

By-Laws of the Caucasian Shepherd Society of America

Article I NAME AND LOCATION OF OFFICES

The name of this corporation is Caucasian Shepherd Society of America, also known as CaSSA. It is a Florida-based non-profit mutual benefit corporation with a principal office in the County of Lee, State of Florida. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another.

Article II PURPOSES

This corporation is a non-profit mutual benefit corporation organized under the Non-profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. The specific purpose of this corporation is to:

- a) To recognize the Caucasian as a working guardian dog that possess the appearance, soundness, temperament, natural ability, and personality as described in the breed standard and to do all possible to advance and promote the perfection of these qualities in the responsible breeding of purebred Caucasian Shepherds.
- b) To encourage the organization of independent local Caucasian Shepherd specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club, Inc. ("AKC").
- c) To encourage members and breeders to accept the AKC approved breed standard as the only standard of excellence by which Caucasian Shepherds shall be judged.
- d) To encourage the membership to maintain a lifetime responsibility for their Caucasian Shepherds and their offspring and to educate others as is necessary for the protection and advancement of the breed.
- e) To protect and maintain the good health of the breed by establishing and encouraging ethical breeding practices, by supporting CaSSA health policies, and by promoting participation in CaSSA health programs.
- f) To do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at all recognized AKC and CaSSA events.
- g) To conduct sanctioned matches and specialty shows, obedience trials, agility trials, Meet-the-Breed seminars and all other events recognized by the AKC and conducted under AKC rules.

Article III MISSION

The mission of this corporation is to advance and preserve the Caucasian Shepherd breed by advocating for established breed standards, promoting quality and ethical breeding and placement and providing resources and information related to the history, standards, care, training, and well being of the breed.

Section 3. CaSSA shall be conducted and operated with the intent of non-profit, and no part of any funds or remainder or residue from dues or donations to CaSSA shall inure to the benefit of any director, member or individual except that CaSSA will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

CaSSA will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except to the extent allowed under Section 501 (c) (6?) of the Internal Revenue Code and the regulations there under. Nothing in the By-Laws shall prohibit any political activities undertaken by any CaSSA member(s).

Section 4.

a) CaSSA shall have the following five classes of members:

- i) Associate Members
- ii) Voting Members
- iii) Junior Members
- iv) Foreign Members
- v) Honorary Members

b) The manner of appointment, and the qualifications and rights of each class of members shall be set forth in the By-Laws.

c) The members of CaSSA shall adopt and may, from time to time, revise such By-Laws as may be required to carry out the objectives of CaSSA.

Article IV MEMBERSHIP

Section 1. Membership Eligibility:

There shall be five types of membership open to all individuals who are in good standing with the AKC and agree to abide by the objectives of CaSSA including its By-Laws, and Certificate of Incorporation and who have affirmed or demonstrated their dedication to the breed.

- a. **Associate Membership** is open to all persons 18 years or older, who are residents of the United States or Canada. An Associate Member shall not have the right to vote or hold office, but may serve on committees of the Club unless specifically restricted within these By-Laws. Associate Members shall not count in the determination of a quorum. An Associate Member may remain at that level and is not required to seek Voting Member status.

- b. **Voting Membership** with all rights, privileges, and responsibilities shall be open to persons 18 years or older who have demonstrated their dedication to the breed and club and who currently own a Caucasian Shepherd and who are residents of the United States or Canada. If a Voting Member ceases to reside in the United States or Canada, their status as a Voting Member will continue until the end of the membership period. There are three divisions of Voting Membership as described in the Membership Application; the primary difference between them is described therein.

Junior Membership is open to all persons at least 8 years of age and less than 18 years of age. Junior Members do not have the right to vote, hold office, chair a committee or count toward the determination of a quorum but they may serve on committees of the Club. Upon reaching their eighteenth birthday, a Junior Member may change their status to Associate Member (refer to Associate Member definition), Voting Member (refer to Voting Member definition) or, if residing outside the United States or Canada, to Foreign Member by paying the appropriate dues; otherwise, their membership in CaSSA shall lapse.

- c. **Foreign Membership** shall be open to persons 18 years of age and older who reside outside of the United States or Canada. Foreign Members shall not vote or hold office and shall not count in the determination of a quorum.
- d. **Honorary Membership** may be conferred by the Board in recognition of special service to CaSSA, and is granted as a non-voting, non-office-holding membership. However, any Honorary Member who is a U.S. or Canadian resident who has owned a CO may choose to pay dues and apply for Voting Membership with all the rights, privileges, and responsibilities of Voting Membership. Honorary Membership requires no membership fee to be paid and is automatically conferred to any AKC judges of the breed.

Section 2. Dues:

a) During the month of November, the Treasurer or someone designated and under the supervision of the Treasurer shall send to each CaSSA member a statement of his/her dues for the ensuing official year. Dues shall be payable on or before January 1 of each year. Any member whose dues are not paid by January 31 shall be considered delinquent and shall be deprived of all privileges, including the Voting Member's right to vote, until such time as said dues shall be paid. Any CaSSA member, whose dues are unpaid as of March 1, shall automatically be terminated as a Club member and must reapply for CaSSA membership. If a new member joins after July 1, the fee shall be ½ of the full yearly dues for that membership level, rounded up to the next whole dollar.

b) The Board of Directors may change or set any dues or fees for the next official year by a majority vote of a quorum of Directors. The deadline for the change shall be set by the Board and both the change and the deadline shall be reported in the next official CaSSA publication. Any change shall be set no later than October 1 to be effective for the ensuing official year.

Section 3. Application for and Election to Membership:

Associate Membership:

- a. Each applicant for Associate Membership shall apply on an application form approved by the Board of Directors, which form shall provide that the applicant agrees to abide by CaSSA policies and procedures and By-Laws as well as AKC rules and regulations. Associate Members do not have voting rights. No Voting Member sponsorship of this membership category is required.

Voting Membership:

- a. Each applicant for Voting Membership shall apply on an application form approved by the Board of Directors, which form shall provide that the applicant agrees to abide by the CaSSA's policies and procedures and By-Laws as well as AKC rules and regulations. The application form shall also include written recommendations from two Voting Members in good standing with the CaSSA who are not from the same household nor a relative of the applicant, and at least one of whom has not had a business relationship with the applicant including but not limited to owning, co-owning, buying, selling, or services thereof, of either a bitch, stud, or dog.
- b. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Foreign and Junior Memberships:

- a. Applicants for Foreign Membership or Junior Membership (if not applying with a parent or guardian but with a parent's consent by signature) shall apply on an application form approved by the Board of Directors, which form shall provide that the applicant agrees to abide by the CaSSA By-Laws and Certificate of Incorporation as well as AKC rules and regulations. Foreign and Junior Members do not have voting rights. No Voting Member sponsorship of this membership category is required.

Applicants for membership who have been rejected by the club may not reapply within six months after such rejection.

Election to Membership

- a) All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. Applicant and sponsor names (if applicable) submitted to the Board of Directors will be published in the minutes of that meeting in order to solicit comments from club members. At the next club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.
- b) Applicants of all levels of membership may be elected during Executive Session at any meeting of the Board of Directors subsequent to the names being published or by Executive Session vote of the Board of Directors by mail or at teleconference meetings.

c) Minutes documenting elections will contain only the final vote count as the voting is done secretly in Executive Session. Affirmative votes of a majority of the Board of Directors shall be required to elect an applicant to any level of membership.

d) A Voting Membership applicant may appeal the Board's denial through one of his/her sponsor(s) by motion at the next CaSSA Annual Meeting. The Voting Members may elect such applicant by secret ballot with a favorable vote of 75 percent of the Voting Members present and voting.

e) A Foreign or Junior Membership (if not applying with a parent or guardian) which does not receive a majority approval vote by the Board may be re-filed no sooner than 3 months after the Board's vote.

Section 4. Termination of Membership:

Membership may be terminated:

a) By resignation. Any member in good standing may resign membership from CaSSA upon written notice to the Recording Secretary; but no member may resign when in debt to CaSSA. Dues obligations are considered to be a debt to CaSSA, and they become incurred on the first day of each official year.

b) By lapsing. A membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid as of March 1; however, the Board may grant an additional 30 days of grace to such delinquent member(s) in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of January 31. Individuals who have forfeited membership because of non-payment of dues may be reinstated in accord with policies established by the Board.

c) By expulsion. A membership may be suspended or terminated by expulsion as provided in Article IX of these By-Laws.

Article V MEETINGS

Section 1. Annual Meeting: The Annual Meeting of CaSSA shall be held in the month of August, September, or October, in conjunction with CaSSA National Specialty, at a place, date, and hour designated by the Board of Directors or at another time during this period if no National Specialty is held. Written notice of the place, date, and hour of the Annual Meeting shall be emailed or sent online notice by the Recording Secretary to each Voting Member no fewer than thirty nor more than 60 days before the meeting date. The quorum for the Annual Meeting shall be at least 10 percent of the Voting Members in good standing, and will be counted once the meeting is called to order.

Voting. Each voting 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.

Section 2. Special CaSSA Meetings: Special CaSSA meetings may be called by the President or by a majority vote of the Board Members who are present at a meeting and shall be called by the Recording Secretary upon receipt of an electronic petition. Such meeting shall be held at such place, date, and time as may be designated by the Board of Directors. Online notice of such meeting shall be mailed by the Recording Secretary not more than 60 days before the meeting date. The notice of the meeting shall state the purpose of the meeting and any other CaSSA business to be discussed. Attendance will be taken once the meeting is called to order.

Section 3. Board Meetings: Each year the first regular Board meeting shall be held within 14 days of Board Members taking office. Other Board meetings shall be at such times and places as are designated by the President or by a majority of the full Board. Meetings may be held by telephone, teleconference, or other forms of video conference. There shall be at least one Board Meeting held each year.

Notice of each Board Meeting shall be sent by the Recording Secretary to each Board member at least seven days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority (60%) of the Board voting in person or by telephone, teleconference, Messenger Video Conference, or Messenger.

Section 4. Board Minutes: The Board of Directors may also conduct its business by e-mail through the Secretary, or by phone or web conference calls. All meeting minutes must be uploaded into the Club Box account by the Secretary, or designee, to all Board Members within 14 days to ratify the meeting. The minutes shall be approved upon review at the next board meeting and filed as part of the clubs legal documents.

Article VI DIRECTORS AND THE AKC DELEGATE

Section 1. Board of Directors: The Board of Directors ("Board," "Directors", "BoD", or "Board of Directors") shall be comprised of six or seven members, all of whom shall be Voting Members in good standing and who are residents of the United States. The Board shall be elected for the terms as provided in Article VII below and shall serve until their successors are installed. Each Director shall be limited to serve no more than four consecutive two-year terms. General management of CaSSA's affairs shall be entrusted to the Board of Directors.

Any Director who fails to attend three Board meetings in any 12 month period, without just cause as determined by the Board, will be deemed to have vacated his/her position unless just cause was determined by the Board.

Section 2. Officers: At the first regular Board Meeting, the Directors shall elect from their own number by a majority vote of the full Board of Directors, the following CaSSA officers for a two-

year term: President, Vice-President, Treasurer, Secretary, AKC Liaison, and 2 Regional Directors, East and West. Such officers' duties shall include, but may not be limited to:

a) The President shall preside at all CaSSA and Board meetings and shall have the duties and powers normally appurtenant to the office of president in addition to those responsibilities 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 and official business of CaSSA and of the Board of Directors. This includes all communications among the Board and from the Board to the membership, notifying members of meetings, notifying new Voting Members of their election to membership, notifying Directors of their election to office, recording all votes taken by mail, keeping a roll of all CaSSA members and their addresses, and carrying out such other duties as are prescribed and defined by the Board. The Secretary shall also have charge of all the correspondence to and from the public and all communication to the membership which does not originate from an official action of the Board of Directors. The Secretary may serve simultaneously as the Treasurer.

d) The Treasurer, (or a Bookkeeper, hired through contract by the Board of Directors and working under the supervision of the Treasurer), shall collect and receive all money due or belonging to CaSSA, be responsible for obtaining insurance coverage and for the filing of tax and other governmental administrative forms. The Treasurer shall, in the name of CaSSA, oversee the deposit of moneys received in any appropriate financial institution approved by the Board. The Club's books and financial records shall at all times be open to inspection by the membership and a report shall be made at every Board meeting. This report shall include the condition of CaSSA's finances and every item of receipt or payment not previously reported. At the Annual Meeting, the Treasurer shall render an account of all money received and expended during the previous fiscal year. The Treasurer and Bookkeeper, if one is hired, shall be bonded in such amount as the Board of Directors shall determine. The Treasurer may serve simultaneously as the Secretary.

Section 3. AKC Delegate: CaSSA shall have a Delegate to the AKC; these duties will be fulfilled by the AKC Liaison. Such Delegate shall be elected by majority vote of the full Board of Directors at its first meeting; once elected, the AKC Delegate becomes a member of the CaSSA Board of Directors. The Delegate shall hold office for a term of three years and until Delegate's successor shall have been duly elected and qualified. The Delegate may serve an unrestricted number of three-year terms. The Delegate shall be expected to attend the AKC Delegate meetings and, for each CaSSA Board meeting, provide a written report to the Board of AKC proceedings and all AKC business relevant to the CaSSA.

Section 4. Vacancies: Any vacancies occurring on the Board during the term of office shall be filled for the remainder of the term by selection of a Voting Member appointed by a majority vote of all the then Board members; 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. Any member considered for appointment by the Board to fill any vacancy

on the Board shall have been a Voting Member for at least 12 months prior to the date of appointment.

Section 5. Indemnification:

- a) Each person who shall serve as a CaSSA Director shall be indemnified by CaSSA against all costs and expenses incurred by, or imposed upon, such Director in connection with or resulting from any action, suit, or proceeding to which the Director is, or may be made, a party by reason of such Director being or having been a Director of CaSSA.
- b) Such indemnification shall include settlements made in amounts approved by the Board of Directors at the time such settlement is effective whether or not such person is a Director at the time such costs are incurred by or imposed upon such Director.
- c) Notwithstanding the forgoing, however, the indemnification shall not apply where the Director shall be finally adjudged to be liable by reason of having been negligent or guilty of misconduct or otherwise derelict in the performance of his/her Director's duties. The rights of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

Section 6. Compensation and/or reimbursement: No Board Member shall receive any compensation for services rendered to CaSSA; however, a Board Member may be reimbursed for out of pocket expenses reasonably incurred by that Board Member on behalf of CaSSA if such expenses were pre-approved by a majority vote of the full Board.

Article VII CLUB YEAR, VOTING, NOMINATIONS, AND ELECTIONS

Section 1. Club Year: CaSSA's fiscal year and official year shall both begin January 1 and end on December 31. The elected Directors shall take office on January 1, as of which date the retiring Directors shall turn over to their successors in office all properties and records relating to the Board and/or CaSSA.

Section 2. Voting: At the Annual Meeting or at a Special Meeting of CaSSA, voting shall be limited to those Voting Members in good standing who are present at the meeting. Voting by proxy shall not be permitted. The annual election of Directors and Amendments to the By-Laws, Policies and Procedures, and the Standard for the Breed shall be decided by written ballot cast by online poll. The Board of Directors may submit proposals to the Voting Members for acceptance or rejection via written ballot cast by online poll.

Section 3. Annual Election: The election of Directors shall be conducted by online poll provided to the Voting Membership. Directors shall be elected to the Board for one two-year term, except for the President and AKC Liaison, which each serve three-year terms. Directors shall be limited to serving no more than four consecutive two-year terms. Online poll will be closed for voting no later than October 31. Determination of election results will be by the Secretary or independent auditing firm designated by the Board of Directors. Polling can be verified by non-CaSSA, independent auditors designated by the Board of Directors. The candidates receiving the

largest number of votes shall be declared elected. A tie vote shall be broken by the auditor(s) drawing one name from the lot and the name so drawn shall be declared the winning candidate. As of January 1, if any nominee is unable to serve for any reason, such nominee shall not take office and the vacancy so created shall be filled by the Board of Directors in the manner provided in Article VI, Section 4 above.

Section 4. Nomination and Ballots: The Nominating Committee shall be made up of five persons appointed by the Board and shall consist of one Board Member and four Voting Members who have demonstrated their commitment to the Club and have substantial experience with Club activities. Geographic diversity should be considered in the composition of this committee. Such appointments shall be made prior to April 1 of the year of election. The Nominating Committee Chairperson shall be appointed by the Board. No person may be a candidate in a club election who has not been nominated. No member shall serve on the Nominating Committee two consecutive years. No two relatives, or two Voting Members of the same household, shall serve on the Nominating Committee at the same time.

Any and all members being considered for nomination to the CaSSA Board must have be a Voting Member in good standing for a period of at least 12 months prior to the date of the election.

If the Secretary is completing a first term on the Board and is seeking re-election to a second term, a sitting Board Member who is not seeking a second term in office at this time shall be appointed by the Board to carry out the responsibilities of the Secretary as defined in all the pertinent paragraphs of this Section.

a) The Nominating Committee shall nominate from among the CaSSA Voting Members five nominees for the five two-year terms on the Board of Directors. (Geographic diversity of Nominating Committee appointees should be considered to the extent it is practical to do so.) The five nominees shall be solicited by the Nominating Committee for prior consent to be placed on the ballot. Thereafter, the Nominating Committee shall submit its slate of nominees to the Secretary by August 1, but not before July 25. The Recording Secretary shall mail and/or distribute via electronic means a list of nominees, in alphabetical order and include the nominees' full names and addresses, to each Voting Member on or before August 20. The list shall be on a CaSSA nominating form that shall also contain space for additional nominations, and additional nominations may be made by the Voting Membership.

b) In addition to the five Nominating Committee nominations, a maximum of five additional nominations may be made by a Voting Member by placing the names and addresses of the write-in nominees on the CaSSA nominating form. This form shall be completed and mailed to the Recording Secretary postmarked no later than September 10.

c) In order that any write-in nominee is eligible to be placed on the election ballot, the Recording Secretary shall receive at least ten write-in nominations per nominee. All eligible Voting Members receiving at least ten write-in nominations shall be contacted by the Recording Secretary, informed of their nomination, and solicited for their permission to be placed on the election ballot. Such digital consent shall be received by the Recording Secretary, no later than September 25. All the eligible write-in nominees who receive a minimum of ten nominations and who accept his/her

nomination shall be placed on the ballot. If none of the write-in nominees accept his/her nomination or there are no eligible write-in nominees, the Nominating Committee's nominees shall be declared elected by acclamation and no election ballot shall be mailed to the membership. Notice to that effect shall be printed in the next official CaSSA publication.

d) If any valid and accepted additional nominations are received by the Secretary, on or before September 25, the Recording Secretary shall, on or before October 10, mail to each Voting Member in good standing a ballot listing all of the nominees for Directors in alphabetical order with the address at which they reside, together with a blank envelope and a return envelope addressed to the Recording Secretary, or independent auditing firm designated by the Board of Directors, marked "Ballot" and bearing the name of the Voting Member to whom it was sent. So that the ballots may remain a secret, each voter, after marking his or her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Recording Secretary, or independent auditing firm designated by the Board of Directors, and mail such envelope which shall be postmarked no later than October 31. Between November 8 and November 12, the designated independent auditors, prior to opening the outer envelopes and removing the blank envelopes, shall check the returns against the list of Voting Members whose dues are paid for the current year and certify the eligibility of the voters as well as the results of the voting no later than November 12 to the Recording Secretary. The vote results shall be mailed by the Secretary to CaSSA members no later than November 20 of the election year via regular mail and/or electronic means of communication.

e) No nominations shall be made at the Annual Meeting or in any manner other than as provided above.

Article VIII COMMITTEES

Section 1. Committees:

- a) There shall be a Standing Committee to advance the breed in health-related areas. The Health Committee shall make reports to the membership on an annual basis, with interim reports to CaSSA Board when requested by the Board. The Board may appoint additional health-related committees as it deems necessary.
- b) There shall be a Standing Committee on rescue. The Rescue Committee shall make reports to the membership on an annual basis, with interim reports to CaSSA Board when requested by the Board. The Board may at any time appoint Standing Committees to deal with breed conformation and performance events such as dog shows, agility, obedience/rally trials, guardian trials, and other areas which may well be served by a committee.
- c) The Board may, at any time, appoint Special Committees for a defined period of time to deal with short-term issues of importance to the Club. Such committees shall be dissolved when their specific work is complete.
- d) All committees shall always be subject to the final authority of the Board.

Section 2. Any committee or committee member appointment may be terminated only by a majority vote of the full Board whereupon email notice shall be sent to the terminated appointee. The Board may appoint a successor(s) to such member whose service has been terminated. Each terminated committee member shall turn over to the Committee Chair, or CaSSA Recording Secretary, all CaSSA properties and official records related to that committee within 30 days of his/her termination from a committee.

Section 3. Committees shall be evaluated by the Board at least every three years and be voted on for re-approval by a majority of the Board.

Section 4. Committee members who resign or are unable to serve for any reason may be replaced if deemed necessary by the Board.

Article IX DISCIPLINE

Section 1. AKC Suspension: Any CaSSA Member who is suspended from any privileges of the AKC automatically shall be suspended from all privileges of CaSSA for the same length period as the AKC suspension and commencing from the date the Board is made aware of the AKC suspension.

Section 2. Charges: Any Member may prefer charges against a Club member for alleged misconduct prejudicial to the best interests of the CaSSA or the breed. Written charges with specifications shall be filed in duplicate with the Recording Secretary with a filing fee of \$10. The amount of the filing fee can be set by the Board in the month of October for the following year. If no change in the filing fee amount is made by the end of October, the fee from the preceding year shall remain in effect. A Hearing Committee of the Board appointed by the Board shall consist of not less than three Board members.

The Recording Secretary shall promptly send a copy of the charges to each Board member 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 CaSSA or of the breed. If the Board entertains jurisdiction of the charges, it shall fix a hearing date, time, and location to be heard by the Board or a Hearing Committee of the Board not less than three weeks, or more than six weeks, thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing date, time, and location and an assurance that both the defendant and complainant may testify in his/her own defense and bring witnesses.

Section 3. Board Hearing: The Board Hearing Committee 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 complainant and defendant, the Hearing Committee may, by a majority vote of those present, issue a written public reprimand or suspend the defendant from all privileges of CaSSA for a period of up to one year from the date of the hearing. If the Board deems suspension

for a full year insufficient, it may also recommend to the Voting Membership that the penalty be expulsion. Immediately after the Hearing Committee of the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion: Expulsion of a member from CaSSA is a serious consideration and may be accomplished only at a formal Expulsion Meeting of the Voting Members of CaSSA following a hearing and upon the recommendation of the Board Hearing Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his or her own behalf although no evidence shall be presented at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf. The Voting Members shall then vote by secret ballot on the proposed expulsion. A two-thirds affirmative vote of those Voting Members present and voting at the Expulsion Meeting shall be necessary for expulsion. If expulsion is not so voted, the maximum one-year suspension shall stand. If a member is expelled, the expulsion shall be for a period of 4 years from the date of the annual meeting.

Section 5. Expelled Member Re-Application. Any member expelled from CaSSA who wishes to again join CaSSA when their term of expulsion has expired may do so at the entry level membership considering their residency status.

Section 6. Liability: Neither the Board of Directors nor the Hearing Committee of the Board, nor any of their members, shall be liable for the decisions rendered, put into effect, or published as provided for in this article, nor for any action or related costs incurred pertaining to same.

Article X AMENDMENTS

Section 1. Amendments to the Certificate of Incorporation and By-Laws or to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary and approved by 20 percent of the Voting Membership in good standing. Amendments proposed by petition shall be promptly considered by the Board of Directors and must be submitted to the Voting Members, with the recommendations of the Board, by the Recording Secretary for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 2. The Certificate of Incorporation and By-Laws and the Standard for the Breed may be amended at any time provided a copy of the proposed amendment(s) has been emailed by the Recording Secretary to each Voting Member, accompanied by a link to an online ballot on which s/he may indicate his or her choice for or against the action to be taken. The ballot shall specify an effective date not less than 30 days after the date of ballot availability by which date the ballots will be counted by the Recording Secretary, or independent auditing firm designated by the Board of Directors. The favorable vote of two-thirds of the Voting Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

Section 3. No amendment to the Certificate of Incorporation and By-Laws or to the Standard for the Breed that is adopted by CaSSA shall become effective until it has been approved by the AKC.

Section 4. When the Certificate of Incorporation is amended, it shall be the responsibility of the CaSSA Secretary to file a Restated Certificate of Incorporation with the Secretary of the State of Florida within 30 days of the amendment becoming effective.

Article XI DISSOLUTION

Section 1. CaSSA may be dissolved at any time by the written consent of two-thirds of the total Voting Membership in good standing. In the event of the dissolution of CaSSA, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of CaSSA nor any proceeds thereof nor any assets of the CaSSA shall be distributed to any members of CaSSA. After payment of all debts of the CaSSA, its remaining property and assets shall be given to one or more charitable organization(s) selected by the Board of Directors for the benefit of dogs; provided that any recipient organization qualifies as an exempt organization under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Article XII ORDER OF BUSINESS

Section 1. At Annual and Special meetings of CaSSA, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Reading minutes of last meeting
- Report of President
- Report of Vice-President
- Report of Secretary
- Report of Treasurer
- Report of the AKC Delegate
- Report of Committees
- Old Business
- New business
- 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:

- Reading minutes of last meeting
- Report of the President
- Report (if any) by:

Vice-President
Secretary
Treasurer
AKC Delegate
Eastern Regional Director
Western Regional Director
Report of Committees
Old Business
New Business
Election of Members
Adjournment

Article XIII ELECTRONIC COMMUNICATION

Where permissible under the AKC policies, e-mail notification shall be permitted.
When permitted under the laws of Florida, in all sections of these By-Laws specifying mailed ballots, Electronic Balloting shall be permitted if done in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs.

Article XIV PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern the proceedings of CaSSA except in such cases as are covered by these By-Laws and/or special rules adopted by CaSSA.

Bylaws approved by the CaSSA Board of Directors: 7/18