

Constitution and BYLAWS of the American Working Malinois Association

ARTICLE I : NAME, COLORS, PROFIT STATUS AND BUDGET

SECTION 1. NAME

- a. The name of this association shall be "American Working Malinois Association."
- b. The proper abbreviation of this name shall be "AWMA."

SECTION 2. COLORS

- a. The colors of the association shall be red, white, and blue.

SECTION 3. PROFIT STATUS AND BUDGET

- a. The American Working Malinois Association is and shall be conducted as a non-profit organization.
- b. No member may derive any income from the association. Persons who, in the course of official duties or in service to the association, incur expenses may apply to the Treasurer for reimbursement of these expenses.
- c. The Executive Board shall be responsible for a budget and its approval. This budget shall categorize and include all projected income and expenses for AWMA for a minimum of one year from the date of submission. The Treasurer is directed to pay all budgeted expenses as approved by the Board of Directors. After determining that the monies are available, the President shall have the power to direct payment of expenses of up to two hundred dollars (\$200.00) over existing budget limitations per category per year. No additional expenses shall be incurred unless full justification is submitted to and formally approved by the Executive Board of Directors.
- d. The fiscal year of AWMA shall begin on November 1 of each year and end on October 31 of the following year.

ARTICLE II : OBJECTIVES

The objectives of this association shall be to preserve the Belgian Malinois in accordance with the Breed Standard as a working dog.

Activities shall:

1. Promote IPO and schutzhund training for the working dog, to promote humane training methods for the working dog, and to support responsible dog ownership and breeding practices.
2. Develop, qualify, and license local clubs in the United States and its possessions so that they may conduct schutzhund and IPO trials and tracking tests for the FH degree (Faehrtenhundpruefung).
3. Develop, as decided by the Board of Directors, any other tests to insure the further development and maintenance of the Belgian Malinois as a working dog, and to encourage local clubs to implement these tests.
4. Promote training of working dogs among the youth.
5. Support the use of working dogs for search and rescue work, police work, customs and border patrol work, guide dog work, scenting work and in other ways for which working dogs are utilized.
6. Produce a vehicle of communication to promote the objectives of the association.
7. Conduct annually a National IPO III Championship to coincide with the meeting of the General Board of Directors.

ARTICLE III : PERFORMANCE REGULATIONS

1. The performance regulations for all AWMA working evaluations shall be decided by the Board of Directors yet shall be based upon international standards. Any changes from the currently accepted trial regulations require approval of the Board of Directors.
2. Only judges licensed by AWMA, USA, DVG, and/or other FMBB, AWDF and FCI member organizations that have been approved by the Board shall preside over events sanctioned by AWMA.

ARTICLE IV: INDIVIDUAL MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIP

This association shall be composed of three (3) types of individual memberships.

a. Full Membership

Full members shall be provided with an official membership card and shall receive a subscription (if applicable) to the association's official publication. If the member is also a member of a local club he/she shall be eligible for election by his/her club as its Delegate to AWMA. A person so elected shall be a member of the General Board of Directors. Full members shall be eligible for special awards and privileges as established by the Board of Directors. A full member need not be a resident of the United States.

b. Family Membership

A family membership shall recognize two (2) persons in a family as individual full members of AWMA with all rights and privileges as described in part "a" above. This membership shall issue each person a separate membership card. It shall include one (1) subscription to the association's magazine (if applicable). The dues for a family membership shall be one and one-half (1.5) times the dues for a full membership.

c. Honorary Membership

From time to time, as the association deems appropriate, a person or persons may be offered honorary membership. This is intended to honor a person or persons for an achievement or for a service to the association. Honorary members shall be given a special membership card and shall receive a subscription to the official publication. Honorary members shall have all rights and privileges of membership, but shall not vote or hold office.

SECTION 2. RULES FOR INDIVIDUAL MEMBERSHIPS

a. Annual dues

The General Board of Directors shall establish the amount of dues for all types of membership. Honorary members shall be exempt from annual dues. Dues shall be honored for one (1) year from the date of origin, and payable on June 1. If dues are received from a prospective member at a time less than six (6) months before the annual due date, then the dues for that period are half (1/2) the amount established.

b. Non-payment of dues

One (1) month before the expiration date of his membership, each member shall be so notified by AWMA. Any member whose dues are not paid by the expiration date shall be subject to the assessment of late fees for renewal. Should an additional reasonable grace period elapse without payment of dues and any late fees, the member shall have his membership canceled. Such cancellation shall result in loss of all rights and privileges of membership. In addition local clubs shall cancel the membership of any person whose membership in AWMA is canceled. The Executive Board shall have the authority to set reasonable late fees and grace periods for the purpose of this part.

c. Resignation

Any member of AWMA may resign from the association at any time and shall be deleted from the membership list. Resignations must be submitted to the Membership Chairperson in writing. All dues are non-refundable.

d. Transfer of membership

Memberships are not transferable and shall terminate automatically on the death of the member.

SECTION 3. DISCIPLINE

a. Charges

Any full member or club may prefer charges against any other member for conduct prejudicial to the interests of AWMA. The allegations must be submitted in writing and must be sworn to before a Notary Public. The charge(s) shall be forwarded to the AWMA Secretary with a deposit of one hundred dollars (\$100.00) for each charge. The deposit shall be forfeited for each charge which is not sustained or determined not to be relevant.

b. The Secretary shall send copies of said charges by certified mail to each member of the Board of Inquiry within thirty (30) days after receipt.

c. The Secretary shall send one (1) copy of the charges to the accused member by certified mail not more than thirty (30) days after receipt.

d. The accused may answer charges in writing to the Secretary within thirty (30) days of receipt. The accused may also provide testimony from witnesses. The Secretary shall forward copies of any answer and/or any testimony to all members of the Board of Inquiry by certified mail within thirty (30) days of receiving same. If no answer is received, the Secretary shall so inform the Board of Inquiry after thirty (30) days. The Board of Inquiry must act within sixty (60) days of receiving the answer to the charges or the notification that no answer was forthcoming.

e. Within the thirty (30) days after the Board of Inquiry receives the charges, the Board of Inquiry shall make a determination about the relevancy of the charges and if they shall be considered by the Board of Inquiry. If not relevant, the accuser shall be notified by the Secretary within thirty (30) days of the Board's decision.

f. To be heard, charges must be filed within one (1) year of the date of the alleged misconduct. The Board of Inquiry shall, by majority vote, sustain or not sustain the charge(s).

g. Charges which solely concern business deals between AWMA members shall not be heard.

h. The Board of Inquiry shall recommend, if the charges are sustained, an appropriate disciplinary action which may or may not be imposed by the Executive Board of Directors.

i. No member who has been suspended or expelled by AWMA may participate in any activities sponsored by the association, or in activities sponsored by any of its clubs, for the duration of the suspension or permanently if expelled.

j. Disciplinary action taken by a local club against a member or members is an internal affair of the club and does not affect a person's membership in AWMA. Such local disciplinary actions need not be recognized or honored by other local clubs.

k. If the charges fail to be heard by the Board of Inquiry within the time frame specified by Section 3, d + e as provided in these bylaws, all money deposited with AWMA by the member filing charges will be refunded and a full report will be made to the Executive Board of Directors.

I. The President and Secretary of the organization may file charges on behalf of AWMA without the required filing fee to prefer charges against any individual member (s).

ARTICLE V: MEMBERSHIP OF CLUBS

SECTION 1. LEVELS OF CLUB MEMBERSHIP

a. Affiliated Clubs.

Affiliated clubs are formally connected with AWMA and may be represented on The General Board of Directors by a non-voting Delegate. An affiliated club is considered an apprentice club and must complete a program of qualification before it shall be licensed to hold any AWMA sanctioned events or vote on the Board of Directors. A club may become affiliated with AWMA provided that the club:

(i) Adopts a set of by laws and provides AWMA with a copy. These by laws shall state that the club is and shall be conducted as a non-profit organization and the by laws shall include: "The objectives of this association shall be to preserve the Belgian Malinois in accordance with the Breed Standard as a working dog, to promote humane training methods for the working dog, and to support responsible dog ownership and breeding practices".

(ii) Pays to AWMA an annual membership fee, the amount of which will be determined by the General Board of Directors of AWMA.

(iii) Supplies to the AWMA Membership Chairperson, at the time of application, a list of names and addresses of all club members.

(iv) Submits a statement signed by two (2) club officers guaranteeing observance of the AWMA Constitution and Bylaws and ordinances.

(v) Is recommended by a Regional Director or a member of the Executive Board.

(vi) Meets any additional requirements specified by the General Board of Directors.

b. Full Member Clubs

A full member club is licensed by AWMA to conduct IPO and Schutzhund Trials, and other events sanctioned by AWMA. If in good standing a full member club may send a voting Delegate to the meeting of The General Board. A local club may gain full member club status in AWMA by:

(i) Being upgraded from affiliated club status.

(ii) Being admitted directly into the American Working Malinois Association with full member club rank. Only clubs of exceptional qualification may bypass the affiliated club stage and be admitted directly into AWMA as a full member club.

(iii) In order to be upgraded from affiliated status or to be granted direct admittance, a club must consist of not fewer than three (3) AWMA members, only two (2) of which may be part of any family membership.

(iv) To be in good standing a club's dues to AWMA must be current, the AWMA dues of the members of the club must be current and the club may not be under any disciplinary action from AWMA.

(v) Each full member club shall hold at least one (1) AWMA sanctioned event each calendar year beginning January 1 of the year after the year in which the club is granted full member status. The Executive Board of Directors shall approve any waiver of this requirement. Failure to comply with this provision will reduce the club to affiliated status for at least one (1) year. The affiliated club shall meet all the requirements once again to become a full member club.

c. To be admitted directly to AWMA as a full member club, the club must:

(i) Complete the requirements as outlined in this article, section 1, Part a, Items (i) through (vi).

(ii) Be recommended by a Regional Director or a member of the Executive Board for direct admission.

(iii) Demonstrate satisfactory performance in the training of dogs in the IPO and schutzhund sport by conducting a practice trial which was judged by some person who has been approved by the Board of Directors and is not a member of the club, or by demonstrating prior experience on the part of key members of the club in conducting IPO and/or schutzhund trials sanctioned by other recognized organizations.

(iv) Be approved by the Executive Board of Directors. The Regional Director or recommending Executive Board member is to submit to the Executive Board and the club a letter of approval or disapproval which must be accompanied by:

- a list of club members including the club officers
- a complete set of score sheets from the practice trial, or documentation demonstrating satisfactory conduct by the club members of a trial sanctioned by another organization.

(v) In the event that the Regional Director does not approve the full member status of the club then the club may appeal to the Executive Board, who has the authority to override the decision of the Regional Director.

d. Upgrading of affiliated clubs to full member club status.

An affiliated club may be upgraded to full member club status when it has met the requirements outlined in this article, Section 1 part c, items (i) through (iv).

SECTION 2. RELATIONSHIP BETWEEN AWMA AND LOCAL CLUBS

a. All local clubs within AWMA shall be classified as IPO and schutzhund training clubs for working Belgian Malinois, and open to other breeds for the purposes of training and trialing at the discretion of the club. AWMA supports sportsmanlike competition between all working breeds.

b. In the event of conflict between the provisions of the AWMA Constitution and Bylaws and/or rules and the bylaws and/or rules of local clubs, the provision(s) of the AWMA Constitution and Bylaws and/or rules shall prevail.

c. Individual members of the club may be members of other organizations.

d. Each member club is responsible for ensuring the good standing of its individual members in AWMA.

e. Each member club in good standing shall remit annual dues in the amount specified by the General Board by January 1. If a new club joins after June 1, their dues on January 1 of the following year are half (1/2) the amount established.

f. Failure to maintain membership, remit annual dues, or otherwise comply with full member club requirements may result in a club being reduced to affiliate status upon action by the Executive Board. The Executive Board shall have the authority to set a reasonable grace period and late fees for clubs that fail to pay club dues by January 1.

SECTION 3. DISCIPLINE

a. Charges

Any full member of AWMA may prefer charges against any AWMA club for violating AWMA regulations or for conduct which is prejudicial to the interests of AWMA. The allegations must be submitted in writing and must be sworn to before a Notary Public. The charges shall be forwarded to the AWMA Secretary with a deposit of one hundred dollars (\$100.00) for each charge. The deposit shall be forfeited for each charge which is not sustained.

b. The Secretary shall send copies of said charges by certified mail to each member of the Board of Inquiry within thirty (30) days after receipt. The Board of Inquiry shall act upon said charges within sixty (60) days after receipt of same and the answer thereto.

c. The Secretary shall also send one (1) copy of the charges to the accused club in care of contact person of record listed in AWMA communication vehicle (i.e., magazine, newsletter and/or website) by certified mail not more than thirty (30) days after receipt.

d. The club may answer charges in writing to the Secretary within thirty (30) days of receipt, and may also provide testimony from witnesses. The Secretary shall forward copies of any answer and/or any testimony to all members of the Board of Inquiry by certified mail within thirty (30) days of receiving same. If no answer is received, the Secretary shall so inform the Board of Inquiry after thirty (30) days. The Board of

Inquiry must act within sixty (60) days of receiving the answer to the charges or the notification that no answer was forthcoming.

e. The Board of Inquiry shall make a determination about the relevancy of the charges and if they shall be considered by the Board of Inquiry. If not relevant, the accuser shall be notified by the Secretary within thirty (30) days of the Board's decision.

f. To be heard, charges must be filed within one (1) year of the date of the alleged misconduct or rule violation. The Board of Inquiry shall, by majority vote, sustain or not sustain the charge(s).

g. The Board of Inquiry shall recommend, if the charges are sustained, appropriate disciplinary action to the Executive Board.

h. If any charges against a club fail to be heard within the time frame specified by Section 3d as provided in these bylaws, all money deposited with AWMA by those filing the charges will be refunded and a full report by the Board of Inquiry will be made to the Executive Board of Directors.

i. The President and Secretary of the organization may file charges on behalf of AWMA without the required filing fee to prefer charges against clubs or delegates.

SECTION 4. LACK OF PROGRESS

a. The progress of affiliated clubs toward the attainment of full member club status shall be monitored by the Regional Director. He/she shall report on the progress of affiliated clubs in his/her region to the Executive Board of Directors at least once a year.

b. Lack of progress by an affiliated club toward the attainment of full member club status within a two (2) year period will cause an automatic investigation by the Regional Director.

c. The Regional Director may extend until the end of the club's third year its affiliated status with a recommendation that no disciplinary action be taken if justification for lack of progress is shown.

d. If no justification for lack of progress is shown, the Executive Board shall take appropriate disciplinary action which may include:

- Probation under the supervision of some person appointed by the Executive Board of Directors.
- Termination of the club's membership in AWMA.

e. An affiliated club which has not attained full member club status by the end of its third year shall have its membership in AWMA terminated.

SECTION 5. DISCIPLINE AGAINST CLUB NOT TO AFFECT INDIVIDUAL MEMBERSHIP

a. Disciplinary action taken against any AWMA club, full member or affiliated, including expulsion of the club from AWMA. Membership shall have no effect on the membership in AWMA of those individuals who make up the club.

ARTICLE VI: BOARDS OF DIRECTORS

There shall be two (2) Boards of Directors which govern the affairs of the American Working Malinois Association. When a reference in this constitution and bylaws is made to "The Board of Directors" it shall mean either Board unless otherwise specified.

SECTION 1. THE GENERAL BOARD OF DIRECTORS

a. Definition

The General Board of Directors shall consist of Delegates elected from full member clubs, AWMA Officers, Directors at Large and Regional Directors.

b. Duties

It shall be the duty of the General Board of Directors to conduct the affairs of the American Working Malinois Association. The General Board elects the Officers and standing committee members of AWMA.

c. Meetings

(i) The General Board of Directors shall choose one (1) date per calendar year between the dates of October 1 and November 20 or at the time of the National Championship on which it shall conduct its annual meeting. Written notice shall be provided to all clubs and executive board members not less than thirty (30) days prior to the meeting unless notice of the meeting is published in the association's official publication not less than ninety (90) days prior to the meeting date.

(ii) A special meeting of the General Board of Directors shall be called if a petition is received by the AWMA secretary signed by Delegates of a majority of the full member clubs in good standing. Written notice of the special meeting shall be sent to all AWMA clubs, Officers, Directors at Large and Regional Directors not less than thirty (30) days prior to the meeting date.

d. Quorum

In order for any business to be conducted a quorum must be present. A quorum shall be deemed to be present if 25% of all full member clubs in good standing and at least three (3) AWMA Officers are present. The formula: AWMA Full member clubs in good standing divided by four (4), rounded up, plus (3) AWMA Officers shall be used to establish the number required for a quorum.

e. Delegates

(i) Each full member club may send one (1) voting delegate and one (1) alternate to the meetings of the General Board.

(ii) Each affiliated club may send one (1) nonvoting delegate to attend the meetings of the General Board.

f. A Delegate to AWMA shall be elected from the regular membership of each AWMA club. A full member club may also elect an Alternate Delegate. The Delegate shall be the club's representative of record for a period of one year beginning on the date of the annual meeting of the General Board of Directors. A club may replace its Delegate and/or Alternate as necessary or desired. The AWMA Secretary must be notified immediately of the replacement.

g. Club delegates to the General Board Meeting shall be selected from the most recent membership list of each AWMA club, submitted to the AWMA Secretary no more than thirty (30) days before the General Board meeting. Not later than two (2) days prior to the annual meeting of the General Board of Directors the Secretary shall verify that a club is in good standing in order for its delegate to be seated. Each club shall elect a delegate and an alternate from their membership. The delegate and alternate must present a letter of such appointment signed by two club officers prior to admission at the General Board meeting. The alternate may vote only in the case that the delegate is not present at the time a vote is called for. Clubs which are granted affiliated or full member status after the thirty (30) day deadline but before the meeting may send the membership list to the meeting with the club's Delegate. This list must be presented before the Delegate or Alternate will be seated.

h. Club fails to send Delegate

In the event a club does not send a Delegate to the General Board Meeting or, if the club fails to send a letter to the AWMA Secretary identifying the club's Delegate the club shall be declared to be without representation on the General Board of Directors.

i. Voting at meetings

(i) The Delegate from each full member club is entitled to cast one (1) vote on any given item of business.

(ii) Each member of the Executive Board shall have one (1) vote to cast on any given item of business.

(iii) No person may cast more than one vote on any given item of business. In other words, there is no proxy voting, and no individual can simultaneously represent more than one voting entity.

(iv) The alternate of any full member club may vote only if he has been seated in place of the Delegate at the time a vote is taken.

(v) If neither the Delegate nor alternate of a club is present when a vote is taken, the club shall have no vote on that item of business.

SECTION 2. THE EXECUTIVE BOARD OF DIRECTORS

a. Definition

The Executive Board of Directors shall consist of all elected AWMA Officers, Regional Directors, the Director of Judges and of either one or two representatives from the membership at large. To be eligible for election, each member of the Executive Board (whether at-large or as an officer) must have titled a dog to at least an IPO 1, VPG 1, FR 1 or MR 1.

b. The General Board of Directors shall elect from the list of full members of AWMA one person, who is not an AWMA officers, to be a members of the Executive Board of Directors. They shall be known as a Director at Large. They shall serve a two (2) year term and shall be elected in even numbered years. In the event that this results in an even number of members of the Executive Board, the Executive Board of Directors shall elect from the list of full members of AWMA one additional director at large.

c. Meetings

(i) A meeting of the Executive Board may be called at any time by the President.

(ii) A meeting of the Executive Board shall be called by the AWMA Secretary upon receipt of a petition signed by two-thirds (2/3) of the members of the Executive Board.

(iii) Executive Board members shall be given written notice at least thirty (30) days prior to any meeting.

(iv) A meeting of the Executive Board of Directors may be conducted via conference call.

(v) The business of the Executive Board may also be conducted by electronic means, including e-mail, provided that all members of the Executive Board have adequate opportunity to engage in discussion on any issue, and that voting is carried out securely and secretly until all members of the Executive Board have voted or a clear majority exists.

d. Duties

It shall be the duty of the Executive Board of Directors to conduct the affairs of AWMA that do not require a vote by the General Board of Directors as specified in these constitution and bylaws. The Executive Board shall not have the authority to amend or repeal these constitution and bylaws.

e. All actions of the Board shall be reported as minutes. A printed copy of the minutes will be sent to any individual member of AWMA at that member's request. The General Board of Directors may rescind or modify an action of the Executive Board. For the purposes of this section, "minutes" of actions conducted by e-mail shall consist of a roll call voting record of the action. Discussion by the Executive Board need not become part of the official minutes unless specifically agreed to by a majority of the Executive Board.

f. Quorum

In order for the Executive Board of Directors to conduct any business, a quorum must be present. A majority of members of the Executive Board shall constitute a quorum.

g. Voting

(i) Only members of the Executive Board may vote at its meetings or on mail ballots.

(ii) No person may cast more than one (1) vote on any item of business.

(iii) In lieu of calling a special meeting, members of the Executive Board of Directors may be polled by mail ballot. Two (2) weeks shall be allowed for the return of ballots before closing the vote. Complete and factual information on the subject(s) to be voted on must be supplied with each ballot. Balloting by telephone is prohibited. The provisions of this part will be considered to be satisfied using e-mail provided that all members of the Executive Board have access to discussion on the subject(s) under consideration.

(iv) The results of the mail balloting shall be printed in publication/website by roll call. All votes of the Executive Board shall be by roll call unless they pertain to the approval of an application for a judge's license or for the selection of a judge for a national event.

SECTION 3. PARLIAMENTARY AUTHORITY

The current edition of "Sturgis Standard Code of Parliamentary Procedures" shall govern this association in all parliamentary situations that are not covered in the law, or in these constitution and bylaws, or adopted rules. In case of a conflict between the provisions of these constitution and bylaws and the parliamentary provisions of "Sturgis" the provisions of these constitution and bylaws shall prevail.

ARTICLE VII: OFFICERS OF THE ASSOCIATION

SECTION 1. OFFICERS

The Officers of AWMA are those people who handle the official affairs of the association. Officers shall have a vote on both Boards of Directors. The Officers of the association shall be:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Membership Chairperson
- f. Director of Judges

SECTION 2. TERMS OF OFFICE

All elected Officers shall have a term of office not to exceed two (2) years.

SECTION 3. DUTIES OF OFFICERS

a. President

The President is the Chief Executive Officer and legal head of the association. The president exercises supervision over the association and all its activities. The President represents AWMA in public, presides at business meetings, and has the authority to appoint committees. The President may sign letters and documents necessary to carry out the will of the association. The President serves as chairman of the Board of Directors and shall be an advisory member of all committees except the Board of Inquiry and the Nominating Committee.

b. Vice President

The Vice President shall assume the duties of the President in case of his/her absence or incapacitation. The Vice President shall assume that office for the remainder of the term in the event the office is vacated for any reason.

c. Treasurer

The Treasurer shall be responsible for collecting, accounting for and handling all funds of the association. The Treasurer shall insure that all funds are deposited in such financial institution as the Board of Directors may designate. He/she shall see that disbursements therefrom are made as is necessary and proper to meet the just and due obligations of AWMA. The Treasurer shall be bonded, and the cost of such bond shall be borne by the association. The Treasurer shall secure the services of a Certified Public Accountant to audit the accounts of AWMA annually. This audit shall take place not more than ninety (90) days prior to the annual meeting of the General Board. The Treasurer shall present a financial report at every meeting of either Board of Directors, and at any other time as requested by the President or the Board of Directors. The Treasurer shall make all of his/her records available at the General Board meeting for review by any full member of AWMA.

d. Secretary

The Secretary shall be responsible for taking and preparing accurate minutes of all meetings of the Board of Directors and shall maintain a complete file of the ordinances, bylaw revisions, resolutions and other official AWMA action. The secretary shall maintain a file of committees and the members thereof. The Secretary shall record all terms of office and inform the General Board when elections are due. During the meeting of the General Board, it shall be his/her duty to insure that only those persons with proper credentials be seated. The Secretary shall insure that only persons authorized to vote are allowed to vote and shall perform other duties as prescribed by the Board.

e. Membership Chairperson

The Membership Chairperson shall be the chairman of the Membership Committee. He/she shall be responsible for maintaining accurate records of the general membership of the AWMA, and insure that the annual dues are submitted to the Treasurer. Further, the Membership Chairperson shall be responsible for informing the general membership of upcoming membership renewals. The Membership Chair shall also maintain records as required for clubs in affiliate and full member standing.

f. Director of Judges

The Director of Judges shall be the chair of the Judges Committee, and shall be a fully licensed AWMA judge in good standing.

SECTION 4. OFFICERS SHALL PERFORM DUTIES

a. Officers shall perform the duties prescribed by these constitution and bylaws and by the parliamentary authority adopted by AWMA.

SECTION 5. NOMINATION AND ELECTION OF OFFICERS

a. Nominations

Candidates for officer positions may be nominated:

(i) By the Nominating Committee. The Nominating Committee shall make known its selections for Officers, Directors at Large and standing committee members at the General Board of Directors meeting.

(ii) From the floor. After the Nominating Committee has delivered its nominations and report, nominations will be accepted from the floor. Only members of the General Board may make nominations. All nominations must be seconded. Nominees for Officers, Directors at Large and standing committees must be present at the meeting of the General Board of Directors or must have furnished the Secretary with a written statement of agreement to be a candidate.

(iii) Candidates not nominated. One need not be nominated to receive votes for office. "Write in" balloting is permitted.

b. Eligibility

To be eligible for election, a nominee or write in candidate must be a full member of AWMA. He/she may not be under twenty-one (21) years of age. He/she may not be under current disciplinary action.

c. Election of Officers

(i) The General Board of Directors shall elect Officers and Directors at Large at every meeting which takes place in an even numbered year.

(ii) The voting shall be by secret ballot only.

(iii) A Ballot Counting Committee shall be appointed by the President. It shall determine the legality of the ballots cast, tabulate the results and give them to the President who shall announce the results of the election.

(iv) A majority of votes of General Board members present is required to elect. Repeat balloting is required if no candidate receives the necessary majority. On reballoting, the candidate receiving the least votes would be dropped.

(v) Newly elected Officers, members of the Executive Board, and standing committees shall be seated at the conclusion of old business except the Regional Directors who would be seated immediately upon their election.

(vi) There is no limit to the number of consecutive terms a person may hold office.

SECTION 6. VACANCIES

a. If the office of Vice President, Treasurer, Secretary, Chairperson or Director of Judges should be vacated for any reason, or if the incumbent becomes incapacitated and cannot or is unwilling to perform the duties of office, the Executive Board shall elect a replacement. For the purposes of these bylaws incapacitation shall mean illness or death.

b. Nominations for the vacant office must be submitted to the Secretary. The Secretary shall conduct the balloting of the Executive Board. The Vice President shall conduct the balloting if the Secretary's office is vacant.

c. The newly elected Officer shall hold office until the next General Board meeting. At that time he/she can either be ratified or replaced.

ARTICLE VIII : APPOINTED POSITIONS

SECTION 1. EDITOR

The editor shall be appointed by the President of AWMA and confirmed by the Board of Directors. The editor shall publish, at regular intervals, a publication which carries information about, as well as the official views of, AWMA. The President of AWMA shall direct its editorial policy so as to promote the programs and policies of the association.

SECTION 2. APPOINTED COMMITTEES

a. The President shall have the right to appoint committees as he/she deems necessary, but may not appoint a committee to perform a function which is given to an officer or standing committee by these constitution and bylaws. The right to appoint a committee brings with it the right to appoint the chairman of the committee.

ARTICLE IX: REGIONS AND REGIONAL DIRECTORS

SECTION 1. REGIONS

a. The area served by AWMA shall be divided into regions. There shall not be fewer than three (3) nor more than twenty (20) regions.

b. Regional boundaries may be altered or regions may be divided by:

(i) request of the Regional Director.

(ii) request of a majority of full member clubs in the region.

(iii) decision of the Executive Board after a review of the changing needs of a region.

c. No regional boundary shall be altered without the approval of the Board of Directors.

SECTION 2. NUMBER AND VOTING RIGHTS OF REGIONAL DIRECTORS

a. There shall not be fewer than three (3) nor more than twenty (20) Regional Directors.

b. Regional Directors are members of both Boards of Directors and shall have a vote on each.

SECTION 3. DUTIES

AWMA Regional Director shall be the regional representative of the association. The Regional Director shall assist in the development of new clubs in the region and shall approve trial dates and other AWMA sanctioned events for all clubs in his/her region. The Regional Director shall forward requests for AWMA judges to the Director of Judges. He/she may be assigned other duties as needed.

SECTION 4. TERRITORY

- a. The territory over which each Regional Director shall have supervision shall be decided by the Board of Directors.
- b. A Regional Director shall have authority in his/her region only. If circumstances dictate, the President or the Board of Directors may require a Regional Director to take responsibility for an area or a club outside of his/her own region.

SECTION 5. ELIGIBILITY

To be eligible for election a nominee must be able to show significant experience in the training of dogs for the IPO and schutzhund sport. He/she must be a full member of AWMA and must reside within or be a full and active member of a full member club which is within the geographical boundaries of the region. The Regional Director may not be less than twenty-one (21) years of age and may not be under current disciplinary action.

SECTION 6. NOMINATION AND ELECTION OF REGIONAL DIRECTORS

- a. Candidates for the position of Regional Director may be nominated by a Delegate from a full member club in that particular region. All nominations must be seconded.
- b. One need not be nominated to receive votes. "Write in" balloting is permitted.
- c. Regional Directors shall have a term of office of two (2) years and shall be elected in odd numbered years.
- d. Elections may be held for the office of Regional Director at a regional meeting or by mail between the dates of January 1 prior to the annual meeting and 14 days prior to the annual meeting of the General Board of Directors, provided, all full member clubs in the region are notified in writing, not less than thirty (30) days prior to said election. If this election is held, the AWMA Secretary shall be notified of the result within ten (10) days. Electronic balloting is permitted.
- e. To be elected a candidate must receive a majority of the votes of all the full member clubs in good standing in the particular region.

SECTION 7. ASSISTANT REGIONAL DIRECTORS

- a. Each region may elect an Assistant Regional Director to assist the Regional Director in his/her duties. The eligibility requirements, nomination, election, and term of office shall be the same as for Regional Directors.
- b. In the event the Regional Director resigns or is incapacitated the Assistant Regional Director shall assume the position of Regional Director for the remainder of the term.
- c. A majority vote of the full member clubs in good standing in that particular region is required to elect an Assistant Regional Director.

d. If the Regional Director is unable to attend a meeting of either Board of Directors, the Assistant Regional Director may attend in his/her place and shall have a vote on either Board.

SECTION 8. APPEALING A DECISION OF A REGIONAL DIRECTOR

Any Affiliated Club, Full Member Club, or individual member of the association in good standing can appeal the decision of the Regional Director or Assistant Regional Director to the Executive Board of Directors. The appeal must be made in writing to the Secretary of the association. After consideration of the appeal and allowing the Regional Director or Assistant Regional Director to explain his/her position the Executive Board of Directors by majority vote can overrule the decision of a Regional Director.

ARTICLE X : COMMITTEES

SECTION 1. STANDING COMMITTEES

The committees indicated below are permanent. All members of these committees shall be elected by a plurality vote of the General Board. The members of the committee shall elect a committee chairman unless otherwise stipulated in these provisions. All members of standing committees shall serve a two (2) year term and must be full members of AWMA. In the case of vacancies that may arise between elections, the Executive Board may appoint members of the committee to serve until the next regularly scheduled election for that position.

a. Auditing Committee

The Auditing Committee shall audit the financial accounts of AWMA. The committee shall consist of three (3) persons. The Treasurer shall not be a member of the Auditing Committee.

(i) If the Treasurer has not secured the services of a Certified Public Accountant and/or has not presented the CPA's report to the General Board, the Auditing Committee shall perform, or secure the services of a Certified Public Accountant to perform a complete audit of AWMA financial records.

(ii) The committee shall have the power to summon the Treasurer to answer any questions. A report of the audit and/or a report of the legitimacy of AWMA's expenses shall then be made to the General Board of Directors at the annual meeting.

(iii) Members of the Auditing Committee shall be elected in even numbered years.

b. Nominating Committee

(i) The Nominating Committee shall consist of three (3) members.

(ii) The committee shall nominate a single slate of candidates for Officer, Directors at Large and standing committee positions in AWMA excluding regional directors.

(iii) The committee shall solicit recommendations for the positions for which it is charged to nominate candidates. It shall request information from candidates which will enable it to evaluate a person's experience, skills and willingness to serve.

(iv) The committee shall choose its slate by balloting. Candidates who receive a plurality of the votes from the Nominating Committee shall be named in the committee's report.

(v) Not less than thirty (30) days prior to the annual meeting the Nominating Committee shall send a list of the persons it is nominating to each full member club.

(vi) The committee shall submit its report at the meeting of the General Board of Directors.

(vii) Members of the Nominating Committee shall be elected in odd numbered years.

c. Board of Inquiry

(i) The Board of Inquiry shall consist of three (3) persons. AWMA Officers, Judges, Directors at Large and Regional Directors shall not be eligible to serve on the Board of Inquiry.

(ii) It shall be the duty of this board to hear cases of alleged misconduct and alleged violations of AWMA regulations. This board shall not entertain any charges which are not filed within one (1) year of the date of the alleged misconduct or rule violation. This board shall, by majority vote, determine the relevancy of any charges, and sustain or not sustain the charges. It shall report its findings to the Executive Board of

Directors and, if its finding is to sustain the charges, the Board of Inquiry shall recommend appropriate disciplinary action.

(iii) The Board of Inquiry may conduct its business in person, by telephone or by mail or e-mail. Balloting by telephone is permissible but must be confirmed in writing.

(iv) Should any member of the Board of Inquiry be the subject of charges the chairman shall, by drawing lots, choose one (1) of the alternate members to replace the Board of Inquiry member who is subject to charges. The appointed alternate shall also hear any other case which arises while he/she is seated as a member of the Board of Inquiry.

(v) No member of the Board of Inquiry shall hear charges against any person who is a member of the same local club. The chairman shall, by drawing lots, select an alternate member to hear the case. Any full member so replaced shall hear any other case(s) which arises while his club member's case is pending.

(vi) Any member of the Board of Inquiry may request to be excused from hearing a specific case. No reason need be given. The member shall make his/her request to the chairman, in writing, who shall, by drawing lots, choose one of the alternate members to hear the case.

(vii) If charges are sustained against any member of the Board of Inquiry, the recommendation for discipline shall include this member's removal from the Board of Inquiry for the duration of his/her term.

(viii) Three full members of the Board of Inquiry shall be elected in even numbered years. Alternates for appointment to the Board of Inquiry shall be elected by the General Board from among full members in AWMA, and the names forwarded to the Chair of the Board of Inquiry, in those cases where an alternate is required.

(ix) In the event the chairman of the committee can not act in that capacity for any reason, the chairman shall be that person who received the next highest number of votes from the General Board.

(x) The Board of Inquiry shall make a report to the General Board of Directors at the annual meeting which reports the number of accusations filed with the Board of Inquiry and the outcome of those filings, while protecting the identity of the accused and accuser.

d. Judges Committee

(i) The Judges Committee shall consist of the AWMA President, the Director of Judges, one additional AWMA IPO judge and two (2) members at large. The chairman of the committee shall be the Director of Judges.

(ii) The judges shall be elected in even numbered years and the members at large shall be elected in odd numbered years.

(iii) The committee shall be responsible for the judges at all AWMA trials. It shall be the keeper of the trial rules and regulations. It shall be responsible for the conduct of AWMA judges. It shall recommend that a judges license be granted to persons who have successfully completed the apprentice judge program. It may recommend that a judges license be revoked for conduct prejudicial to the interest of AWMA. A decision to accept or reject the recommendation shall be made by the Board of Directors. Any judge whose license has been recommended for revocation shall be permitted to speak at the board meeting at which the recommendation is heard.

(iv) The committee shall design and implement a program to select and train apprentice judges, to see to the ongoing education of licensed judges and oversee the conduct of all apprentice judges and judges.

e. The World Championship Committee

It is the duty of this committee to recommend rules for the selection of a team to represent AWMA at the World IPO III Championship for Belgian Shepherd Dogs and at the FCI/IPO World Championship. The committee will also recommend sites and judges for qualification trials to the Board of Directors. The committee selects a person to act as team captain. The Committee consists of four (4) members and the President of AWMA. The committee will be elected every even year by the General Board of Directors.

f. The National Events Committee

It is the duty of this committee to oversee national championship events as determined by the Board. It shall establish rules and procedures for use by the host clubs which conduct such events. The committee consists of four (4) members and the President of AWMA, and the committee will be elected every odd year by the General Board of Directors.

g. The duties and responsibilities of the World Championship and National Events Committees may be combined into a single committee, in which case half of the membership is voted on annually; staggered terms will initially be determined by drawing lots.

h. Nominees for standing committees must be present at the meeting of the General Board of Directors or must have furnished the Secretary with a written statement of agreement to be a candidate. In the case of vacancies on standing committees that may arise between elections, the Executive Board may appoint members of the committee to serve until the next regularly scheduled election for that position.

SECTION 2. SPECIAL COMMITTEES

Either Board of Directors shall have the authority to create special committees as deemed necessary. Such a committee shall be dissolved when the task assigned to it is completed. Election to a special committee shall be as determined by the creating authority.

ARTICLE XI : AMENDMENTS

a. These constitution and bylaws may be amended only by the General Board of Directors at the annual meeting. Any change, addition, or deletion to this Constitution or these By Laws requires a two thirds (2/3) vote but no fewer than that equal to a minimal quorum for conducting business.

b. Amendments to these constitution and bylaws may only be considered when written notice of the intent to introduce changes to an article has been mailed to each full member club, AWMA Officer and Regional Director not less than thirty (30) days prior to the annual meeting of the General Board of Directors. The proposed changes must be specified. If such notice is published in the association's official publication not less than ninety (90) days prior to the meeting date, then the requirement for mailing written notice shall be waived. If amendments to specific articles of this Constitution and By Laws are proposed in compliance with this provision, further amendments may be made from the floor of the General Board of Directors meeting for that respective article.

c. A special process for amendments of these bylaws can be conducted by email between General Board meetings.

ARTICLE XII: DISSOLUTION

a. The American Working Malinois Association may be dissolved at any time by the written consent of two-thirds (2/3) of the members of the General Board of Directors. The motion to dissolve shall require the same vote as described in Article XI for a bylaw amendment.

b. Dissolution may only be considered at a meeting of the General Board of Directors. A special meeting for this purpose shall be called if the Secretary receives a written request for such a meeting from a majority of AWMA full member clubs.

c. Dissolution may only be considered if written notice of the intent to dissolve is sent to all full member clubs, Regional Directors, and AWMA Officers, not less than thirty (30) days prior to the special meeting called for this purpose.

d. If the association is dissolved, all just debts and liabilities of the association shall be paid. After payment of all debts and liabilities of the association, its assets and properties shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for dog training purposes and which has established its tax exempt status under Section 501 (c) (7) of the Internal Revenue Code.

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Latest amendments at the General Board Meeting, Bowling Green, KY 2012