

**Constitution & Bylaws
for the
International Shiloh Shepherd Dog Club, Inc.**



Constitution:

Article I. Name.

The name of this nonprofit corporation is the International Shiloh Shepherd Dog Club, Inc., hereinafter also referred to as "ISSDC" and is a non-stock, not-for-profit corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia.

Article II. Purpose.

The purpose of the ISSDC is to engage in the education of Shiloh Shepherd owners, Shiloh Shepherd breeders, the general public, and to promote the well being of Shiloh Shepherds as well as all other dogs. A major purpose of the ISSDC is to engage in rescue of abandoned and/or unwanted dogs, primarily Shiloh Shepherds, in an effort to prevent neglect and cruelty to dogs. The ISSDC shall engage in educational programs, fund raising, fun matches, obedience and conformation classes. The ISSDC shall only include Shiloh Shepherds. This club recognizes all Shiloh Shepherds regardless of registry affiliation.

By-laws:

Article I. Membership.

Section 1. Eligibility.

There shall be five types of membership open to any breeder, owner, or fancier of the Shiloh Shepherd breed who subscribes to the purposes and objectives of the ISSDC and agrees to abide by the ISSDC Code of Ethics.

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 ISSDC.

Section 2.2. Deleted

Section 2.3. 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 2.4. 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 ISSDC at the time he/she was elected to honorary membership.

Section 2.5. Deleted

Section 2.6. Breeder/Stud Single membership. Same as "Single Membership" but with added benefits of kennel advertisement on ISSDC Website, access to and listing on the ISSDC Stud Pages, access to the Shiloh Breeders Yahoo list, and option for participation in ISSDC orchestrated advertising projects.

Section 2.7. Breeder/Stud Family membership. Same as "Family Membership" but with added benefits of kennel advertisement on ISSDC Website, access to and listing on the ISSDC Stud Pages, access to the Shiloh Breeders Yahoo list, and option for participation in ISSDC orchestrated advertising projects.

Section 3. Dues.

Section 3.1. Amount. Annual membership dues shall be determined by the Board of Directors not to exceed \$100 per person per year.

Section 3.2. Payment of dues. Dues are payable on or before the 1st day January of each year.

Section 3.3. Dues statement. On November 1st 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 ISSDC 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 ISSDC 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 ISSDC. The prospective member shall submit the completed application and dues payment for the current year to the Secretary.

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 ISSDC upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the ISSDC. Dues are considered an obligation to the ISSDC 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 ISSDC 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. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these bylaws.

Article II. ISSDC Year.

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

Section 2. Official Year. The ISSDC 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. Annual meeting. The annual meeting of the ISSDC 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 communicated electronically online via the Members Only Forum.

Section 2. Special ISSDC 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, including electronic mail, and shall be called by the Secretary upon receipt of a petition signed by 10 percent of the members of the ISSDC 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 communicated electronically 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 ISSDC business may be transacted thereat.

Section 3. Board meetings. The first meeting of the Board shall be held immediately following the annual ISSDC meeting and election. Meetings of the ISSDC 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. The quorum for such a meeting shall be a majority of the Board.

Section 4. Special Board meetings. Special meetings of the Board may be called by the ISSDC 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, place, or via telephone conference call as may be designated by the person authorized to call such meeting. The Secretary shall electronically 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 5. Conducting ISSDC business via electronic communication. ISSDC and Board members may use e-mail, chat rooms, message boards, telephones and other means of electronic communication to facilitate ISSDC business.

Section 5.1. ISSDC discussions.

a. Notice. Written notice of ISSDC online discussions shall be mailed or e-mailed to all ISSDC 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;
- 2.** The purpose(s) of the meeting and the starting and ending dates and times during which discussion may take place. No other ISSDC business shall be discussed.

b. Quorum. No quorum shall be required for ISSDC 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 email from the list, or by taking notes of the discussion.

Section 5.2. 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 designated 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 email from the list, or by taking notes of the discussion.

Section 5.3. Special Board discussions. Special Board discussions may be called by the ISSDC 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 (telephone, 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 email from the list, or by taking notes of the discussion.

Section 6. Voting. Each ISSDC member in good standing whose dues are paid for the current year, and who is entitled to vote pursuant to Article 1, Section 2, shall be entitled to vote at any meeting at which the member is present or by ballot or by email ballot. Proxy voting shall not be permitted.

Article IV. Directors and Officers.

Section 1. Board of Directors. 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 a member of the Board for a period of one year only. General management of the ISSDC's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers of the ISSDC shall serve for two 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 National Show Weekend. Any Director who misses two Board meetings within an

ISSDC year shall be removed from the Board of Directors, unless a majority of the Board members present and voting at the meeting from which the Director is absent for the second time votes to excuse one or both of the absences.

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

Section 3.1. President. The President shall preside at all meetings of the ISSDC 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 ISSDC and of the Board and of all matters of which a record shall be ordered by the ISSDC; 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 ISSDC with their addresses, phone numbers, and e-mail;
- d. Accept and process membership applications;
- e. Correlating and distributing official ISSDC electronic ballots for election purposes;
- 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 are prescribed in these bylaws.

Section 3.4. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the ISSDC. Moneys shall be deposited in a bank designated by the Board, in the name of the ISSDC. 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 ISSDC 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 ISSDC 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. 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 remaining members of the Board at its first regular meeting following the creation of said 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 5. 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 annual election of Officers and Directors shall be conducted by secret electronic ballot as configured by the Tally Committee, 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 Election Committee will be declared elected by the Secretary at the annual meeting of the ISSDC. 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 cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 2.1 Election Committee. Before November 15th, the Board shall select an Election Committee, consisting of five members and two alternates, all members in good standing, none of which shall be a member of the current Board of Directors. In choosing the members of the Election Committee, the Board should try to ensure that different parts of the continent have representation on the committee. The Board shall name one member of the committee to serve as Chairperson, who shall be responsible for setting times and dates for Committee meetings and for reporting results to the ISSDC Secretary. The Election Committee may conduct its business in person or by use of mail, fax, telephone or other electronic communication, provided that all decisions must be confirmed in writing to all members of the Committee within 10 days.

Section 2.2. Tally Committee. In the event of a manual mail out ballot, at the same time it selects an Election Committee or immediately before submitting a proposed amendment to the Constitution or Bylaws to the Secretary, the Board of Directors shall select three ISSDC members, living within reasonable driving distance of one another, to serve as the Tally Committee, in the event that it becomes necessary to hold an election or vote on a proposed amendment to the Constitution and Bylaws, and thereafter to count ballots. The Board shall name one member of this committee as Chairperson, who shall receive all mail-in ballots and who shall report the results of all ballot counts to the ISSDC Secretary. In the event of an electronic ballot, results will be reviewed by three of the selected ISSDC members and confirmed by the chosen Chairperson. Results will then be cross-referenced and tabulated with all mail-in ballots received, in preparation of submission to the Board of Directors. The results shall be saved and kept confidential for auditing purposes only.

Section 2.3. Candidates. The Election Committee shall receive nominations submitted by eligible members of the ISSDC, one position 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 communicate the list electronically, including the full name of each candidate and the state/province 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 addressed to the Secretary and received at the Secretary's regular address or email 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 Election Committee's 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, electronically communicate to the Chairperson of the Tally Committee.

Section 3. Counting the Ballots. In the event of a mail-in election, or whereby electronic ballots are accepted, ballots must be returned by mail no later than May 1st. Ballots postmarked after that date shall be invalid. The Chairperson shall set a meeting time for the Tally Committee as soon as practicable after May 1st and a place convenient to all committee members, at which meeting the committee shall count the ballots. The Chairperson shall report the election results to the ISSDC Secretary 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 two years as part of the ISSDC official records.

Section 4. Election Results. Election results will be announced by the Secretary at the annual meeting of the ISSDC.

Section 5. 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 ISSDC.

Section 2. Loans. No loan shall be contracted on behalf of the ISSDC, 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 ISSDC shall be signed by the ISSDC Treasurer, or such agent or employee of the ISSDC 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 ISSDC 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. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the ISSDC or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, 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 ISSDC 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 2. 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 ISSDC 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 ISSDC 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 3. Expulsion. Expulsion of a member from the ISSDC may be accomplished only at the annual meeting of the ISSDC 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 or electronic 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 will be posted on the ISSDC Members Only forum with notification provided on all lists and via email to current members, with the recommendations of the Board. The Secretary shall email to each member in good standing an electronic ballot listing all proposed amendments.

Section 3. Voting Procedures. Proposed amendments may be voted on at the same time as the annual election of Board Members. Tabulation of results shall be done in accordance with the procedures outlined in Article V, Section 4.4 and 4.5. 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 any proposed amendment(s).

Article X. Dissolution.

The ISSDC 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 ISSDC, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the ISSDC nor any proceeds thereof nor any assets of the ISSDC shall be distributed to any members of the ISSDC, but after payment of the debts of the ISSDC, its property and assets shall be given to a charitable organization for the benefit of dogs.

Article XI. Order of Business.

Section 1. ISSDC Meetings. At meetings of the ISSDC, 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)

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:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of committees

Unfinished business

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 ISSDC 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 ISSDC may adopt.

Article XIII. Certifications

We hereby certify that the foregoing Constitution and Bylaws, consisting of fourteen (14) pages, including this page, constitute the Bylaws of the International Shiloh Shepherd Dog Club, duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present on the 1st day of June in the year 2004. Amends to the original text voted on by membership on December 28th, 2009 per Article IX of these By-laws.