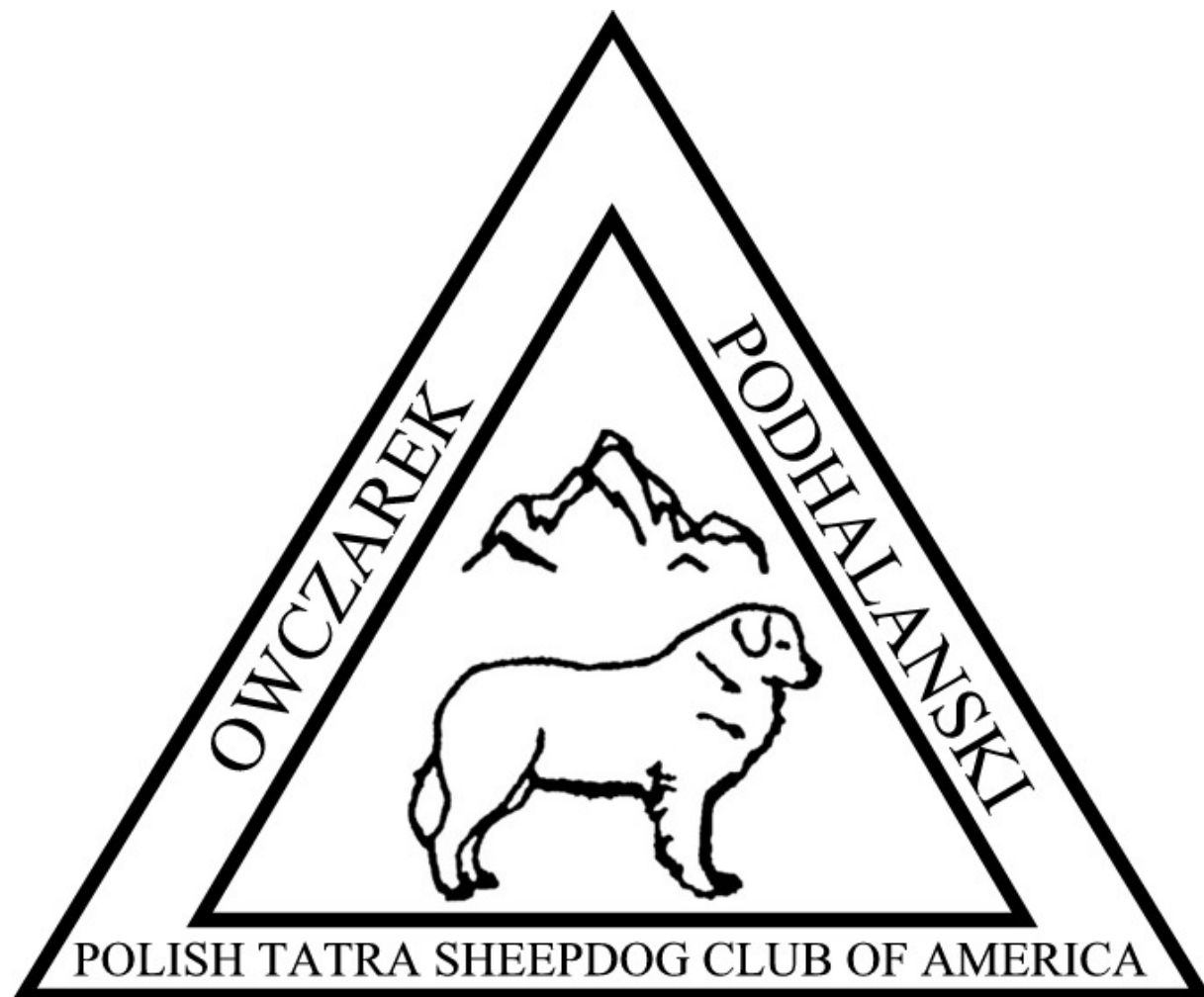


POLISH TATRA SHEEPDOG CLUB OF AMERICA



CONSTITUTION and BY-LAWS

Approved: August 2006

**POLISH TATRA SHEEPDOG CLUB OF AMERICA
CONSTITUTION and BY-LAWS**

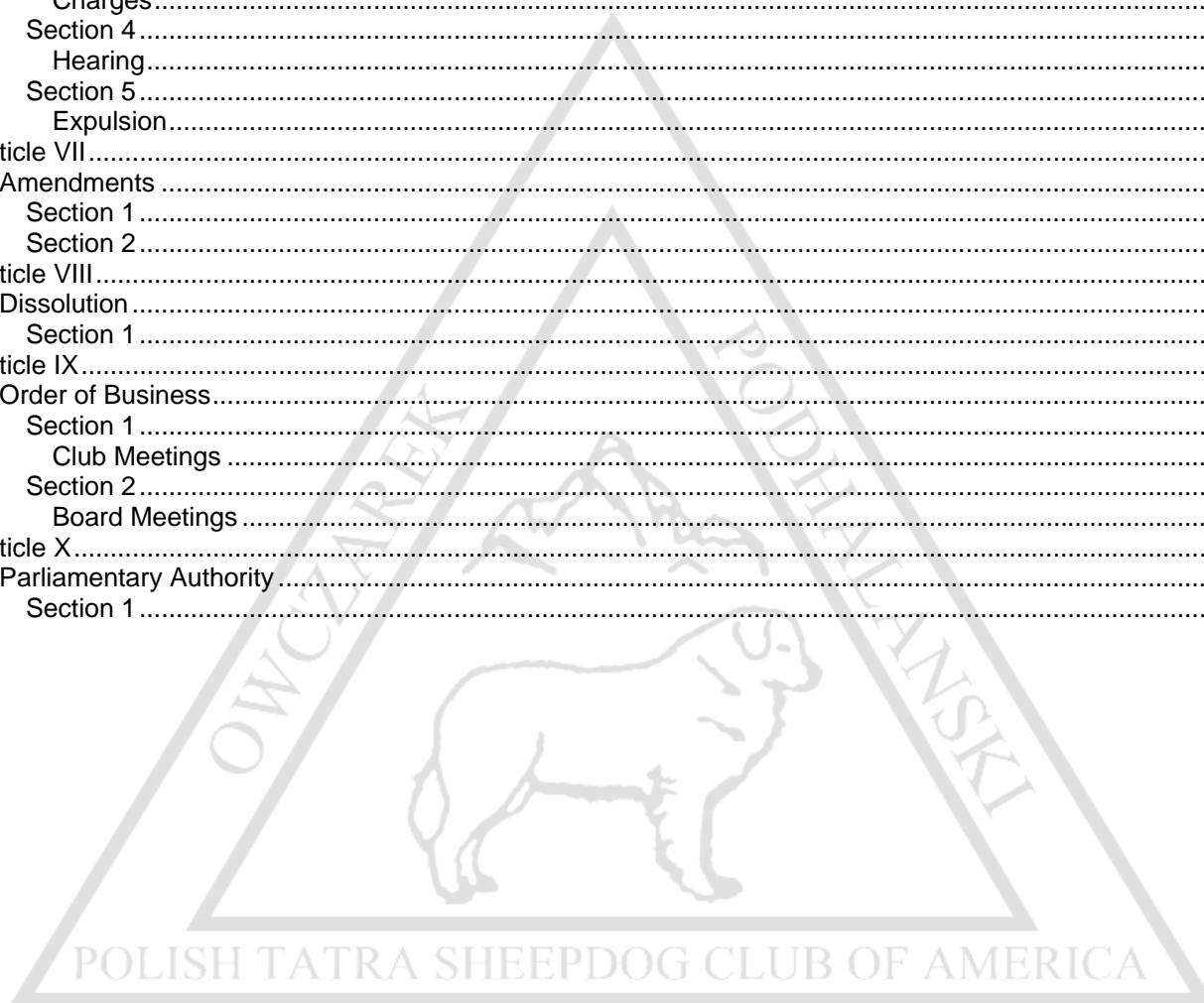
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CONSTITUTION

Article I

Name and Objectives

Section 1

Club Name

- The name of the Club shall be the **POLISH TATRA SHEEPDOG CLUB OF AMERICA** (hereafter called **PTSCA** or the Club).

Section 2

Objectives

- a) to encourage and promote the breeding of the purebred Owczarek Podhalanski (hereafter called OP) and to do all possible to bring their natural qualities to perfection;
- b) to encourage the organization of independent OP Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the, UKC, AKC, ARBA, FCI etc.;
- c) to urge the members and breeders to accept the OP standard of the breed as approved, and the only standard of excellence by which the OP shall be judged;
- d) to do all in it's power to protect, preserve, and advance the interests of the breed and to encourage true exemplary sportsmanship at matches, dog shows, obedience trials, and performance events;
- e) to conduct sanctioned matches, specialty shows, and obedience trials under the rules of the UKC, AKC, ARBA, FCI, etc.;
- f) to guard against the commercial exploitation of the OP breed.

Section 3

Organization

- The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall insure to the benefit of any member or individual.

Section 4

By-laws

- The members of the Club shall adopt and may from time to time revise such By-laws as may be required to carry out these objectives.

Section 5

Logo

- The use of the PTSCA logo or name in any form of advertising by any member or group of members is prohibited except by the Club, itself, with the approval of the Board of Directors

BY-LAWS

Article I

Section 1

Eligibility:

- Prospective members shall be in good standing with any and or all registries/shows giving organizations and subscribe to the purpose of the PTSCA. There shall be four (4) classifications of membership as follows:
 - a) **Individual Membership:** shall include any individual who resides in the United States/Canada, is eighteen years of age and older, and who is presently an owner/co-owner or who has owned/co-owned a Owczarek Podhalanski within the past five years. Individual members shall enjoy all privileges of the Club including the right to vote and hold office.
 - b) **Household Membership:** shall be open to two persons eighteen years of age and older, who reside in the United States/Canada, and who occupy the same residence who are presently owners/co-owners or who have owned/co-owned an Owczarek Podhalanski with in the past five years. Both members holding Household Membership shall enjoy all the privileges of the Club, including the right to vote and hold office.
 - c) **Associate Membership:** shall include any individual who resides in the United States, Canada, or a Foreign country, and is eighteen years of age or older who has an interest in the Owczarek Podhalanski, but does not own an Owczarek Podhalanski. Associates members shall enjoy all privileges of the club except the right to vote, hold office, or be counted in a quorum. Associates membership can be converted to a single or household membership upon ownership or co-ownership of a Owczarek Podhalanski.
 - d) **Foreign Membership:** shall be open to any person eighteen years of age or older residing outside of the United States and/or Canada. Foreign members shall enjoy all privileges of either an Individual or Household Membership except the right to hold office.

Section 2

Finances

- Dues
 - a) The Board shall establish the membership dues of the Club on an annual basis.
 - b) No member shall vote whose dues are not paid for the current year.
 - c) The Secretary shall mail before the 15th day of November to each member a statement of dues for the ensuing year, which shall be payable on or before the first day of January of each year.
- Expenditures
 - Expenditures of ten percent (10%) of the Club account balance or Five Hundred Dollars (\$500), which ever is greater, shall require the Board's approval

Article I (cont)

Section 3

Election to membership

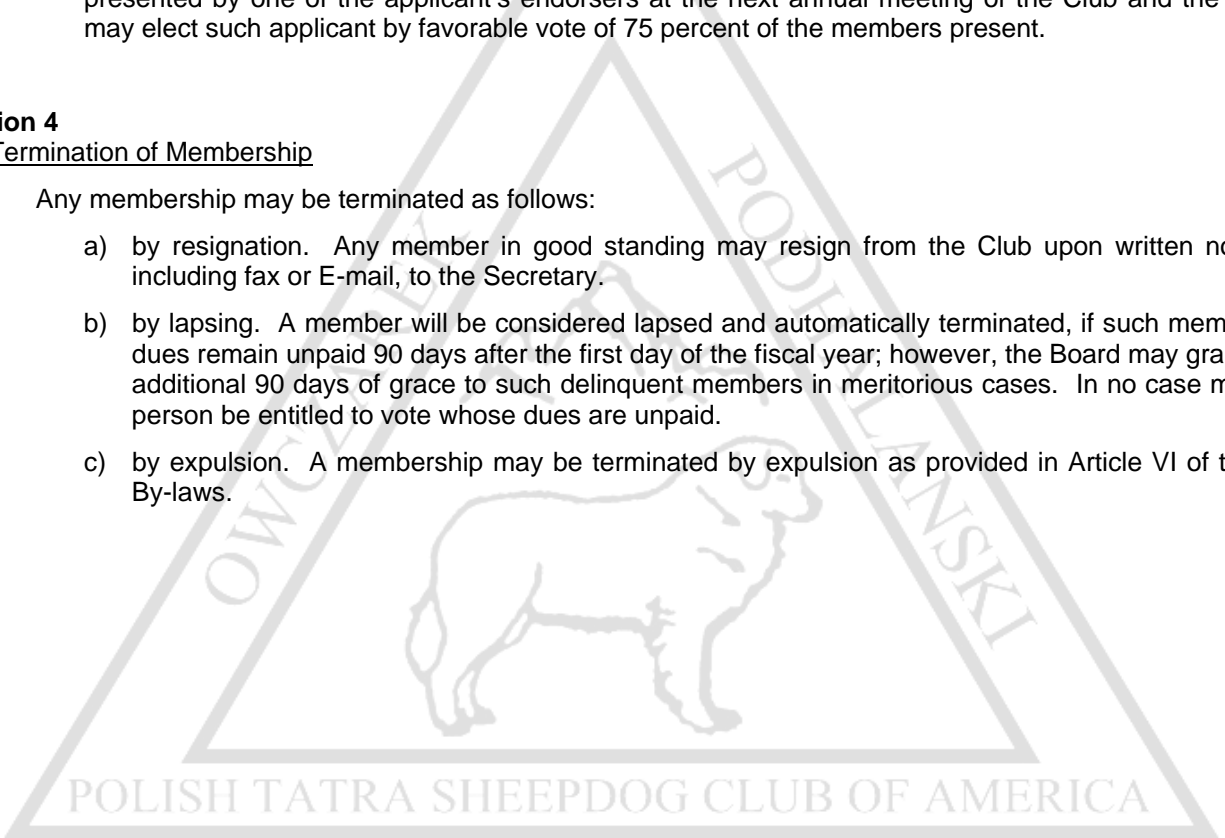
- a) Each applicant for membership shall apply on a form as approved by the Board and which shall require that the applicant agree to abide by this Constitution and By-laws. The application shall state the name and address of the applicant and include a copy of the code of ethics signed by the applicant. The application shall carry the endorsement of two (2) members in good standing not residing in the same household. The prospective member(s) shall submit dues, in US currency, payment for the current year. Any applicant elected to membership after September 1st shall not have to pay dues for the ensuing year.
- b) Applicants shall be elected by ballot at any meeting of the Board or by vote of the Board by mail or E-mail. Affirmative votes of a majority of a quorum of the Board shall be required to elect an applicant. Such elections must be conducted within 45 days of receiving the application by the Secretary.
- c) Applicants for membership who have been rejected by the Club may not reapply within 12 months after such rejection. 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 Club and the Club may elect such applicant by favorable vote of 75 percent of the members present.

Section 4

Termination of Membership

Any membership may be terminated as follows:

- a) by resignation. Any member in good standing may resign from the Club upon written notice, including fax or E-mail, to the Secretary.
- b) by lapsing. A member will be considered lapsed and automatically terminated, if such member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board may grant an additional 90 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-laws.



Article II Meetings

Section 1

Annual Meeting

- a) The annual meeting of the Club shall be at a place, date and hour designated by the Board at the preceding meeting. Written notice of the annual meeting shall be mailed to each member at least 30 days prior to the date of the meeting. Notice of the annual meeting shall be published in *The Guardian*. The quorum for the annual meeting shall be 10 percent (10%) of the individual and household members in good standing.
- b) Guests may attend the annual meeting as observers only.

Section 2

Special Club Meetings

- Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by teleconference, mail, E-mail, or by the Secretary upon receipt of a petition signed by 10 percent of the members in good standing. Such meetings shall be held at such a place, date and hour as may be designated by the Board. The Secretary shall mail written notice of such meeting at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10 percent of the members in good standing.

Section 3

Board Meetings

- a) The first meeting of the Board shall be held within the month of January following the election. The Board shall meet a minimum of four (4) times a year (quarterly). Meetings of the Board shall be held at such times and places as are designated by a majority vote of the entire Board. The Secretary shall notify each member of the Board at least 14 days prior to the date of the meeting; by mail, E-mail, or telephone call. The quorum for a Board meeting shall be a majority of the Board. All regular business of the Board is to be conducted at regular meetings of the Board.
- b) The Board may also conduct business (voting) by teleconference, mail or E-mail.

Section 4

Board Reports

- Reports of all Board Meetings are to be published in the newsletter.

POLISH TATRA SHEEPDOG CLUB OF AMERICA

Article III
Directors and Officers

Section 1

Board of Directors (BOARD)

- a) The Board shall be composed of the President, Vice-President, Secretary, Treasurer and five (5) others, all of whom shall be members in good standing for two years and who are residents of the United States. Not more than one member of a household shall serve on the Board at one time. The Board shall be elected for two (2) year terms, as provided in Article IV, and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board.
- b) On election years the outgoing Board shall end their term at the last Board conference call held after the Election in which newly elected Board members shall be in attendance. Each retiring officer shall turn over to his successor in office all properties and records relating to that office at the time or within thirty days thereafter if the retiring member is not present.

Section 2

Officers

- The Club's officers consist of the President, Vice-President, Secretary, and Treasurer who shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.
 - a) **The President** shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these By-laws.
 - b) **The Vice-President** shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
 - c) **The Secretary** shall keep record of all meetings of the Club and of the Board and of all matters of which the Club shall order a record. He or she shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of all members of the Club with their addresses, and carry out such other duties as are prescribed in these By-laws. In order for the Secretary to spend more time on duties listed above, the latter of the duties may be designated by the Board to a Chair called Membership/Publicity.
 - **Membership/Publicity Chair** shall keep a record of all members' addresses, phone numbers, and other duties assigned to this office by the Secretary.
 - d) **The Treasurer** shall collect and receive all monies due and belonging to the Club. He /she shall deposit the sum in a bank designated by the Board, in the name of the Club. All disbursements must be made by check. The Club books shall be at all times open to inspection by the Board and reported to them at every meeting the condition of the Club's finances, account balance and at the annual meeting the Treasurer shall render a report of all monies received or expended during the previous fiscal year. The Treasurer's report shall be published in the next issue of *The Guardian*, or it's successor, following the annual membership meeting. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.

Section 3

Vacancies

- Any vacancies occurring on the Board, other than the President, or among the offices during the year shall be filled until the next annual election by majority vote of all members of the Board at its first regular meeting following the creation of such vacancy, or at a special meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by the Board.

Article IV
The Club Year, Voting, Nominations, Elections

Section 1

The Club Year

The Club's fiscal year and official year shall begin on January 1st and end December 31st of that same year.

Section 2

Voting

- a) At the annual meeting or at a special meeting of the Club voting shall be limited to those members in good standing who are present in person, except for the election of officers and directors, amendments to the Constitution and Bylaws and the standard for the breed, which shall be decided by written ballot cast by mail.
- b) In order to conduct business of the Board of Directors and the general membership of the PTSCA, the secretary shall determine that a quorum of members is present in person. A quorum shall consist of a majority of the Board Members for a Board meeting or 10 percent of the eligible voting members for a general membership meeting.
- c) A member to be eligible to attend and/or vote at any Club meeting, or to participate in any vote, must have paid their dues and be in good standing ten (10) days prior to the mailing of a vote or the call of a meeting,
- d) Whenever a mail-vote is required, such mail-vote shall be given in writing by depositing the same in the United States Mail, addressed to all members in good standing, at such address as appears in the books of the Club, and such notice shall be deemed to have been given at the time when the same was then mailed.

Section 3

Officer Election

- The vote for the election of officers and directors shall be conducted by secret ballot. Ballots to be valid must be postmarked to the Secretary by mail no later than November 1st. Ballots shall be counted by an independent agent selected by the Board, not a member of the Club. The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such, nominee shall not be elected and vacancy so created shall be filled by the new Board of Directors in the manner provided in Article III, Section 3..
 - a) Independent agent - Any person not a member of the club that has been approved by a majority vote of the Board.

POLISH TATRA SHEEPDOG CLUB OF AMERICA

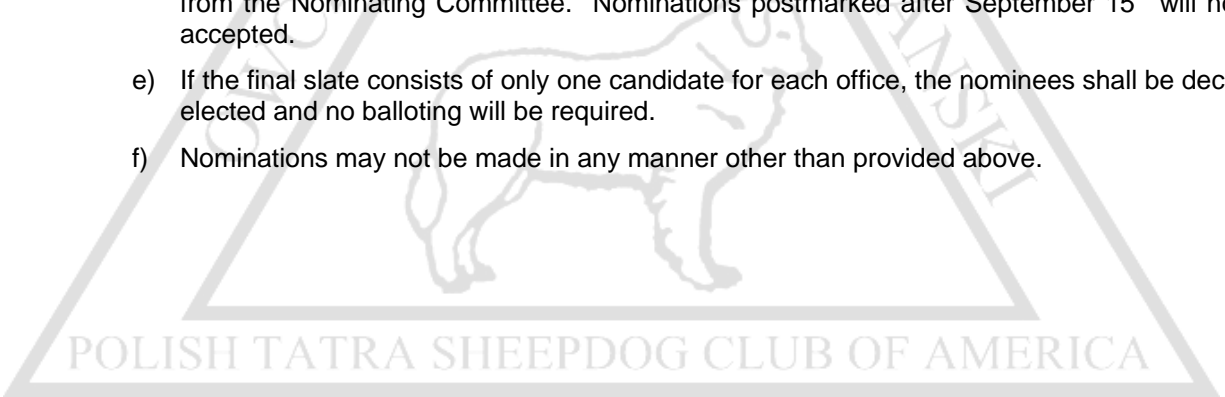
Article IV

The Club Year, Voting, Nominations, Elections (cont)

Section 4

Nominations

- No person may be a candidate in a Club election who has not been nominated in accordance with these By-laws. The Board shall choose a nominating committee of active individual or household members in good standing before July 1st. The committee shall consist of three members from different areas of the United States and two alternates no more than one of who shall be a member of the current Board. The Board shall name a chairman for the committee. The nominating committee may conduct its business by teleconference, mail, or E-mail.
 - a) The Nominating Committee shall nominate from among the eligible members of the Club one candidate for each office and five candidates for the five other positions on the Board, and shall procure the acceptance of each nominee so chosen.
 - b) No member of the Nominating Committee can be placed on the ballot by the Nominating Committee.
 - c) The Nominating Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. If possible, the President should have served on the Board at some time in the past. The Committee shall then submit its slate of candidates to the Secretary by August 1st who shall mail the list, including the full name of each candidate and the name of the State in which he resides, to each member of the Club on or before August 15th, so that the additional nominations may be made by the members if they so desire.
 - d) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at the Secretary's address postmarked on or before September 15th, signed by five individual or household members and accompanied by the written acceptance of each additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one 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 September 15th will not be accepted.
 - e) If the final slate consists of only one candidate for each office, the nominees shall be declared elected and no balloting will be required.
 - f) Nominations may not be made in any manner other than provided above.



Article IV
The Club Year, Voting, Nominations, Elections (cont)

Section 5
Election

- a) When there is more than one candidate nominated for any office, the secretary, by October 1st, shall mail to each member in good standing the following: a ballot listing, in alphabetical order by office, of all nominees: 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 Secretary 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 his/her ballot, shall seal it in the blank envelope, which shall be placed in the second envelope addressed to the Secretary.
- b) In the event of a ballot vote the board shall appoint an independent agent as stated in Article IV, Section 3.
- c) The Secretary shall verify the unopened returned envelopes against a list of members in good standing. After this has been done, the Secretary will keep the unopened ballots until such time as they may be forward together with the list to the Board appointed independent agent. Any ballots postmarked after November 1st, or in an envelope other than the pre-addressed envelope to the Secretary will be considered void and not be included in the count.
- d) The independent agent, after verifying the unopened envelopes against the list of members, will open the ballot envelopes, tabulate and certify the results. The independent agent will submit a report to the Board detailing the ballot results and certifying such results. The ballots will be forwarded by the independent agent to the Secretary and retained by Secretary for two years.
- e) The newly elected Officers and Board shall take office on January 1st following the elections

Article V
Committees

Section 1
The Board

- The Board may each year appoint standing committees to advance the work of the Club in such matters as Dog Shows, Obedience Trials, Performance Events,, Education, Rescue and other fields which may well be served by committees. Such committees shall always be subject to the review of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2
Committees

- Any committee or appointee may be terminated by a majority vote of the quorum of the Board upon written notice to the committee/appointee; and the Board may appoint successors to those committee(s)/appointee(s) whose service has been terminated.

Article VI Discipline

Section 1

Suspension

- Any member who is suspended from the privileges of UKC, AKC, ARBA, FCI, etc. is subject to suspension by the Board or Committee from the privileges of this Club for a like period.

Section 2

Violation of Law

- Any member found by a court of law to be in violation of any federal, state, county or city anti-cruelty statute is subject to expulsions of the club.

Section 3

Charges

- Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of twenty-five dollars (\$25) which shall be forfeited if such charges are not sustained by the Board or Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the Breed. If the Board considers that the charges do not allege conduct, which might be prejudicial to the best interests of the Club or of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or a Committee of not less than three (3) members of the Board, not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 4

Hearing

- The Board or Committee shall have complete authority to decide whether counsel for either the complainant or defendant may attend the hearing, but both parties shall be treated equally in this regard. After the hearing, should the charges be sustained after the presentation of all the evidence and testimony by complainant and defendant. The Board or Committee by a majority vote of those present, will order corrective action to be taken by the accused, and/or suspend the defendant from all privileges of the Club for not less than a (6) month period, and not more than a more than a twelve (12) month period from the date of the hearing, or until the next annual meeting if that will occurs after six (6) months. If the Board or Committee deems that punishment is insufficient, it may recommend to the membership that the penalty be by expulsion. In such cases, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**Article VI
Discipline (cont)**

Section 5

Expulsion

- Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Sections 2 and 4 of this article. The defendant shall have the privilege of appearing in their own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in their own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two thirds vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

**Article VII
Amendments**

Section 1

- Amendments to the Constitution, By-laws, and to the Standard for the breed may be proposed by the Board or by written petition addressed to the Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

Section 2

- The Constitution, By-laws and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate their choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two thirds of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

**Article VIII
Dissolution**

Section 1

- The Club may be dissolved at any time by the written consent of not less than two thirds of the members. In the event of the dissolution of the Club whether voluntary or involuntary or by operation of the law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club, but after payment of debts of the Club its property and assets shall be given to a charitable organization, for the benefit of dogs, selected by the Board.

Article IX
Order of Business

Section 1

Club Meetings

- At the meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:
 - Roll Call of Members Present
 - Minutes of Last Meeting
 - Reports by Officers and Committees
 - Announcement of new members
 - Unfinished Business
 - New Business
 - Adjournment

Section 2

Board Meetings

- At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
 - Roll Call
 - Reading of minutes of last meeting
 - Report by Officers and Committees
 - Unfinished Business
 - Election of New Members
 - New Business
 - Adjournment

Article X
Parliamentary Authority

Section 1

- All meetings of the Club shall follow the procedures contained in Robert's Rules of Order (latest edition) whenever it is not contrary to the provisions of these By-laws.