



DIXIE OLD ENGLISH SHEEPDOG RESCUE, INC.
[\[Certificate of Incorporation\]](#) [\[Articles of Incorporation, Amended\]](#)

**CONSTITUTION AND BY-LAWS
TABLE OF CONTENTS**

[Constitution](#)

Article I: Name and Objectives

- 1.1 Name
- 1.2 Objectives
- 1.3 Nonprofit Status
- 1.4 By-Laws

[By-Laws](#)

[Article I: Membership](#)

- 1.1 Eligibility
- 1.2 Dues
- 1.3 Election to Membership
- 1.4 Termination

[Article II: Meetings and Voting](#)

- 2.1 Association Meetings
- 2.2 Board Meetings
- 2.3 Voting

[Article III: Directors and Officers](#)

- 3.1 Board of Directors
- 3.2 Officers
- 3.3 Vacancies

[Article IV: Association Year, Annual Meeting, Elections, Nominations](#)

- 4.1 Association Year
- 4.2 Annual Meeting
- 4.3 Elections
- 4.4 Nominations

[Article V: Committees](#)

- 5.1 Standing Committee
- 5.2 Termination

[Article VI: Discipline](#)

- 6.1 Charges
- 6.2 Board Hearing
- 6.3 Expulsion

[Article VII: Amendments](#)

- 7.1 Submittal
- 7.2 Approval

[Article VIII: Dissolution](#)

- 8.1 Dissolution

[Article IX: Order of Business](#)

- 9.1 Association Meetings
- 9.2 Board Meetings
- 9.3 Parliamentary Authority

**CONSTITUTION
ARTICLE I
NAME AND OBJECTIVES**

- 1.1 The name of the Association shall be The DIXIE OLD ENGLISH SHEEPDOG RESCUE, INC.
- 1.2 The objectives of the Association shall be:
 - (1) To rescue, rehabilitate and rehome unwanted Old English Sheepdogs.
 - (2) To educate the public and prospective pet owners on the breed traits and training of Old English Sheepdogs.
- 1.3 Non Profit Status – The Association shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Association shall inure to the benefit of any member or individual.
- 1.4 Bylaws – The members of the Association shall adopt, and may from time to time revise, such By-Laws as may be required to carry out these objectives.

[top](#)

**BY-LAWS
ARTICLE I
NAME AND OBJECTIVES**

- 1.1 Eligibility – There shall be one type of membership open to those persons who subscribe to the purpose of the Association. Membership is to be unrestricted as to residence.
 - (1) Regular membership is open to all persons 18 years of age or older. This membership pays dues, has a vote, can hold an elected office, and has all the normal duties, obligations and responsibilities of a member of the Association.
- 1.2 Dues – Membership dues shall be payable on or before the last day of January of each year. No member may vote, conduct any official business, or hold office in the Association whose dues are not paid for the current year. During the month of November the Treasurer shall send to each member a statement of his/her dues for the ensuing year. Dues shall be listed on the membership application. New members who are approved and pay dues after February 1st, will automatically have dues paid for the balance of that official Association year and the following official Association year.
- 1.3 Election to Membership –
 - (1) Each applicant shall apply on a form as approved by the Board of Directors and shall provide that the applicant agrees to abide by this Constitution and By-Laws.
 - (2) The application shall state the name, address and telephone number of applicant. Accompanying the application shall be dues payable for the current year.
 - (3) Each applicant shall have two members as sponsors.
 - (4) The approval of the applicant for membership shall be by Board vote.
 - (5) Each new member shall be on provisional status for the first six months. Provisional members may not vote on club business. Final voting in of members will be after the six month provisional period.
- 1.4 Termination of Membership –
 - (1) Resignation – Any member in good standing may resign from the Association upon written notice to the Secretary, but no member may resign when in debt to the Association.

- (2) Lapsing – A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the last day of January. In no case may a person be entitled to vote at any Association meeting whose dues are unpaid as of the date of that meeting. However, the Board may grant an additional 60 days of grace in meritorious cases.
- (3) Expulsion – A membership may be terminated by expulsion provided in Article VI of these By- Laws. At termination of membership, the person must relinquish all Association property and records.

[top](#)

ARTICLE II MEETINGS AND VOTING

- 2.1 Association Meetings – Meetings of the Association shall be held at the discretion of the Board of Directors at such hour and place as may be designated by the Board of Directors. The Secretary shall notify the members at least 5 days prior of the meeting. The quorum for such meetings shall be 10% of the members in good standing.
- 2.2 Board Meetings --
 - (1) Meetings of the Board of Directors shall be held at the discretion of the Board at such hour and place as may be designated by the Board in person or on line.
 - (2) The Secretary shall notify Board members at least 5 days prior to the date of the meeting. The quorum for a meeting shall be a majority of the Board voting in person by mail, fax, telephone or email.
 - (3) The Board may conduct its business by mail through the Secretary, through fax, telephone or email. The quorum shall be the majority of the Board.
- 2.3 Voting – Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the Association at which he/she is present, or by a signed, dated vote/statement submitted to the Secretary prior to the meeting or election. Proxy voting is allowed.

[top](#)

ARTICLE III DIRECTORS AND OFFICERS

- 3.1 Board of Directors - The Association shall be governed by a Board of Directors, consisting of 3 directors who shall serve for a two-year term. The Board of Directors, working together with the Officers, shall appoint and identify members of a Rescue Committee in accordance with criteria to be established by the Board. The Rescue Committee shall carry out the day-to-day work of the Association, and shall have no limitation on the maximum number of members. The Rescue Committee shall elect Officers, including a President, Secretary and Treasurer and such other officers that the Board may designate, for the supervising of the day-to-day activities of the Association. **The Officers shall also serve for a two-year term.**

During the initial two years of the Association's existence, two of the Directors shall be appointed by the BRACDC Board and one of the Directors shall be appointed by the NAACDC Board. These Directors shall appoint the initial Officers. During the next two-year term, one Director shall be appointed by BRACDC, one Director shall be appointed by NAACDC and one Director shall be elected by the members of the Rescue Committee, and the Officers shall be elected by the members of the Rescue Committee, in accordance with

procedures to be established by the Board. During subsequent terms, Directors and Officers shall be elected by the members of the Rescue Committee. **The Board of Directors and Officers shall alternate election years so as keep continuity in the running of the club business.**

- 3.2 Officers – The Association’s officers consisting of President, Vice President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings.
- (1) 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 specified in the By-Laws.
 - (2) The Vice President shall have the duties and exercise the powers of the President in case of the President’s death, absence or incapacity.
 - (3) The Secretary shall keep a record of all meetings of the Association and of the Board and all matters of which a record shall be ordered by the Association. He/she shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of members with their addresses and carry out other duties as are prescribed in these By-Laws.
 - (4) The Treasurer shall collect and receive all monies due or belonging to the Association. He/she shall deposit the same in a bank designated by the Board. The books shall be open to the inspection of the Board and members and shall be audited on a regular basis. He/she shall report to the Board at every meeting the condition of the Association’s finances. At the annual meeting he/she shall render an account of all monies received and expended during the previous year. The Treasurer may be bonded in such amount as the Board of Directors shall determine.
- 3.3 Vacancies – Any vacancies occurring on the Board or among the officers during the year shall be filled until the next election by a majority vote of all the then members of the Board at a meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled by the Board.

[top](#)

ARTICLE IV ASSOCIATION YEAR, ANNUAL MEETING, ELECTIONS

- 4.1 Association Year – The Association’s year shall be a calendar year, January 1st to December 31st.
- 4.2 Annual Meeting – The annual meeting shall be held in the month of January. In an election year Officers and Directors for the ensuing terms will be installed. The meeting can be in person or on line. They shall take office after Old Business and prior to New Business during the meeting. Each of the retiring officers shall turn over to his/her successor all properties and records relating to that office at this time.
- 4.3 Elections –The nominated candidate receiving the greatest number of votes for each office shall be declared elected
- 4.4 Nominations – In an election year, candidates will be nominated and elected at the annual meeting.

[top](#)

**ARTICLE V
COMMITTEES**

- 5.1 Standing Committees – The Board may, from time to time, appoint standing committees or special committees to advance the work for the Association.
- 5.2 Termination – Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee and the Board may appoint successors to those persons whose services have been terminated.

[top](#)

**ARTICLE VI
DISCIPLINE**

- 6.1 Charges – Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Association. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$20, 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 Association. If the Board considers that the charges do not allege conduct which would be prejudicial it 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 3 weeks nor 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/her own defense and bring witnesses if he/she wishes.
- 6.2 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 the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Association for not more than six months from the date of the hearing. And, if it deems that punishment is 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 fellow members at the ensuing Association 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 and penalty, if any.
- 6.3 Expulsion – Expulsion of a member from the Association may be accomplished only at a meeting of the Association following a Board hearing and upon the Board's recommendation at a meeting of the Association to be held within 60 days of the Board's recommendation. The defendant shall have the privilege of appearing in his/her behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendations and shall invite the defendant, if present, to speak on his/her behalf if he/she wishes. The meeting shall then vote by secret written ballot on the proposed expulsion. A majority vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted, the Board's suspension shall stand.

[top](#)

ARTICLE VII AMENDMENTS

- 7.1 Submittal – Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by a majority of the membership in good standing. Amendments proposed by such petitions shall be promptly considered by the Board and must be submitted to the members with the recommendations of the Board by the Secretary within three months of the date when the petition was received by the Secretary.
- 7.2 Approval – The Constitution and By-Laws may be amended by a majority vote of the members present and voting at a meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

[top](#)

ARTICLE VIII DISSOLUTION

- 8.1 The Association may be dissolved at any time by the written consent of two-thirds of the members. In the event of dissolution, other than for purpose of reorganization, whether voluntary or involuntary or by operations of law, none of the property, nor any proceeds thereof shall be distributed to any members. After payment of the debts, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Board of Directors.

[top](#)

ARTICLE IX ORDER OF BUSINESS

- 9.1 Association Meetings – At meetings of the Association the order of business, so far as the character and nature of the meetings may permit, shall be as follows:
- Roll Call
 - Minutes of the Last Meeting
 - Report of the President
 - Report of the Secretary
 - Report of the Treasurer
 - Report of Committee Coordinator (Vice President)
 - Committee Reports
 - Election of Officers and Board (at annual meeting)
 - Unfinished Business
 - New Business
 - Adjournment
- 9.2 Board Meeting – At meetings of the Board the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
- Reading of the Minutes of Last Meeting
 - Report of Secretary
 - Report of Treasurer
 - Report of Committee Coordinator (Vice President)
 - Committee Reports
 - Unfinished Business
 - New Business
 - Adjournment

9.3 Parliamentary Authority – Roberts Rules of Order (newly revised edition) shall govern the DIXIE OLD ENGLISH SHEEPDOG RESCUE, INC. in all cases to which they are not inconsistent with these By-Laws or any special rules of order they may adopt.