

# Old English Sheepdog Club of America

## Revised Constitution & Bylaws

Approved July 2025



### Constitution

- Article 1 The name of the Club shall be THE OLD ENGLISH SHEEPDOG CLUB OF AMERICA, INC. (OESCA)
- Article 2 The objectives of the OESCA shall be:
- (a) To encourage, protect, and promote the breeding of purebred Old English Sheepdogs (OES) and to do all possible to bring their natural qualities to perfection.
  - (b) To urge members and breeders to accept the Standard of the breed, as approved by the members of the OESCA and the American Kennel Club (AKC), as the only standard of excellence by which OES shall be judged.
  - (c) To do all in its power to protect and advance the interests of the breed, to encourage sportsmanlike competition at all AKC events.
  - (d) To conduct specialty shows, sanctioned matches, performance events, and other AKC events for which the club is eligible under the Rules and Regulations of the AKC.
  - (e) To encourage the organization of independent local OES specialty clubs in localities where there are sufficient fanciers of the breed to meet the requirements of the AKC and these Bylaws for local club membership, and to offer guidance to these clubs through membership in the parent club.
- Article 3 The OESCA shall not be conducted or operated for profit, and no part of any profits or remainder or residue from dues or donations shall inure to the benefit of any member or individual.
- Article 4 The members of the OESCA may be requested to carry-out the objectives of this Constitution.
- Article 5 This Constitution may be amended by a three-fourths vote cast by members entitled to vote that includes the favorable vote of 20 percent of the Regular Members, in accordance with and subject to procedures set forth in the bylaws.

### Bylaws

#### ARTICLE I MEMBERSHIP

- Sec. 1 There shall be six classes of membership: Regular, Household, Junior, Associate, Honorary, and Local Old English Sheepdog Club.
- (a) Regular Membership shall be open to all persons 18 years of age and over who reside in the United States, who are in good standing with the AKC and who subscribe to the purposes of the Old English Sheepdog Club of America. (OESCA)
  - (b) Household Membership consists of two Individual Regular Memberships for any two people residing at the same address who will have separate voting rights and receive only one copy of club mailings other than ballots.
  - (c) Junior Membership shall be open to all persons between 9 and 18 years of age who are in good standing with the AKC and who subscribe to the purposes of the OESCA. Junior Membership is provided in order to encourage in such young people an interest in breeding, showing, caring for dogs and to instruct them in the operation of purebred dog clubs. Junior Members shall be entitled to all rights and privileges of membership including receiving OESCA Yearbooks without an additional charge. However, they will not have the right to vote or to hold elective office.
  - (d) Associate membership shall be open to all persons 18 years of age and over who reside outside the United States, who are in good standing with the AKC and who subscribe to the purposes of the OESCA. Associate members shall be entitled to all rights and privileges of Regular Membership except the right to vote and to hold elective office. Associate members receive the club magazine and the Yearbook. Those holding membership status before the date of October 1, 2001 shall retain their rights and privileges, including voting, except the right to hold elective office.
  - (e) Honorary Membership. The members of the OESCA may from time to time recognize significant contributions to the breed by election of an individual to Honorary Membership in the OESCA. Nomination of any person to Honorary Membership shall be by petition signed by 30 Regular Members and filed with the Corresponding Secretary on or before the 1st day of June in any year. No approval by the Board of Directors shall be required and election of a nominee shall be by two-thirds majority of the eligible votes cast in a ballot at the time fixed for the next election ballot. No individual shall be deemed to be an Honorary Member until their consent has been obtained in writing. Honorary Members shall pay no dues and shall be entitled to all the rights and privileges of membership except the rights to vote and hold elective office in the Club, but an Honorary Member may, at the same time, hold a Regular Club Membership by paying annual dues

- (f) Local OES Club Membership shall be open to any organized local OES club which at the time of its application has during the last 15 months maintained and still maintains a regular membership of at least 8 persons, of whom at least two are unrelated (defined in Article XII, Sec. 2) OESCA members who have belonged to the OESCA for at least the previous 12 months, while also being members of the applicant club. The local club shall be entitled to all the rights and privileges of membership except the right to vote or hold elective office in the OESCA. The local club's members who are not also members of the OESCA as individuals shall not be entitled as individuals to any of the rights and privileges of members of the OESCA. A local club shall be entitled to be represented by a delegate, who must be an OESCA Regular Member, at meetings.

## Sec. 2 Dues

- (a) Maximum membership dues shall not exceed \$65 for a class of membership and shall be fixed or changed upon the recommendation of the Board of Directors and voted on by the members. A vote to change the dues for any class of membership shall be balloted in accordance with the provisions of Article V and shall be fixed or changed by a simple majority. The ballot on a proposal to change the maximum dues for any class of membership shall state the date on which such proposal would become effective if adopted. No such vote shall become effective until the beginning of the fiscal year next following the counting of the ballots. The dues for each class of membership shall be included in the Policy and Procedures Manual. (P & P's)
- (b) Dues shall be payable upon application for membership and shall be due annually thereafter on October first of each year. During the month of August, the Treasurer shall send to each member a statement of their dues and the postage assessment to receive the Club Publication and the Yearbook for the coming fiscal year. In addition, an alert that dues notices were sent may appear in a club notification. Any member in default of dues after October 31st shall not be considered a member in good standing but may reapply for membership. Members who do not pay the separate postage assessment will not receive the Club Publication or Yearbook.

## Sec. 3 Application for Membership

- (a) Applicants for Junior, Regular, or Associate Memberships shall apply to the Corresponding Secretary on a form approved by the Board of Directors which shall require the applicant's signature to signify agreement to abide by the Constitution, Bylaws, and Code of Ethics of the OESCA and the rules of the AKC. Each application must carry the endorsement of two members unrelated to each other, unrelated (defined in Article XII, Sec. 1 (b) to the applicant or a household member and must be accompanied by the payment of dues for the current year.
- (b) A local Old English Sheepdog Club desiring membership in the OESCA shall apply to the Vice President and shall file with its application the endorsement of the Regional Director for the Region in which the club is organized, a copy of its Bylaws; a list of its officers, directors and members together with their addresses; a statement that it agrees to abide by the OESCA Constitution, Bylaws and Code of Ethics and the rules of the AKC. An acknowledgment that the OESCA Inc. shall not be responsible for any indebtedness of the member club must be included. Such application must be accompanied by the payment of dues for the current year. The Vice President shall forward the application to the Corresponding Secretary together with the endorsements of the Regional Director and Vice President.
- (c) A list of all new applicants for membership shall be published in a club mailing. Members shall have 30 days from the first of the month following the date of the club publication mailing in which an applicant's name is published to file any objection with the Corresponding Secretary. An objection must be in writing and signed, clearly stating the basis for the objections. Immediately upon receipt of such an objection, a hold shall be placed on that application for forty five (45) days. Those applicants whose names were published and received no objections in the 30-day membership review period shall be accepted to membership upon the favorable secret ballot vote of two-thirds of the Board present and voting.
- (d) The Corresponding Secretary shall notify applicant(s) for whom objections have been received that a hold has been placed on their application(s) and shall also notify the Board of Directors. After the 45 day hold period and a Board investigation, the Board shall consider the application at its next regularly scheduled meeting in executive session. A favorable secret ballot of two-thirds of the Board present and voting shall be required to accept an application to which an objection has been received.
- (e) An applicant who has not been approved for membership by the Board of Directors shall be notified by the Corresponding Secretary, and shall be refunded the payment that accompanied the application. An unapproved applicant may be presented by one of the applicant's sponsors at the next Annual Meeting and the Club may elect such applicant to membership by the favorable secret ballot vote of at least 75 percent of the members present. Any applicant voted upon and rejected for membership at the Annual Meeting or, if no vote occurs at the Annual Meeting, by the Members, shall not be eligible to reapply for 18 months following the final vote of rejection. If such applicant is approved for membership it is not completed without payment, as per Art. I, sec. 3(a).

## Sec. 4 Members in Good Standing

- (a) A member in good standing is one who has been accepted for membership, whose dues have been paid by the 31<sup>st</sup> day of October, whose membership has not been terminated and is not under suspension under any provision of these Bylaws, and who is in good standing with the AKC. The term "member" as used herein shall mean a member in good standing unless otherwise specifically provided. Members allowing their dues to lapse must go through the new member application process to rejoin the club.
- (b) To remain a member in good standing, any member owing money to OESCA, or who is in possession of club property, must satisfy the debt or return the OESCA property within 30 days of the date of written request by the Corresponding Secretary. The debt must be paid or the Club property must be returned to the Club Recording Secretary. Failure to do so shall automatically result in suspension of member in good standing status. If the debt remains unsatisfied or the property not returned within a 45-day period, OESCA will not accept dues until the debt is paid or the property returned.
- (c) The right to vote on questions before the Club, to hold office or serve on the Board of Directors, to be awarded Club trophies, or to exercise any of the other rights and privileges of membership otherwise specifically provided in these Bylaws or usually pertaining to Club membership shall be limited to members in good standing subject only to the specific limitations on the respective classes of membership set forth in Sec. 1 of this Article.

## Sec. 5 Termination of Membership

- (a) Membership may be terminated by resignation, lapsing, or expulsion.
  - (1) Resignation. Any member may resign from the Club upon written notice to the Corresponding Secretary but no member may resign when in debt to the Club.
  - (2) Lapsing. A membership shall be deemed to have lapsed and shall be automatically terminated if the member's dues are unpaid after the 31<sup>st</sup> day of October.
  - (3) Expulsion. A membership may be terminated by expulsion at a Special Club Meeting as provided in Article VII of these Bylaws.
- (b) Any person or local Old English Sheepdog Club ceasing to be a member for any cause whatsoever and at the same time having possession or custody of any club property, shall immediately on such cessation return all such property to the Recording Secretary and shall be given a receipt for the same.

## ARTICLE II OFFICERS AND DIRECTORS

- Sec. 1 The Board of Directors shall consist of these seven officers: President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Delegate to the AKC, and Past President; and these additional Board members: one Regional Directors from each of the geographical regions, and a Director at Large who may serve as Editor of the Club Publication- All Board members shall be residents of the U.S.A.
- Sec. 2 The members of the Board of Directors shall serve a staggered two-year term, beginning October 1<sup>st</sup>. The Past President shall serve a 1-year term beginning immediately following the end of their presidential term. Any Board member who fails to remain a member in good standing shall forfeit office.
- (a) The election of the President, Treasurer, Recording Secretary, Southeastern Region Director, Central Region Director and Great Plains Director shall take place in odd years.
- (b) The election of the Vice President, Corresponding Secretary, AKC Delegate, Northeastern Region Director, Western Region Director and Director-At-Large shall take place in even years.
- Sec. 3 Each of the following five regions of the United States and Canada shall be represented on the Board of Directors by the Regional Director who shall be residents of the United States within the Region so represented, and whose duties shall be to communicate with and represent the region's members and local clubs.
- (a) NORTHEASTERN REGION: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and the Provinces of Quebec, Newfoundland, Prince Edward Island, Nova Scotia, and New Brunswick.
- (b) SOUTHEASTERN REGION: Alabama, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Virginia, West Virginia and Puerto Rico.
- (c) CENTRAL REGION: Illinois, Indiana, Kentucky, Michigan, Ohio, Tennessee, Wisconsin, the Province of Ontario, and the Nunavut Territory.
- (d) GREAT PLAINS REGION: Arkansas, Colorado, Iowa, Kansas, Minnesota, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Wyoming, and the Provinces of Manitoba, Saskatchewan, and the Northwest Territories.
- (e) WESTERN REGION: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Utah, Washington, and the Provinces of Alberta, British Columbia, and the Yukon Territory.
- Sec. 4 The Board of Directors is entrusted with the general management of the OESCA's affairs and shall direct and supervise the activities of the Club and shall take such action consistent with the rules of the AKC, the Constitution and these Bylaws as it may deem necessary to implement the objectives of the Club and to perform its duties hereunder. All Officers and Directors shall perform such other duties as may be assigned by the Board of Directors.
- Sec. 5 The Officers of the OESCA shall serve in their respective capacities, for both the Club and its meetings, and the Board of Directors and its meetings and shall have the following duties and such other duties applicable to the office as prescribed by the bylaws, the adopted parliamentary authority or the P & P's.
- (a) The President shall be the chief administrative officer of the Club and shall preside at each meeting of the Club and of the Board of Directors. The President shall be an ex-officio non-voting member of all committees except the Nominating Committee, on which the President shall not serve. At each meeting of the Club the President shall report on the OESCA's condition and activities.
- (b) The Vice-President shall perform the duties of the President during the temporary absence or incapacity of the President and shall succeed to the office of President should that office become vacant. The Vice-President shall be responsible for representing Canadian, International members and Member Clubs.
- (c) The Recording Secretary shall notify members of the Board of Directors of meetings of the Board, keep a record of the proceedings at all meetings of the OESCA and of all votes conducted on all matters of which a record shall be ordered by the OESCA or by the Board of Directors. The Recording Secretary shall have charge of all files and papers of the Club and of its Seal. The Corresponding Secretary shall conduct OESCA correspondence except that which is delegated by these Bylaws to the Recording Secretary. The Corresponding Secretary shall receive and process membership applications; notify the Treasurer and Editor of the Club Publication of all additions to and changes in the membership roster; notify members of the meetings of the OESCA, and conduct the balloting process.
- (d) The Corresponding Secretary shall keep the AKC informed of any changes in the Club's Officers and Bylaws. The Corresponding Secretary shall conduct OESCA correspondence except that which is delegated by these Bylaws to the Recording Secretary. The Corresponding Secretary shall receive and process membership applications; notify the Treasurer and Editor of the Club Publication of all additions to and changes in the membership roster; notify members of the meetings of the OESCA, and conduct the balloting process. The Corresponding Secretary shall keep the AKC informed of any changes in the Club's Officers and Bylaws
- (e) The Treasurer shall collect and receive all money due or belonging to the OESCA and shall deposit such funds in the name of the OESCA in a bank or banks designated by the Board of Directors. The Treasurer shall pay the bills of the OESCA as authorized by the Board of Directors or by the members of the OESCA at a meeting. The Treasurer shall keep the books of the OESCA in a manner consistent with accepted bookkeeping practices, and such books shall be open to members upon reasonable notice. The Treasurer shall report quarterly to the OESCA members the conditions for the OESCA finances in an OESCA publication. The Treasurer shall report at each meeting of the Board of Directors the condition of the Club's finances and all receipts and payments not previously reported to them, and at the Annual Meeting the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall also annually recommend whether dues or postage assessments should be adjusted as provided in Article I, Section 2(b). The Treasurer shall make or cause to be made on behalf of the OESCA whatever tax reports are required by law to be made to federal or state agencies. The Treasurer shall have the accounts audited before the Annual Meeting by a committee of three members or an accounting firm appointed by the Board of Directors, and the audit shall be submitted at the next Annual Meeting. The Treasurer shall annually obtain an Officers, Directors, and Board appointed Committee Members liability and bonding policy, which must be approved by the board.
- (f) The Delegate to the AKC shall represent the OESCA at meetings of the AKC and shall report to the Board of Directors and to the membership on all matters before the AKC which affect the breeding and showing of OES and the operation of local or national specialty clubs.
- (g) The Past President shall advise the President and other members of the Board of Directors as to current and former policies, procedures, and actions of the OESCA, its Board of Directors, and its various committees. During their one-year term the Past President will be a voting member of the Board of Directors.
- Sec. 6 In addition to being a member in good standing, candidates for any Office of the Board shall have been members of the Club for at least three years prior to the day of their nomination.
- Sec. 7 Any vacancy, except in the office of President or Past President, occurring on the Board of Directors during a term of office shall be filled until the next election from among the qualified members of the Club by a majority vote of the remaining members of the Board of Directors. The office of President shall be filled automatically by the Vice-President. The office of Past President shall remain vacant if the immediate Past President is elected or appointed to any other position on the Board of Directors or if such person is unavailable or ineligible to serve in the office of Past President

### ARTICLE III MEETINGS

- Sec. 1 The Annual Meeting of OESCA shall be held on a date from August 15 through November 15 set by the Board. The Annual Meeting may be held in person or the Board may approve conducting the meeting using remote communications and conducted by rules in the OESCA's P & P's. Members shall be notified at least 30 days but not more than 90 days prior to the date of the meeting in a club publication or by the Corresponding Secretary.
- Sec. 2 A Special Meeting of the OESCA may be initiated by the President, or shall be called by the Corresponding Secretary upon receipt of a petition stating the purpose of such meeting and signed by 30 members. The only subjects to be considered are those identified in advance by the President or petition as the purpose of the meeting. Within 30 days after of either a writing by the President or a petition signed by 30 members, the Board shall set a date, hour and location. Alternatively a remote communications meeting may be conducted following rules in the OESCA's P & P's for a Special Meeting. Notice of a Special Meeting of the OESCA shall be sent at least 30 days but not more than 45 days prior to the date of the meeting by the Corresponding Secretary and shall state the purpose of the meeting.
- Sec. 3 The Board of Directors shall meet when called by the President or upon written request of four members of the Board addressed to the Recording Secretary. The Board may conduct a Board meeting in person or remote communication. The Board may conduct its business by email. Votes by Board members on any motion, if received within 5 days after the emailing of the motion by the Recording Secretary, shall be considered to have been voted while present and voting at a meeting of the Board. Board members with a conflict of interest on a matter before the Board shall disclose the conflict and abstain from voting on the matter. The Board Code of Conduct in the P & P's will contain any other specifics and limits regarding conflicts of interest. Written notice of each Board Meeting shall be emailed by the Recording Secretary to each member of the Board at least 5 days prior to the date of the meeting except a regularly scheduled meeting.
- Sec. 4 A quorum for meetings of the Club shall be 30 voting members or 10 percent of the voting membership, whichever is less. A quorum for meetings of the Board of Directors shall be a majority of the current membership of the Board.
- Sec. 5 Voting by proxy shall not be permitted. All matters before the membership at an Annual Meeting, Special Meeting or by ballot, and all matters before the Board of Directors shall be decided by a majority of the eligible votes cast at the meeting or by ballot, except as otherwise specified in these Bylaws or by parliamentary authority (Art.IX,Sec2).
- Sec. 6 The Board of Directors may submit specific questions to the voting membership of the OESCA or decision by ballot. Such balloting shall be conducted in the manner prescribed in Article V. Matters decided in such a manner shall have the full weight and force of matters decided at a meeting of the OESCA.
- Sec. 7 The approved minutes of the Annual Meeting, a Special Meeting or a Board of Directors Meeting shall be published in the next club mailing. Any action taken by the membership at an Annual Meeting, a Special Meeting or by the Board of Directors, except action taken at a Special Meeting or by the Board of Directors under the provisions of Article VII Discipline, may be rescinded by a ballot of the OESCA membership provided that a petition for that purpose is submitted to the Corresponding Secretary within 45 days of the club notification of those meeting minutes. The petition must be signed by at least 20 percent of the regular members. Within 45 days of receiving the membership petition. Balloting will be conducted in accordance with Article V.
- Sec.8 Motions approving a donation or new expenditure of the OESCA funds, where the total cost exceeds \$10,000 must be brought to the regular members for its vote and approval. The motion should contain a plan to restore those funds to the club treasury. The Corresponding Secretary shall conduct the balloting within 45 days of the motion and conduct the balloting in accordance with Article V. Expenditures exempt from this requirement: Health and Research Committee and the Rescue Committee

### ARTICLE IV THE OESCA YEAR, NOMINATIONS, ELECTIONS

- Sec. 1 The OESCA Club Year. The Club's fiscal year shall begin on the first day of October and end on the 30th day of September.
- Sec. 2 Nominations
- (a) Annually, the Nominating Committee Chairperson, chosen from the board, shall solicit the need for nominating committee members in a December club mailing. Nominating Committee members shall be regular members that have been members of the club for a minimum of 2 years and except for the committee chairperson may not be members of the current board, their family members (defined in Article XII, Sec. 2) or household members. The board shall appoint two regular members from each region.
  - (b) The names of those the members appointed by the Board to the Nominating Committee shall be published in a March club-notification to the membership. OESCA board positions to any member of the nominating committee. The committee Chairperson may conduct business through a method that all committee members have access. The Chairperson shall have a vote on the committee only when their vote will affect the result.
  - (c) The Nominating Committee shall nominate from among the qualified members one candidate for each position on the board whose term is expiring, and shall secure the acceptance of each nominee stating that they will serve if elected. The committee shall consider all qualifications required for each office, as well as the desirability of creating an equitable geographical representation on the Board. The Nominating Committee Chairperson shall submit the slate of candidates satisfying these requirements to the Board of Directors by April 21<sup>st</sup>. The members will be notified of the slate of candidates by May 15<sup>th</sup>.
  - (d) Additional nominations for election to any of the positions may be made from among the qualified members by submittal of a complete set of original petitions addressed to the Corresponding Secretary and received at their regular address on or before June 15th, which are signed by 30 Regular Members, and accompanied by the written acceptance of such additional nominees signifying their willingness to serve if elected. No email or faxes will be accepted. All petitions shall be sent via a method that confirms receipt. The complete set of petitions are to be accompanied by the candidate's acceptance of nomination and bio.
  - (e) No person shall be a candidate at the same time for more than one position on the Board of Directors.
- Sec. 3 Elections shall be conducted in accordance with the provisions of Article V. When there are two or more candidates for a Board position, the person receiving the largest number of votes shall be declared elected. Where there are no additional nominations made by petition, no voting procedure shall be required, and on October 1<sup>st</sup>, the slate or any unopposed nominee shall be declared unanimously elected.

### ARTICLE V BALLOTING

- Sec. I General
- a) Ballots cast by mail and counted by an independent firm, an appointed tally committee or by electronic balloting by an independent firm for changes to the Breed Standard, Code of Ethics, Board election, Constitution, Bylaws or other ballots shall be counted in such a manner that no other member can know how any other member has voted. The Board shall determine which method is to be used for each ballot. Specific details for conducting Mail and Electronic Balloting are in the P & P's. Approval of the Articles of Incorporation shall not be voted by secret ballot.
  - b) Each ballot shall state the question to be decided, the authority in the Bylaws under which it is presented, and the date for return of the ballot. It may also contain or be accompanied by any explanatory statement approved by the Board of Directors. The date for return of ballots shall be no less than 30 days from the date of distribution by the Corresponding Secretary or independent firm.

Sec. 2 Board Election Ballots.

- (a) When there are multiple nominees for any Board position the Board of Directors shall decide no later than June 25<sup>th</sup>- the election ballot method
- (b) No later than July 25<sup>th</sup>, the Corresponding Secretary or the Electronic Balloting Firm shall mail or in the case of electronic ballots distribute to all eligible voting members. a ballot listing all the nominees in alphabetical order for each contested office.
- (c) Votes must be received no later than August 25<sup>th</sup> or the following regular mail delivery day. Ballots received after that date will be ineligible.

ARTICLE VI COMMITTEES

- Sec. 1 Except as otherwise specified in these Bylaws, the Board of Directors shall appoint all committee members and committee chairpersons no later than January 31<sup>st</sup>. All committees shall be subject to the final authority of the Board of Directors and any committee appointment may be terminated by the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated. Upon the appointment of a successor or the termination of a committee, the committee members shall within 30 days turn over to their successors or the Club's Recording Secretary all properties or records relating to that committee.
- Sec.2 Standing Committees shall be listed in the OESCA P & P's. Other committees may be appointed by the Board to advance the work of the OESCA in areas of continuing concern.
- Sec. 3 No members may include the fact that they hold OESCA club committee positions or offices in any letter, handout, or article they write for inclusion in any publication or internet blog which is not written at the behest of the OESCA Board

ARTICLE VII DISCIPLINE

Sec. 1 Suspension by the AKC.

Any member who is suspended from any of the privileges of the AKC automatically shall be suspended from membership of the OESCA for a like period, and the Corresponding Secretary shall notify them of such suspension.

Sec. 2 Hearing Manual.

The Board of Directors shall adopt and amend a Hearing Manual for the conduct of disciplinary hearings. A copy of the Hearing Manual shall be provided to the Hearing Committee members and to the parties, at least three weeks prior to the hearing.

Sec.3 Charges of Misconduct.

- (a) Any member may prefer charges against another member or members for alleged misconduct prejudicial to the best interests of the OESCA or the Breed. Written charges with detailed documentation must be filed with the Recording Secretary, together with a deposit of \$100, which shall be forfeited if a hearing is held, as provided below, and the charges are not sustained.
- (b) The Recording Secretary shall promptly forward a copy of the charges and specifications to the members of the Board of Directors. The Board of Directors shall consider first whether the action alleged in the charges constitutes conduct prejudicial to the best interests of the OESCA or the Breed. If the Board considers the charges sufficient, the Board shall order a Hearing and determine the method of conducting the Hearing, either in-person or videoconference. If the Board does not consider the charges sufficient, a hearing shall not be ordered and the deposit returned.
- (c) The Board of Directors may prefer charges against a member for alleged misconduct prejudicial to the best interests of the OESCA or the Breed. If the Board of Directors considers the charges sufficient, the Board shall order a Hearing.
- (d) A Hearing Committee shall be made up of a Chairperson, who shall not be a Board member, plus two, four or six additional members of the OESCA. None of the additional Hearing Committee members may be current Board members. These Hearing Committee members can have no direct personal involvement in the issues to be heard or any past or current personal or business relationship with either party. The Board of Directors shall appoint the members of the Hearing Committee.

Sec. 4 Scheduling The Discipline Hearing

- (a) The Hearing Committee Chairperson shall fix a date and time for such hearing. If an in-person Hearing is selected, it shall be held within the respondent's region. The date fixed shall be not less than three weeks and not more than eight weeks after notification to the principles in the matter.
- (b) If a Hearing is ordered by the Board, the Hearing Committee Chairperson shall promptly send, via a method that confirms receipt to the respondent(s) and the complainant a copy of the charges and specifications. The notice shall include the place, method, date and time set for the Hearing, the names of the members of the Hearing Committee, a Hearing Manual and the right of the respondent(s) and complainant to have an advisor who may not speak for them and may not also be a witness, shall be included with the notification. If the respondent(s) resigns their club membership before the hearing, the deposit shall be returned.

Sec. 5 Conduct of The Discipline Hearing

- (a) If, the Hearing Committee sustains the charges, it may reprimand the respondent(s) or suspend the respondent(s) the privileges of membership in the OESCA for a period not exceeding one year from the date of the decision. In addition, the Hearing Committee may by unanimous vote recommend to the Board of Directors that the respondent(s) be expelled from the Club by the membership at a Special Club Meeting.
- (b) The written findings, decision, and recommendation of the Hearing Committee shall be communicated directly to all parties and the Recording Secretary after the conclusion of the committee's determination of findings. The Recording Secretary shall send a copy of the decision and recommendation to each of the members of the Board of Directors. If disciplinary action is taken or recommended, the Hearing Committee Chair shall also notify the respondent(s) of their right to appeal within 30 days of notification.
- (c) If expulsion is recommended, the Board of Directors shall have 30 days from the date of the Recording Secretary's notification in which to consider the report of the Hearing Committee. If a majority of the Board of Directors approves that recommendation, the President shall call a Special Meeting of the Club to be held within 60 days to consider the question of expulsion of the respondent(s).
- (d) No member may be expelled from the OESCA except at a Special Meeting following a hearing under this Article and upon recommendation of the Hearing Committee and the Board of Directors. The respondent(s) may appear in their own behalf at such a Meeting and may be accompanied or represented by counsel, any suspension notwithstanding, but no additional testimony shall be heard. The meeting shall vote by secret written ballot on the proposed expulsion. A two-thirds vote of the eligible members present at the meeting shall be required for expulsion. If expulsion is not so voted, any decision by the Hearing Committee shall stand.

## ARTICLE VIII OESCA INTELLECTUAL PROPERTY USE

- Sec. 1 The OESCA, logo, name, club databases, copyrighted materials, trademarks, intellectual property, club stationary, the Illustrated Standard materials, any photographs and materials appearing on the OESCA website, Judges Educational materials, or any other OESCA copyrighted materials cannot be used for advertising or solicitation by any member or group of members, except by the OESCA itself, without the written approval of the Board of Directors and when required, the owner of the material.

## ARTICLE IX AUTHORITIES

- Sec. 1 State Law Compliance: These Bylaws are subject to and governed by the Commonwealth of Virginia Non-Stock Corporations Act and the Articles of Incorporation of the OESCA. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Virginia Non-Stock Corporation Act, the Virginia Non-Stock Corporation Act will be controlling.
- Sec. 2 Parliamentary Authority: The rules as contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the club in all cases to which they are applicable and which they are not inconsistent with the constitution, these bylaws and any other special rules of order the OESCA may adopt.
- Sec. 3 IRS Not-For-Profit Compliance Statement: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions on furtherance of the purposes set forth in the Constitution

## Article X DEFINITIONS

### Sec. 1 Definitions

- a) OESCA MAILING DEFINITION: An OESCA mailing is a document of any format prepared by, or under the auspices of, the Board of Directors to conduct the business of the club as described in these Bylaws. At the direction of the Board, this information may also be posted in whole or part on the club's website and sent to the members.
- b) OESCA POLICY AND PROCEDURE MANUAL (P & P's)— A manual with the details of OESCA's operations.
- c) UNRELATED MEMBER - member not related by the 1<sup>st</sup> and 2<sup>nd</sup> degree of consanguinity, that is not the parents, full siblings, children, grandparents, grandchildren, aunts, uncles, nephews, nieces or half-siblings.
- d) FAMILY MEMBER - member related by the 1<sup>st</sup> and 2<sup>nd</sup> degree of consanguinity, that is, the parents, full siblings, children, grandparents, grandchildren, aunts, uncles, nephews, nieces or half-siblings.

## ARTICLE XI AMENDMENTS AND/OR RESTATEMENT OF GOVERNING DOCUMENTS

- Sec. 1 Revisions or amendments to the Articles of Incorporation, Constitution and Bylaws, Old English Sheepdog Breed Standard, or to the Code of Ethics of the Club may be proposed by the Board of Directors or by a written petition addressed to the Recording Secretary and signed by 30 Regular Members in good standing. All proposed amendments shall be referred to the Bylaws Committee.
- Sec. 2 Amendments
- (a) The Bylaws Committee and the Board of Directors shall have the proposed amendment published in a club mailing for the membership's consideration and comments. Following a membership review and comment period of no less than 60 days, the Board shall vote to recommend it for membership approval.
  - (b) Within 60 days following the review and comment period, the proposed amendment together with any Board recommendation shall be balloted under the provisions of Article V. The favorable vote of two-thirds of the members entitled to vote whose ballots are returned within the time limit and are eligible to be counted, shall be required to adopt such amendment, except that adoption of an amendment to the Constitution shall require the favorable vote of three-fourths of such members, but no amendment shall be adopted without the favorable vote of 20 percent of the Regular Members.
  - (c) No amendment to the Constitution or Bylaws that is adopted by the OESCA shall become effective until it has been approved by the Board of Directors of the AKC.
- Sec. 3 Old English Sheepdog Breed Standard, the Code of Ethics and the Articles of Incorporation
- (a) After proposed revisions to the Old English Sheepdog Breed Standard or the OESCA Code of Ethics have been published in a club mailing for a 60-day comment period, the Corresponding Secretary shall submit the proposed revisions to the Breed Standard or the OESCA Code of Ethics together with any Board recommendations and ballot the members under the provisions of Article V. The favorable vote of two-thirds of the members whose eligible ballots are returned shall be required to adopt such revision, but no revision shall be adopted without the favorable vote of 20 percent of the Regular Members. No Breed Standard revision shall become effective until it has been approved by the Board of Directors of the AKC. Revisions to the Code of Ethics shall be effective starting with the next OESCA fiscal year following adoption by the membership.
  - (b) Following approval of revisions to the Articles of Incorporation by a vote of the membership, a request to the Commonwealth of Virginia to amend or restate the Articles shall be prepared and submitted by the Bylaws Committee. The amended or restated Articles of Incorporation become effective upon approval from the Secretary of the Commonwealth of Virginia.
- Sec. 4 The result of all ballots and votes taken on amendments or revisions under this Article, and notice of their approval by the AKC or by the Commonwealth of Virginia, shall be published promptly in a club mailing.

## ARTICLE XII DISSOLUTION

- Sec. 1 The OESCA may be dissolved at any time by the written consent of not less than two-thirds of the regular members in good standing and in accordance with State Law. In the event of the dissolution of the OESCA, other than for purposes of reorganization whether voluntary or involuntary of the OESCA or by operation of law, none of the property of the OESCA nor any proceeds thereof, nor any assets of the OESCA shall be distributed to any members of the OESCA. After payment of the debts of the OESCA, its property and assets shall be distributed to charitable organizations within the United States for the benefit of dogs.