



**American Polish Lowland
Sheepdog Association,
Inc.**

Constitution and Bylaws



(Adopted March 25,2013)
(Amended and revised April 10,2017)

ARTICLE I-Name, Mission, Objectives

Section 1—The name of the Association shall be the American Polish Lowland Sheepdog Association, Inc. (hereafter called APLSA or Association)

Section 2

Mission: The American Polish Lowland Sheepdog Association, Inc. is an association of fun-loving Polish Lowland Sheepdog owners whose main goal is to maintain the integrity, health, protection and standard of the Polish Lowland Sheepdog (“PON”). 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.

The association is organized exclusively for social, charitable and educational purposes as defined in Section 501(c) or the corresponding section of any future federal tax code. Such purposes include engaging in any lawful act or activity to provide assistance to the improvement, health, shelter, safety, and protection of the Polish Lowland Sheepdog including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c).

Section 3

Goals and Objectives

1. To provide major educational opportunities and learning experiences for members and others interested in the Polish Lowland Sheepdog. (“PON”)
2. To hold events and to provide information about activities the Polish Lowland Sheepdog may excel in (i.e. herding, obedience, rally, agility, tracking, therapy, conformation, treibball, flyball, lure coursing, dock diving, or any other dog activities the Association chooses to recognize), as well as to encourage participation in community activities, Meet the Breed, or others determined to be beneficial to the breed.

3. To encourage good sportsmanship at all times when participating in AKC/non-AKC competitive events and/or any other social or educational events.
4. To encourage responsible breeding programs in adherence with the FCI Polish Standard and the AKC recognized standard.
5. To support canine health programs such as OFA, CHIC, CERF, the AKC A.B.C.'s of Breeding and others as adopted by the Association.
6. To encourage and provide assistance, including financial awards, to young people under age 18, either currently owning, co-owning, or interested in owning a PON, to take a more active role in Canine Good Citizenship, and other companion or performance activities, by providing education, training, and other opportunities in which they may become involved with the breed.
7. To assist in or financially contribute to research and health organizations beneficial to the Breed, as determined by the APLSA.
8. To provide for the raising of funds through public and private donations in order to further the purposes of the Association.
9. For any other lawful, civic, educational, charitable or benevolent purpose.

Section 4—The members of the Association shall adopt and may from time to time amend such bylaws as may be regarded necessary to carry out the mission and objectives.

American Polish Lowland Sheepdog Association, Inc.

Bylaws

(Revised April 10, 2017)

ARTICLE I

Membership

Membership is a privilege, not a right, granted by the Board of Directors via the procedure as spelled out in this document that is intended to protect the goals, interests and safety of this organization. The Board of Directors reserves the right to deny, revoke, or not renew membership. Membership is open to all who support the mission, goals and objectives of the APLSA and are willing to uphold its Constitution and Bylaws, Code of Ethics, and Code of Conduct.

If a potential member is the owner of a Polish Lowland Sheepdog (PON) or is involved in any AKC or any other canine registry activity he/she must also be in good standing with AKC. The member(s) must be willing to sign a contract agreeing to the above which remains in effect for the duration of their membership. All potential members regardless of their category of membership must fill out an application in full and be voted upon in executive session.

Section 1. Eligibility: There shall be seven (7) classifications of membership as follows:

(a) Individual Membership: shall include any individual eighteen years of age or older who is presently an owner or co-owner of a Polish Lowland Sheepdog or has owned a PON within the last five consecutive years. He/she will enjoy all the privileges of the Association including the right to vote and hold office. The member will receive a newsletter. Individual members may upgrade to household membership by adding one additional member in accordance with Article I, Section 1 (b) at the time of membership renewal and paying such dues.

(b) Joint Membership: Two people aged 18 years or older who own/co-own a PON(s) or have owned a PON within the last five years. Both people are responsible for caring for the health and welfare of their PON(s). Both members holding a joint membership shall enjoy all the privileges of the Association, including the right to vote and hold office, however, the newsletter will be sent to one address. If you hold a joint membership, you may change to an individual membership at the time of renewal if desired.

(c) Life Membership: Election to Life Membership status is at the discretion of the Board of Directors and is awarded for meritorious service to the association and/or in recognition of long time membership (20+ years) in good standing. Life Members shall enjoy all the privileges of the Association, including the right to vote and hold office. A Life Member shall not be assessed dues from the point of award forward. Life time members may or may not presently own a PON.

(d) Junior Membership: is open to any person between ten and seventeen (10-17) years of age. Junior members may not vote, hold office, or be counted in determining a quorum. A Junior member owning or co-owning a PON shall automatically become a Regular member with all of the rights and privileges attached thereto upon reaching eighteen (18) years of age. Junior members will receive a newsletter.

(e) Newsletter Membership: shall include any individual eighteen (18) years of age or older who has an interest in the Polish Lowland Sheepdog and may or may not own a Polish Lowland Sheepdog. Newsletter members cannot vote or hold office and do not count in the determination of a quorum. Dues are set to cover the cost of printing and postal expenses. A member who has owned a PON(s) will be classified as a newsletter member after five years of no longer owning a PON (excludes those who hold Life Memberships). A newsletter member may up his/her status to an individual or household membership at time of renewal providing he/she owns or co-owns a Polish Lowland Sheepdog.

(f) Canadian/Mexican Membership: shall be open to all citizens of Canada and Mexico who own a PON(s). They will have full voting rights as per Article IV, Section 2 (b) and may serve on the Board of Directors as a Director only. All other rights and privileges of membership apply as per other memberships

(g) Foreign Membership: shall be open to any individual not residing in the United States who is not a United States citizen but has an interest in the Polish Lowland Sheepdog. Foreign members cannot vote or hold office and do not count in the determination of a quorum. Foreign members will receive a copy of the newsletter. Dues for Foreign Membership will be set to include the cost of delivery of the newsletter.

Section 2. Dues: The Board shall establish the membership dues of the APLSA on an annual basis to be set at the October Board of Directors meeting and are not to exceed: \$100.

(a) The Treasurer, pursuant to the decision of the Board, shall mail or email in December a "Statement of Dues" for the ensuing year to each member in good standing. Such dues shall be payable on or before February 1.

(b) Such a notice shall also be inserted in the fall edition of the newsletter. If renewal dues are not received by February 1, a second reminder along with a copy of the renewal form will be sent by the Corresponding Secretary via e-mail or a note if e-mail is unavailable. Dues not postmarked by February 15 will result in removal of such person(s) from the membership rolls and will require them to reapply for membership.

(c) Membership applications must be filled out in full and be signed to be considered valid, including, but not limited to any updated information requested on all dogs owned and co-owned. Renewal applications must be filled out in full and signed in order for dues to be processed. Renewals will be granted at the discretion of the Renewal Membership Committee and the Board. Any violation of the APLSA Constitution, Code of Conduct, and/or Code of Ethics may put the renewal in jeopardy and renewals may be refused as per Article VI. Renewals through Pay Pal must in addition fill out and send in the original renewal form.

(d) Anyone who applies and is accepted into the APLSA in October, November, or December will be credited as dues paid for the following year, meaning he/she/they will receive any portion of October, November and December membership gratis.

Section 3. Election to Membership

(a) Membership Application: Each applicant for membership shall apply on a form approved by the Board which shall require that the applicant agrees to abide by the constitution and bylaws, the Code of Ethics, the Code of Conduct, and the rules of the American Kennel Club and is an owner or co-owner of a Polish Lowland Sheepdog (exceptions are Newsletter or Foreign members who do not have to own a PON). The application shall state the name and address of the applicant(s). It shall carry the signature endorsement of two members in good standing. Applications also require a signed contract on a form approved by the Board agreeing to adhere to the mission, goals, and objectives of the APLSA, Constitution and Bylaws Code of Conduct and the Code of Ethics of APLSA as well as the rules of AKC. The prospective member shall submit dues payment, in U.S. currency, for the current year with the application.

(b) Application Completeness: An application that is received that is not complete in every aspect, including all required signatures, will be labeled as incomplete. The application will be returned to the applicant for completion. If after 60 days from the date of the application, it is returned for incompleteness, it remains incomplete. The applicant(s) will be notified and his/her/their application fee returned. Such an applicant will have the option of resubmitting his/her/their application. No application that is considered incomplete will be submitted to the Board for consideration. Upon submittal, the application should be evaluated by the Corresponding Secretary for completeness. The Corresponding Secretary will complete the initial evaluation within 10 days.

(c) Application Consideration: Applicants shall be approved or rejected at an executive session of the Board. Affirmative votes of two thirds (2/3) of the entire Board present shall be required to approve an applicant. Consideration shall be given within thirty-five (35) days of receipt of the application by the Corresponding Secretary. An application, which has received a negative vote by the Board, may be presented by one of the applicant's endorsers at the next annual meeting of the Association. The members may elect such applicant by secret ballot and a favorable vote of seventy-five percent (75%) of the individual, life and household members present. Applicants for membership who have been rejected by the Association members may reapply after twelve (12) months from the date of their original application.

Section 4. Termination of Membership: Membership may be terminated as follows:

(a) By resignation: Any member in good standing may resign from the Association upon written notice, including fax or electronic mail, provided the e-mail address is readily identifiable and verifiable, to the Corresponding Secretary. However, no member may resign when in debt to the Association. This includes any financial obligations as well as holding any Association property. Such members will be held responsible for any expenses incurred by the Association in recovering such property.

(b) By lapsing: A member will be considered lapsed and automatically terminated if such member's dues remain unpaid by the 15th day of February of the current year. A lapsed member who is subsequently reinstated shall be considered the same as a new member and shall be subject to the ninety (90) day waiting requirement for purposes of voting on major Association decisions (Article IV, Section 2.) and the two (2) year waiting requirement for purposes of holding office (Article III, Section 1).

(c) By renewal refusal as determined by a combination of a Membership Renewal Committee and a 2/3 vote of the Board as per the procedures and/or policies as-adopted by the Board of the APLSA.

(d) By expulsion: A membership may be terminated by expulsion as provided in Article VI of these bylaws.

Article II

Meetings

Section 1. Annual Meeting: The Annual Meeting of the Association shall be held in conjunction where and when possible, with the Polish Lowland Sheepdog parent club specialty show, at a place, date, and hour designated by the Board of Directors. The Board may also choose, in lieu of this, to hold a teleconference annual meeting. Notice of the annual membership meeting shall be published in newsletter or its successor. Should the newsletter be delayed, the Corresponding Secretary shall mail a written notice of the meeting to each member at least thirty (30) days prior to the date of the meeting. A quorum for the annual meeting shall constitute fifteen percent (15%) of the individual, household and life members in good standing. Also there must be present a quorum of the Board which will be 2/3 of the present Board members for any official business to occur.

Guests may attend the annual meeting but may not speak or vote. New members are governed by Article IV, Section 2.

Section 2. Special Association Meeting: Special Association meetings may be called by the President, or by a majority vote of the members of the Board, or by the Corresponding Secretary upon receipt of a petition signed by ten percent (10%) of the individual, household and life members of the Association in good standing. Such meetings shall be held at such a place, date and hour and in a manner that is designated by the President. The Corresponding Secretary shall mail a written notice of such a meeting at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no

other Association business may be transacted. A quorum is ten percent (10%) of the individual, household and life members in good standing.

Section 3. Board Meeting: The first meeting of the Board shall be held within ten (10) business days after assuming office on the third Wednesday of October. (Once incorporated the elected officers will fulfill the time period between incorporation and the third Wednesday of October when their regular three-year term will begin.) Other meetings of the Board shall be held monthly at such times and places as are designated by the President. The President at the first Board meeting following his/her election shall set a regular monthly meeting date for the year (i.e. first Tuesday, third Thursday, etc.) with the approval of the Board. At the end of the first and second year of the three-year term, the President may suggest, and with board approval, may move the regular scheduled meetings to another day of the week (i.e. first Monday to third Wednesday, etc.).

Special meetings may be called as needed by the President as per Article II, Section 2. Notice of each meeting and a general agenda shall be sent by the Corresponding Secretary to each Board member at least five (5) business days prior to the date of the meeting, unless heretofore agreed to by all Board members. The quorum for a Board meeting shall be a majority of the Board.

Section 4. The Board may also conduct business (voting) by telephone conference call, video conference call, mail, or e-mail provided it does not conflict with any other provision of these by-laws. When conducting business, it is the duty of each Board member to participate in the meeting. The Board member will be provided with the means with which he/she is to participate; the ability to verify that participants are Board members must be in place. Allowing anyone else to listen to the Board meetings via a third-party call, recording or any other means is grounds for removal from office as prejudicial to the best interest of the Association and as such they may be brought up for disciplinary action.

Section 5: An audio recording of ~~Board~~ Association meetings will be prepared and retained for both the use of the Recording Secretary and kept for historical purposes.

Section 6: Proxy voting is prohibited.

Section 7: Privilege of the Floor. Because no one other than Officers and Board of Directors may attend regular Board meetings, Privilege of the Floor allows individual(s) to request he/she/they be allowed to address the Board at a regular Board meeting with their concerns or suggestions. Following Board established guidelines and with Board permission, he/she/they may be allowed to address the whole Board. It may also be utilized by the Board to invite someone to speak before the Board. It is not to be used on a regular basis, but as needed. A majority vote regarding the guidelines established by the Board will set forth the policy that will be entered into the Policy and Procedures Handbook.

Article III Directors and Officers

Section 1. Board of Directors (Board). The Board will be comprised of the President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer, and four others, all of whom shall be members in good standing. The five officers shall be citizens of the United States residing in the United States and the remaining four board members may be citizens of the United States, Canada and/or Mexico. The immediate Past President will remain on the Board in an advisory non-voting capacity as per section 2(f).

Not more than one member of a household will serve as an officer or a Board member at the same time. Further, no member, nor members of the same household or family, may hold consecutive Board or officer positions which would exceed six (6) years of consecutive cumulative service, whenever possible, except when serving as Immediate Past President. The Board will be elected for three-year terms or until their successors are elected in accordance with Article IV. General management of the APLSA affairs will be entrusted to the Board. A waiver is granted to only the Board elected at the time of incorporation, not disqualifying them from being re-elected for two consecutive terms.

Section 2. Officers. The officers consisting of the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer will serve in their respective capacities, both with regard to the APLSA and its meetings and the Board and its meetings.

(a) The President will preside at all meetings of the Association and of the Board and will have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in the bylaws. The President shall appoint the newsletter editor and the webmaster. It is the duty of the President to oversee the content of both the newsletter and the website. Should the editor and/or newsletter editor(s) not fulfill their duties, the editor (s) or webmaster may be removed by a 2/3 vote of the Board of Directors and a new one appointed by the President with the approval of a majority vote of the Board. The President will establish a tentative agenda for regularly scheduled Board meetings, after having consulted with the Corresponding Secretary for any necessary additions. The agenda will be sent to the whole Board a minimum of five (5) days before the Board meeting.

(b) The Vice-President will have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice President will maintain a separate book of cumulative motions and APLSA Policies and Procedures and have them available at all meetings. The Vice-President shall keep on ongoing "calendar of action" and will report such information at each regularly scheduled Board meeting. These books will be passed on to the newly elected Vice President of the Association to be continued and kept as official Association records.

(c) The Recording Secretary will keep a record of all meetings of the Association and of the Board and of all matters of which a record will be ordered by the Association or the Board of Directors. The Recording Secretary will furnish copies of all minutes to Board members in a form prescribed by the Board; deliver by mail or electronic means the minutes of these meetings

to the Board of Directors within ten (10) calendar days following the meeting, and carry out such other duties as are prescribed in these bylaws, or as directed by the Board of Directors. It is the duty of the Board members to read the minutes and notify the Recording Secretary in writing of any changes within five (5) calendar days of receiving them. Those changes should be made and the corrected minutes should be sent to the Board at least two days prior to the next Board meeting. Once approved at the following Board meeting the minutes will be sent to the webmaster and will be posted on the website within ten (10) days of such approval.

(d) The Corresponding Secretary will have charge of the correspondence of the Association, notify members of meetings, notify Officers and Directors of the election to office, and notify new members of their approval to membership. The Corresponding Secretary will send to the President any items he/she has to add to the tentative agenda 8-10 days prior to the regular scheduled Board meeting. The Corresponding Secretary will be the principal contact for requests from outside the APLSA for information about Association business and will carry out such duties as are prescribed in these bylaws or directed by the Board of Directors. The Corresponding Secretary will maintain the official roll of names, addresses, and if possible, telephone numbers and e-mail addresses of all members. The list should be kept updated and should be in sync with that of the Treasurer, ~~and~~ the Membership Chair, and the President. The membership list should be synced between the three in January, April, July, and September. The Corresponding Secretary is responsible for handling all voting information, including the election of officers and board members as per Article IV.

(e) The Treasurer will collect and receive all monies due to and belonging to the Association. The Treasurer will deposit the same in a bank approved by the Board, in the name of the American Polish Lowland Sheepdog Association, Inc. The President will be placed on the signature card for the account in addition to the Treasurer. The Treasurer's books will be open at all times to inspection by the Board. The Treasurer will report at every board meeting and at the annual meeting the condition of the APLSA's finances, including any income or expenses not previously reported, and provide written financial reports quarterly. At the annual meeting the Treasurer will present a statement of income and expenses covering the fiscal year to that point in time. The Treasurer will render an annual report to the membership of all monies received and expended during the previous fiscal year, to be published in the first newsletter following the end of the calendar year. Reports will be in accordance with the Policies and Procedures Handbook and will follow General Accounting Principles. The Treasurer will prepare and file all reports required by Federal, State, and if applicable, Local government. The Treasurer sends out all membership renewal notices. The President and the Treasurer shall each be bonded in such an amount as the Board of Directors will determine. The Treasurer will maintain a roll of names, addresses, and if possible, telephone numbers and e-mail addresses of all members.

No money can be dispersed from one account to another or any payments made, without Board approval. Any amount above \$2500.00 must also receive an affirmative majority vote of the total household, individual, and lifetime membership; the means of such voting will be determined by the Board.

(f) The Immediate Past President will serve as an advisor to the President and will aid the President in learning and enforcing the Mission and Objectives, Constitution and Bylaws, the

Standing Rules, and Policies and Procedures, in order to maintain continuity with the new Board of Directors. The term will be for four (4) months immediately following the new Board taking office. This position is an advisory-only position with no voting rights.

(g) The Board represents the members in the daily workings of the Association and shall oversee the day- to-day affairs of the APLSA. Along with the Finance Committee, the Treasurer and the Board will prepare by March 1 of each year a yearly budget. This budget must be approved by the Board and will be presented to the membership in the spring edition of the newsletter.

The Board will be responsible for keeping and following a complete record of the Policies and Procedures established by the Board. Such policies and procedures will be kept as part of the minutes by the Recording Secretary and will also be entered into a formal book known as the the Policies and Procedures Handbook which is to be kept by the Vice President as per Article III, Section 2 (b).

The APLSA Policies and Procedures Handbook is a Board Document and as such is under the exclusive control of the Board of Directors. As described in this section, the Policies and Procedures of APLSA are intended to provide descriptions of how the Bylaws are to be implemented during the day-to-day operations of the Association. It is the specific intent of the APLSA that the Policies & Procedures are subordinate to these Bylaws and in the event of a conflict between the Bylaws and the Policies and Procedures Handbook, the Bylaws will govern. It is also the specific intent of APLSA that when the Bylaws are silent on a topic that is addressed in the Policies and Procedures Handbook, the Handbook will govern. Finally, in the event of a topic that is described in these Bylaws, and which is also addressed in the Policies and Procedures Handbook, the language of the Handbook is to be used to clarify the intent expressed by these Bylaws.

(h) Should the Association become an AKC member club requiring an AKC delegate, then the AKC Delegate will be appointed by majority vote of the Board. He/she may regularly attend all American Kennel Club delegate meetings and will report, to the Board, the results of such meetings. The Delegate need not be a member of the APLSA Board, but is not precluded from being a member. The AKC delegate will be a three-year term to coincide with the elected Board. The AKC Delegate is a non-voting position and is subject to the same term limits as the Officers and Board members.

(i) Parliamentarian

A Parliamentarian, when and if needed, may be appointed by the President. If fees are required, the fees must be approved by a majority vote of the Board.

Section 3. Vacancies. Vacancies, other than the President, occurring on the Board during the year will be filled until the next annual election by a majority vote of all members of the Board at its first regular meeting following the creation of such vacancy, or at a special meeting of the Board called for that purpose. A vacancy in the office of the President be filled automatically by the Vice-President and the resulting vacancy in the office of the Vice-President will be filled by the Board. A vacancy in the position of immediate past president will not be filled until the next election.

Board members and officers must notify the President or Corresponding Secretary if unable to attend a Board Meeting. Any Officer or Director who is absent without being excused from two (2) consecutive Board meetings, or fails for any reason to participate in any four (4) meetings held in accordance with Article II, Section 4 during any twelve-month period will automatically be removed from his/her position and will be ineligible for election to a successive term. A replacement to serve the removed Director's or Officer's remaining term will be appointed in accordance with this Article III, Section 3.

Excused absences will be defined by the Board and will be placed in the Policies and Procedures Handbook. In order to be excused, it is the responsibility of the person excused to find another Board member or officer to report for them on any item on the agenda for which they are responsible.

Section 4. Conflict of Interest. A Director or Officer who has a personal or financial interest, or personal or financial involvement in any matter coming before the Board of Directors will

- (a) Disclose the nature of the financial or personal interest or involvement and
- (b) Will abstain from voting on the matter.

The minutes of meetings at which such votes are taken will record such disclosure and abstention. Failure to comply will lead to disciplinary measures as per the Policies and Procedures Handbook directives.

Section 5. Insurance and Indemnification. All Officers and Directors will be indemnified against personal and financial liability in accordance with provisions of Arizona law governing non-profit organizations. The officers and directors will be covered by a liability insurance policy purchased by APLSA, and the President and Treasurer will be bonded in an amount to be determined by the Board of Directors. The minimum amounts for the insurance coverage will be further defined in the APLSA Policies and Procedures Handbook.

Section 6. Audit. The APLSA's books/accounts will be audited at least once a year, by a professional auditor designated by the Board or by an Audit Committee composed of three (3) members in good standing appointed by the President and approved by the Board, but not from members of the Finance Committee.

Article IV

The Club Year, Voting, Nominations, Elections

Section 1. The APLSA Year. The APLSA's fiscal year shall begin on the first day of January and end on the thirty-first day of December. Subsequent to being elected, the elected officers and directors shall assume office on the third Wednesday of October in the year in which elected, or immediately upon appointment in the event of a vacancy and each retiring officer shall turn over to the successor in office all properties and records relating to that office at the time or within

twenty (20) business days thereafter. The exchange will go directly from the outgoing officer to the new officer as per a contract signed when taking office. It is the incoming Board's responsibility to take action to see the materials are returned if they have not been returned within the allotted time.

Section 2. Voting. At the annual meeting, or at a special meeting of the Association, voting shall be limited to those individual, life, Canadian/ Mexican, and household members who are in good standing, have met all their financial obligations, who have not been suspended under Article VI, and are present at the meeting.

The election of officers and directors, amendments to the constitution and bylaws, and other matters as determined by the Board, shall be decided by written ballot, and mailed using the United States Postal Service.

(a) Amendments to the Constitution and Bylaws will require the affirmative vote of two thirds (2/3) of the ballots cast by not less than twenty-five per cent (25%) of the individual, life, household and Canadian/Mexican members in good standing, who have met all their financial obligations, and have not been suspended under Article VI. Votes not meeting the 2/3 or 25% requirement in Section 2(a) will be declared void and a subsequent vote will be solicited from the membership. The Board may decide amendments or may submit for a ballot vote for other specific questions for decision by the membership. Such ballots will be mailed via the United States Postal Service.

(b) An individual, household, Canadian/Mexican, or life member to be eligible to participate and/or vote at any APLSA meeting, or to participate in any mail-vote, must be current with dues and must be in good standing. To vote in elections, on amendments, or changes to the bylaws and Constitution, and disciplinary matters as in Article VI, members must have belonged to the Association for 90 days prior to the-mailing of the ballot or any vote regarding these topics. New members may vote on all lesser matters. Votes received not meeting the above criteria will be considered void.

(c) Whenever a mail-vote is required, notice of such mail-vote shall be given in writing by depositing the same in the United States Postal Service, addressed to each member in good standing, at such address as it appears in the official records of the Association. Such notice shall be deemed to have been given at the time when the same was then mailed. The envelope containing the ballot shall be clearly marked "BALLOT" on the exterior of the envelope.

(d) The Corresponding Secretary will report the results of all membership votes with the exception of the Officers and Directors (see Article 4, Section 5(f), to the board and editor of the newsletter for publishing in the next issue and to the official webmaster for the APLSA website. The vote count will be included.

Section 3. Officer Election. The election of Officers and Directors shall be conducted every three years by secret ballot or as explained in Article IV, Section 5 (b).

The Board shall select prior to June 1 and before appointing the nominating committee, an independent professional inspector(s) of election (NPA, Notary, Lawyer, CPA) to count the returned ballots and certify the results. The inspector(s) must not have any conflict of interest arising from these duties or any relationship with a Board member or nominee.

Section 4. Nominations. No person may be a candidate in an Association election who has not been nominated in accordance with these bylaws. The Board shall choose, by June 1 of the election year, a Nominating Committee of individual, household, Canadian/Mexican, or life members in good standing who have been members for the two (2) consecutive years immediately preceding their appointment, whenever possible. The committee shall consist of five (5) members from different regions of the USA, if possible, as designated by the Board, and two (2) alternates who will meet with the committee but will only vote in the event an opening occurs with the original five members of the committee. The committee shall choose its own chairperson. The Nominating Committee shall conduct its general business in accordance with Article II, Section 4. A Nominating Committee member shall be selected by the committee to fulfill the responsibilities of the Secretary required by Article II, Section 4. When completed, the Nominating Committee minutes will be sent to the Recording Secretary and will be kept for three years as part of the official records.

(a) The Nominating Committee shall nominate from among the eligible members of the APLSA, one candidate for each of the herein above specified offices and one candidate for each of the positions on the Board and shall procure the written acceptance of each nominee, prior to the submission to the Corresponding Secretary. The written acceptances of each nominee shall be forwarded to the Recording Secretary and will be kept for a minimum of three years. Each officer and Board member shall serve a three-year term or until a successor is elected or, in the case of a vacancy, the position is filled by the Board.

(b) Members of the Nominating Committee are also eligible to be nominated for any position should the majority of the committee choose them.

(c) The Nominating Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The committee shall submit its slate of candidates to the Corresponding Secretary by July 1, who shall mail or email the list including the full names of each candidate and the state in which he/she resides to each member of the APLSA on or before July 15 so that any additional nominations may be made by the members, if they so desire. The nominating committee will also place its choice of nominees on the official APLSA website.

(d) Additional nominations of eligible members in good standing and whose financial obligations have been met may be made by written petition addressed to the Corresponding Secretary and postmarked on or before August 15, signed by ten (10) individual, life, Canadian/Mexican, or household members in good standing and accompanied by the written acceptance, with a biographical description of each additional nominee, signifying willingness to be a candidate. No person shall be a candidate for more than one (1) position and the additional nominations which are provided for herein may be made only from among those members who have not accepted a

nomination from the Nominating Committee. Nominations postmarked after August 15 will not be accepted. If balloting occurs, all candidates must provide a biographical sketch to the Corresponding Secretary prior to the-mailing of the ballots.

(f) Nominations may not be made in any manner other than provided above.

Section 5. Elections

(a) If the final slate consists of only one candidate for each office, the nominees shall be declared elected and no balloting will be required. The new slate shall take office the third Wednesday of October.

(b) When there is more than one candidate nominated for any office, the Corresponding Secretary, by September 1, shall mail to each individual, life, Canadian/Mexican, and household member in good standing, the following: a ballot, listing in alphabetical order, all nominees for each office; the state of residence, biographical information (as submitted by the candidates), and voting instructions. These will be mailed together with a blank envelope and a return envelope addressed to the Inspector of Election marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking the ballot, shall seal it in the blank envelope, which shall be placed in the second envelope addressed to the Inspector of Election. Each ballot must be placed in its own envelope provided by the Corresponding Secretary.

(c) The Inspector of Election shall verify the unopened envelopes received against the official list of members in good standing, provided by the Corresponding Secretary. Any inquiries regarding the official membership list must be made 10 or more days prior to the-mailing of the ballots.

(d) The Inspector of Election, after verifying the unopened envelopes against the list of members, will open the ballot envelopes, separating the blank envelopes from their mailing envelopes to ensure secrecy, tabulate, and certify the results. Ballots must be postmarked on or before October 1. Any ballot in an envelope other than the pre-addressed envelope to the Inspector of Election will be considered void and will not be included in the count and will not be opened. Only the President and the Corresponding Secretary may have any contact with the Inspector of the Election. Any additional comments or markings on the ballot beyond the actual vote on the ballot will invalidate the ballot.

(e) The individual receiving the largest number of votes for an office shall be considered the winner. In case of a tie vote for any office, the newly elected board shall hold a runoff election within twenty (20) business days between the tied candidates per secret ballot as per Article IV, Section 5 (b, c, d).

(f) The Inspector of Election will submit a report to the Corresponding Secretary and the President detailing the ballot results and certifying such results. The ballots will be retained by the Inspector(s) of Election for ninety (90) days from the reporting date, after which, the Inspector of Election will forward the ballots (but not the ballot envelopes) to the Recording

Secretary for retention for three (3) years. Upon receipt of the certified report from the Inspector of Elections, the Corresponding Secretary will send a copy to all Board members.

(g) The Corresponding Secretary shall report the election results to the membership via the U.S. Postal Service in a timely manner and by posting the results on the official APLSA website within 24 hours of having the verified results.

Article V

Committees

All committee chairpersons and committee members must have kept their dues current and be members in good standing of the American Polish Lowland Sheepdog Association, Inc.

Section 1: The President, with the approval of the Board, shall establish Standing Committees, as needed, or Ad Hoc Committees, as needed, to advance the work of the Association or to aid it on particular projects. All committees shall act only in an advisory capacity to the Board and any actions taken by the committee chairs and committee members are subject to the Board's approval.

Standing Committees shall consist of, but not be limited to Health, Ways and Means, Finance, Membership, Breeders' Education, Judge's Education, Awards, Discipline, Membership Renewal, Historian and Show, Performance and Companion Events. Ad hoc committees may consist of, but not be limited to such temporary committees as Nominating, Audit, Fun/Special Events, Breed Standard, and Constitution and By Laws.

Section 2: Committee Chairpersons.

(a) Committee chairpersons will be appointed, as needed, by the President within 30 days of a new Board assuming office. Such individuals must have been members of the Association in good standing for at least one year, whenever possible, prior to seeking the position. The above two requirements are waived for one year immediately following incorporation of the Association. Members of the Board, whenever possible, should neither chair nor take part in a committee, other than the President in ex-officio capacity. The Recording Secretary within 10 days of taking office shall send a reminder, by e-mail (or USPS to those without e-mail) stating, "Any member in good standing and with dues current interested in becoming a chairperson shall submit a statement of qualifications to the Recording Secretary by November 15 for the position they desire to hold." By December 1, the President shall submit to the Board the names of the various Standing Committee Chairpersons (if the committee is established). Ad hoc committee chairpersons will be chosen by the President as needed. The Corresponding Secretary shall inform by mail, fax, or e-mail, each committee chairperson of his/her appointment by the President no later than December 10 and each chairperson must inform the Corresponding Secretary of his/her acceptance by mail/fax, or e-mail no later than December 20.

(b) All Committee Chairpersons must sign an agreement before assuming office, that when their appointment has ended, they will return all APLSA records, property, and materials of the

Committee to the newly elected Recording Secretary and that they will send any unused funds to the newly elected Treasurer. Failure to release APLSA records, funds, property and/or materials within 20 business days may lead to membership suspension, loss of good standing, and/or expulsion as per Article VI. All information gathered and data collected by any APLSA committee is the property of APLSA and no chairperson or committee member may use that information for personal use at any time during his/her time in office, or at any time thereafter. Violators will be subject to disciplinary/legal action by the Association at the expense of the violator.

Section 3: All committees shall follow the Code of Conduct and Code of Ethics set forth by the Association. Participation on a committee, if selected, is open to members in good standing and whose financial obligations have been met for one year prior to appointment. This requirement is waived for the one year immediately following the incorporation of the Association. The term of a committee chair and the term of the standing committee members shall coincide with that of the board in office, so long as duties are fulfilled, and may be renewed only by application after the completion of election of new officers and are subject to the process as specified in Section 1 of this Article. The committee chair shall confer with the membership chair for names of persons interested in assisting with his/her work and then solicit their participation in a manner to determine qualifications.

The term of an ad hoc committee shall be defined by the Board, except for the Nominating Committee as per Article IV, section 4.

Section 4: Committee Composition and Responsibilities.

(a) The committee chairperson of each committee shall at his/her discretion determine the size and composition of his/her committee, provided that all committee members are in good standing and have met their financial obligations with the Association. Each person shall send a list of chosen committee members to the Recording Secretary by December 31st of each year. Should any member changes occur on the committee, the Committee Chair is to notify the Recording Secretary within five (5) business days. Each committee is required to submit a written initial report of its operating procedures and anticipated activities to the Corresponding Secretary by January 10. The Board will act upon the committee submissions on or before March 1. Each committee is required to submit a written final report to the Corresponding Secretary, which outlines the work of the committee during the previous year, no later than 30 days before the annual meeting. Additional interim committee reports may be required by the Board. The Board may accept or reject, in whole or in part, any committee recommendation(s). Any policy or procedure change formally proposed by a committee must be acted upon by the Board of Directors within 30 days.

(b) Consultants to any committee who are not members must have a majority vote of the Board.

(c) Committee meetings may be held or business may be conducted by telephone, conference call, mail, fax, or e-mail provided it does not conflict with any other provisions of the bylaws.

Section 5: Any committee Chair or committee appointment should they not fulfill their duties may be terminated by two thirds vote of the full Board. Any appointee whose services are terminated shall receive written notice of termination from the Corresponding Secretary. The President may appoint successors to those persons whose services have been terminated.

Article VI

Discipline

Members have the right to an Association that does not permit misconduct of any of its members. The Board has a duty to its membership to not tolerate misconduct by any of its members, and toward that end will establish a Discipline Committee. The duty of the Discipline Committee is to carry out a confidential investigation of any situation of alleged misconduct to determine whether there is sufficient cause for no action, a reprimand, probation, suspension, expulsion and/or referral to the Membership Renewal Committee, and to make such recommendation to the Board for its action. Any and all materials, actions, or discussions pertaining to such an investigation are to be confidential.

Section 1. Charges. Every Officer/Director/Member has the right to prefer charges against another Association Officer/Director/Member, without fear of retribution, intimidation or harassment. Whether found at fault or not, a defendant cannot file any civil or criminal charges in return against a complainant.

(a) Misconduct of an Officer or Board Member at an Association meeting. If an Officer or Director should act improperly at a meeting, a Point of Order may be raised by another officer or director. In accordance with Roberts Rules, a point may be called twice more, after which time a vote without debate may be taken by the Board as to whether to remove the offender from all or part of the meeting; a vote of two-thirds (2/3) will be required for removal. If the matter is more serious, action per Section 1 (c) may be taken.

(b) Negligence. If an Officer, Director, or Committee Chair neglects his/her duties, abuses his/her authority, or demonstrates any misconduct which calls into question his/her fitness for the position held in the Association, including but not limited to action detrimental to the best interests of the Association or the breed, the individual can be removed from office by adoption of a motion to do so; an affirmative two-thirds (2/3) vote of the (remaining) board will be required for removal of the offender from his/her position. Further action, per Section 1(c) may also be taken. Anyone so removed shall turn over to the Corresponding Secretary all Association property, official records, and funds related to that position within twenty (20) days of his/her removal. Refusal to do so may lead to membership expulsion by a two-thirds vote as per Article VI, Section 6. In addition, he/she will be held legally responsible for any and all expenses incurred in recovering such.

(c) Misconduct by an Association Member. A clear statement of facts, one original and two copies, should be sent by regular and certified mail to the Corresponding Secretary with as much supporting documentation as possible, together with a filing fee of fifty dollars (\$50.00). The Corresponding Secretary will then forward the package to the Discipline Committee Chair. The

Discipline Committee Chair will notify both the claimant and defendant of receipt of the charges within five (5) business days, with a copy of the Statement of Charges to be provided to the defendant in this same timeframe, and set a date of up to thirty (30) business days by which to evaluate the preferred charge(s). Upon determination of possible misconduct by a two-thirds (2/3) vote, the Discipline Committee Chair will then forward the Discipline Committee's findings and recommendations in writing to the Board for possible further action. If the Committee's investigation finds no just cause to proceed with a Board hearing, then both parties will be notified by the Board in writing to that effect. Should the investigation show reason to hold a Board hearing, a date of no less than ten (10) and no more than twenty (20) business days will be set; both parties will receive notification from the Board by the USPS regular and certified mail, postage paid and return receipt requested. A teleconference hearing shall be arranged; a copy of the Statement of Charges and all supporting documentation will be provided to the defendant. At this point, an offer for resignation should be presented to the defendant.

Section 2. Hearing. A hearing by the Board is to be confidential and will be conducted in Executive Session. If a Director or Officer has a personal or financial interest, or personal or financial involvement, with either a claimant or defendant called to a Misconduct Hearing, that Director/Officer will disclose as soon as possible to the remainder of the Board the nature of the personal or financial interest or involvement and will not take part in the Hearing. Any Director or Officer against whom charges have been filed is to be considered a defendant and will not participate in a Hearing as a Board Member; likewise, any Director or Officer filing charges against another Director, Officer, or Association Member will be considered a claimant and will not participate in a Hearing as a Board Member. The defendant and claimant will be allowed to have witnesses speak on their behalf. Legal counsel shall not be present for either party. If one or both parties do not attend/take part in the teleconference call at the time so designated upon notification, the hearing will proceed anyway.

Section 3. No Action. If the allegations have no merit and no action needs to be taken, the Board will send such report to the claimant and defendant.

Section 4. Reprimand. If the course of action best suited to the allegations is a reprimand, the Board may choose to provide a written request for change in conduct to the defendant (or to the claimant, if the hearing concludes the charge is frivolous or utterly without merit.)

Section 5. Probation. The Board may decide to place the member(s) on probation for up to a year. Doing this will remove the member's "good standing" status as defined in the APLSA Policies and Procedure Handbook.

Section 6. Suspension. If the Board recommends that privileges of membership should be disallowed for a period of time, the penalty imposed should be for a minimum of six (6) months, but no more than one (1) year. The Board will determine the length of time, based on gravity of misconduct, and will notify the suspended member in writing of the starting and ending dates of the term. Should the suspension sentence run into the time of dues renewal, the renewal notification will be sent by the Treasurer to the Membership Renewal Committee for their consideration. If their recommendation is to decline accepting the renewal, the Committee will notify the Board and suspended member in writing.

Section 6a. Reinstatement. Thirty (30) days prior to the end of the suspension period, the Board will notify the member in writing by postal service of the date upon which the member will be eligible for full membership privileges and responsibilities; a copy of the Code of Conduct, Code of Ethics and Bylaws is to be included with the correspondence. The member must respond in writing within ten (10) business days to the Board with his/her wishes regarding the membership, and signify the desire to remain in the Association by signing and returning the Code of Ethics and Code of Conduct.

Section 7. Expulsion. The Association has the ultimate right to make and enforce its own rules and to require its members to refrain from conduct and behavior in violation of those rules, or conduct not in keeping with the best interests of or prejudicial to the Association, or conduct that reflects poor or dangerous care of the breed. If the Board determines that (any of) the Constitution and Bylaws/Code of Ethics/Code of Conduct/Standards of Membership have been broken by the defendant and call for expulsion, a majority vote of all Individual, Household, and Life Members, per Article IV, Section 2(b), is required for approval of the expulsion. The Corresponding Secretary will mail ballots, together with a blank envelope and a return envelope addressed to the Recording Secretary and bearing the name of member to whom it was sent. So that ballots may remain secret, each voter, after marking the ballot, shall seal it in the blank envelope, which shall be placed in the second envelope addressed to the Recording Secretary; each ballot must be placed in its own envelope provided by the Corresponding Secretary to be considered valid. Ballots will be mailed back to the Recording Secretary, who will count them and report results to the Discipline Committee. The Discipline Committee will notify the Board. The Board will then adopt an Expulsion Resolution and ask the Corresponding Secretary to notify the member of the resolution. Ballots will be retained by the Recording Secretary for a period of three years. In writing the resolution, it will be the responsibility of the Board to determine whether the expulsion should be lifetime or for a set period of time of not less than two (2) years. Further, the Board may choose to recommend the same terms to AKC for the expelled member.

Section 8: Renewal Refusal. No one should be allowed to remain a member of the Association if his/her continued membership is prejudicial to and/or not in the best interests of the Association or the breed, whether in meetings or elsewhere.

(a) Knowledge that a member is violating the Code of Ethics and/or the Code of Conduct may only be available to a limited number of members. In such cases, the Board, along with the proper committees, must take action to protect both the other members of the Association and the integrity of the Association, as well as the breed. Misconduct and ethics violations will be turned over to the Discipline Committee by the Board, who will complete an investigation within fifteen (15) business days. If the matter is considered founded by a two-thirds (2/3) affirmative vote of the Discipline Committee, such findings will be turned over to the Board for their determination of action.

(b) The Discipline Committee will meet with the Board in executive session to report their findings of all investigations and present their recommendation.

(c) The Board, in executive session within ten (10) business days of their meeting with the Discipline Committee, may take two possible courses of action by a majority vote.

- (1) The Board may decide the issue, while noting it, is not of enough importance to follow through with any action.
- (2) The Board may pass a Warning Resolution containing the charges of misconduct, asking the member(s) to make the necessary corrections immediately. This Warning Resolution will be mailed by both certified and regular USPS to the individual(s) involved. The member(s) will be eligible for two such Warnings in total.

If any misconduct continues after two Warnings, the matter will be turned over to the Membership Renewal Committee who will study the facts presented, and by a two-thirds (2/3) vote may recommend to the Board that the dues be refused and the Membership renewal be denied.

(d) The Board will again look at all the facts presented by both the Discipline Committee and the Membership Renewal Committee, and by two-thirds (2/3) vote may agree to deny the renewal. The Corresponding Secretary will notify the member(s) and the Treasurer will return/refund dues sent for that year.

(e) The procedures for conducting an investigation by both the Discipline Committee and the Membership Renewal Committee will be adopted by the Board and placed in the APLSA Policies and Procedures Handbook.

Section 9. American Kennel Club Suspension. A member suspended from any privileges of the American Kennel Club, shall be suspended for a similar period of time from the Association.

Article VII

Amendments

Section 1. Amendments to the Constitution and Bylaws may be proposed by the Board or by written petition addressed to the Corresponding Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by a Special Meeting of the Board called by the President and must be submitted to the members with recommendation of the Board by the Corresponding Secretary for a vote within 60 days of the date when the petition was received by the Corresponding Secretary. Those permitted to vote must meet the qualifications in Article IV, Section 2 (b).

Section 2. The Constitution and Bylaws may be amended at any time provided, a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing as of the date of mailing, accompanied by a ballot on which members may indicate their choice for or against the action to be taken. Dual-envelope procedures described in Article IV, Section 5(b) shall be followed in handling such ballots, to assure secrecy of the vote, except in this case (Article VII, Section 2), ballots are to be returned to the Corresponding Secretary. Notice with such ballot shall specify a date, not less than thirty (30) days after the date postmarked, by which date the ballots must be returned to the Corresponding Secretary to be counted by such secretary. An affirmative vote of two thirds (2/3) of the ballots cast by not less

than twenty-five percent (25%) of the individual, life, Canadian/Mexican, and household members in good standing shall be required to affect any such amendment. [Article IV, Section 2 (a, b)]

Section 3. Should the APLSA become affiliated in some way with AKC, no amendment to the Constitution and Bylaws that is adopted by the APLSA shall become effective until approved by the Board of Directors of The American Kennel Club.

ARTICLE VIII

General Provisions

Section 1. All members will maintain high standards of care for their Polish Lowland Sheepdog(s) including, but not limited to, the following: proper food and shelter, regular grooming, proper veterinary care, socialization, and companionship; puppy kindergarten and early obedience training and/ or Canine Good Citizenship (CGC) training are highly recommended.

Section 2. Members of the Association will sign and agree to abide by the Code of Ethics and the Code of Conduct.

Section 3. Board/officers and the membership should endeavor to maintain open lines of communication between each other. Involvement of all members of the Association should be encouraged.

Section 4. The members of the Association shall adopt and may from time to time pass such bylaws as may be regarded to carry out the mission and objectives of the Association.

Section 5. The use of the APLSA name, logo, or emblem in any form of advertising by any member or group of members is expressly prohibited except by the association itself, without written permission granted by an affirmative majority vote of the Board of Directors.

Section 6. The official e-mail or USPS mailing list of the APLSA shall not be used by any member or non-member of the Association unless for official business of the Association or with previous Board approval. Such list(s) may never be used for personal or commercial reasons.

Article IX

Dissolution

Section 1. The APLSA may be dissolved at any time by the written consent of not less than two thirds (2/3) of the members in good standing. In the event of the dissolution of the Association, other than for purpose of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the APLSA, nor any proceeds thereof, nor any assets of the APLSA

shall be distributed to any members of the APLSA, but, after payment of debts of the APLSA, its property and assets shall be distributed for one or more tax exempt purposes within the meaning of section 501 (c) for the benefit of dogs, selected by the Board. The procedure will be spelled out in the Association's Policies and Procedures Handbook.

Article X

Order of Business

Section 1. At the annual meeting of the APLSA, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last regular meeting
- Report of the President
- Report of the Recording Secretary
- Report of the Corresponding Secretary
- Report of the Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

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

- Privilege of the Floor
- Reading minutes of Last meeting
- Report of Recording Secretary
- Report of Corresponding Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Elections of new members
- New business
- Adjournment

Article XI

Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order, Newly Revised 11th edition or any newer edition that is published shall govern the APLSA 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 APLSA may adopt.