.<sup>1</sup>

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<sup>1</sup> Article VII, Section 3., relating to the requirement that all changes to the constitution, bylaws and/or the  
standard for the breed be approved by the Board of Directors of The American Kennel Club, was deleted April  
10, 1982.

1 **ARTICLE VIII**  
2 **DISSOLUTION**  
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4 **Section 1: Dissolution.**

5 The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In  
6 the event of the dissolution of the Club whether voluntary or involuntary or by operation of law, none of  
7 the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any  
8 members of the Club but after payment of the debts of the Club its property and assets shall be given to  
9 the Parent Club, namely The American Shetland Sheepdog Association for final disposition.

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## ARTICLE IX ORDER OF BUSINESS

### Section 1.

At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- a. Roll Call
- b. Minutes of Last Meeting
- c. Report of President
- d. Report of Secretary
- e. Report of Treasurer
- f. Reports of Committees
- g. Election of New Members
- h. Unfinished Business
- i. Election of Officers and Board (at annual meeting)
- j. New Business
- k. Adjournment

### Section 2.

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

- a. Reading of Minutes of Last Meeting
- b. Report of Secretary
- c. Report of Treasurer
- d. Reports of Committees
- e. Unfinished Business
- f. New Business
- g. Adjournment

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## ARTICLE X HARRISBURG SHETLAND SHEEPDOG CLUB RESCUE<sup>1</sup>

**Section 1.**

At Harrisburg Shetland Sheepdog Club Rescue (hereafter “HSSC Rescue”), our mission is to take in abandoned, lost, and unwanted Shelties and find them new, loving homes.

**Section 2.**

HSSC Rescue does not operate a shelter. Instead, Shelties are cared for in loving foster homes while we search for the best permanent homes for them. This allows us to get to know each of them better and address any training issues prior to placement in a “forever home.” In addition, HSSC Rescue strives toward adopting out healthy Shelties. In doing so, all of our Shelties are veterinarian-checked, spayed or neutered, brought up to current status on vaccinations, micro-chipped, heartworm-tested, and started on a heartworm preventative regimen as prescribed by the examining veterinarian.

**Section 3.**

HSSC Rescue is a subset of HSSC funded solely by donations and other club activities. HSSC Rescue is involved in the transportation, fostering of Shelties, and financial assistance to other non-profit Sheltie rescue organizations when the need arises.

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<sup>1</sup> Article X, HSSC Rescue, added July 16, 2017

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**ARTICLE XI**  
**CONFLICT OF INTEREST POLICY STATEMENT<sup>1</sup>**

**Section 1.**

Any HSSC officer and/or board member whose immediate household members or immediate family members or business partners, including co-ownerships, represent or have any direct or indirect interest in financial or policy decisions facing the board, shall be considered to have a conflict of interest. Further, s/he will be prohibited from participating in any decisions involving that entity. Officers and/or board members in such situations, either personally or through association with household and/or family members or business partners, will reveal their interest, making full disclosure of the same, will refrain from any written discussion, and leave the room or teleconference during any discussion period concerning the entity and transaction involved. Officers and/or board members will also abstain from voting on any matters pertaining to such entity.

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<sup>1</sup> Article XI, Conflict of Interest Policy Statement, added September 26, 2017