

# **“WESTERN WATERSLAGER CLUB”**

## **BYLAWS**

(Adopted: December 21, 2010)

### ***MISSION STATEMENT***

The Western Waterslager Club is dedicated to:

- The introduction and enjoyment of keeping and breeding Belgian Waterslager Canaries, also known as Malinois Canaries, as a pure breed.
- The encouragement of well-planned selective breeding programs.
- Conducting at least one annual show.
- Sharing information and fellowship with other Waterslager and song canary breeders.
- Developing public interest in the Waterslager Canary Fancy.
- Cooperation with other organizations for the preservation of aviculture in this country and promoting its responsible practice.

### ***ARTICLE 1 – NAME OF THE ORGANIZATION***

This organization shall be known as the Western Waterslager Club. It shall also be known in a more casual manner as “WWC”, hereafter known as “the Club”.

### ***ARTICLE 2 – STATUS***

This club is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### ***ARTICLE 3 - HOME OFFICE***

The principal office of the Club shall be specified by the Board of Directors and so publicized in the Club Newsletter. This address will be the official address for communicating with the Club and thus shall remain as static as possible.

## **ARTICLE 4 – MEMBERSHIP AND DUES**

- I.) The dues for membership in the Club shall be determined by the Board of Directors.
- II.) Membership is granted to qualifying individuals after completion and receipt of an initial membership application and annual dues.
- III.) Junior membership will be available at a reduced rate determined by the Board to any applicant under the age of eighteen.
- IV.) Term of membership will be determined by the Board of Directors and will be stated on the membership application
- V.) If a member's dues remain unpaid for a period to be determined by the Board of Directors, but exceeding at least sixty days beyond written or published notice, said member's privileges shall end.
- VI.) A member's dues must be paid in full for any calendar year in order to request or purchase bands bearing the year code for that year.
- VII.) Membership in the Club is a privilege.
  - A.) Any member who misrepresents the Club, holds Club property without authorization, or in any other way is injurious to this Club as defined as, but not limited to, violating the bylaws or taking a flagrant action against the good of the Club, may lose his/her privileges of membership, and receive a prorated refund of his/her unused dues.
  - B.) In order to cause action under Article 4, VII, A, a member must file a deposit of twenty-five dollars (\$25.00) with the Club Treasurer, along with papers which shall support a claim against a member of this Club. Such claim shall be taken up by the Board of Directors. If the claim is ruled legitimate and results in the removal of a member, the claimant will receive his/her deposit back. If a claim is unfounded, the deposit shall be forfeited by the claimant.

## VIII.) **MEMBERSHIP MEETINGS**

A.) The Club shall have an annual membership meeting held in conjunction with the annual WWC Show.

B.) The annual membership meeting of the Club shall consist of, but is not limited to, a State of the Club report given by the Board, an annual Treasurer's report which includes a summary of the proposed budget for the next year and a summary of the review of the current year funds, etc., and a more casual discussion period when members may make their views known to the Board of Directors.

C.) General membership votes on matters of the Club are considered advisory votes for the Board of Directors.

## ***ARTICLE 5 – BOARD OF DIRECTORS***

### **I. DIRECTORS**

A.) The Board of Directors is responsible for the overall policy and direction of the club and may delegate responsibility of day-to-day operations to individual club or board members as needed.

B.) The members of the Board of Directors will receive no compensation other than reasonable reimbursement of approved expenses.

C.) All Directors, regardless of specific office, are to be considered to have an equal voice in the affairs of WWC.

D.) The Board of Directors shall be comprised of a minimum of five (5) members.

### **II. SELECTION**

A.) The current Board of Directors serves as the nominating committee

B.) Directors shall be selected from club members in good standing

C.) The normal process of selection shall be by a vote of the Directors wherein a candidate receives a majority of the votes of active Directors. This process may also be expanded to include a canvassing of senior club members or a general election or some other means as the Board of Directors determines to be most appropriate. A Director may be re-selected for an unlimited number of consecutive or non-consecutive terms.

D.) All Selections of this Club shall be by secret ballot only. Ballots will be counted by the Board of Directors at a regularly scheduled meeting.

### III. TERM OF DIRECTORS

A.) By accepting Selection, each Director shall commit himself or herself to serve for a minimum of two (2) years. Each January after the initial 2-year term, a Director may choose to leave the Board or must confirm a continued commitment to serve for the year. If at any other time a Director can no longer meet this commitment, he or she may withdraw from office sixty (60) days after submitting written notice to the Board of Directors.

B.) Term of Office will run from one annual show's Board of Directors meeting to another or, if there is no show, from one January Board of Directors meeting to another.

C.) In the event a Director, dies, resigns, or is removed, the Board may appoint a Pro Tem to fill the Office until the end of the current term.

### IV. OFFICERS

A.) There is no greater authority or power concentrated in the Office of President, Vice President, Secretary, Treasurer than in that of any other Director

B.) The Board may, at its option, combine the duties of various Officers of the Board as may be deemed practicable if all positions cannot be filled, and if it is apparent to a majority of the Club Board of Directors that positions would be unnecessary at any time due to the circumstances of the Club, these positions may be left unfilled.

C.) The Terms of Office for all Board Officers are to run consecutively so that all terms end together every two (2) years.

D.) President:

- Shall abide by the Bylaws of the Club.
- Shall \_preside over all Board meetings and annual membership meetings
- Shall act as the official good-will ambassador of the Club in relation to other clubs and the public.
  - The Office of President of the Board is to be filled by a majority vote of the Directors from among the members of the Board of Directors.

- The President is selected for a term of two (2) years.
- A President may serve for an unlimited number of consecutive or non-consecutive terms so long as he/she continues to be a Director.

E.) Vice President:

- Shall fill the position of the President when the President is absent.
- Shall be first in succession to fill the position of the President should the President be unable to fill his/her term.
  - The Office of Vice President of the Board is to be filled by a majority vote of the Directors from among the members of the Board of Directors.
  - The Vice President is selected for a term of two (2) years.
  - A Vice President may serve for an unlimited number of consecutive or non-consecutive terms so long as he/she continues to be a Director.

F.) Secretary:

- Shall be responsible for recording the minutes of all Board of Directors meetings or membership meetings that may be called from time to time
- Shall prepare and distribute the minutes to the Board members.
- Shall maintain an archive of all minutes and the Club's official documents and pass it on to his or her successor when leaving office.
  - The Office of Secretary of the Board is to be filled by a majority vote of the Directors from among the members of the Board of Directors.
  - The Secretary is selected for a term of two (2) years.
  - A Secretary may serve for an unlimited number of consecutive or non-consecutive terms so long as he/she continues to be a Director.

G.) Treasurer:

- Shall be responsible for the collections and keeping of all Club funds and assessments.
- Shall prepare and present all financial and non-profit reports as required.
- Shall maintain a bank checking account under the name the Western Waterslager Club, with the President and Treasurer as signatories, with one signature required. Signatories may not draw excessive amounts (those greater than the normal expenses of running the club and shows) from the funds of the WWC without the approval of a majority of the Board of Directors.
- Will promptly deposit all Club funds and pay all debts incurred by the Club at the direction of the Board of Directors. Club funds shall be used for Club business only.
- Shall also act as Membership Director and shall be responsible for receipt and processing of new and renewal membership in the Club and for the maintenance of membership records for newsletter mailings and the use of the Board of Directors.
- Shall maintain a membership roster including names, status, and contact information for the use of all Current Members.; membership records are not to be released for other purposes, except as authorized by the Board of Directors.
  - The Office of Treasurer of the Board is to be filled by a majority vote of the Directors from among the members of the Board of Directors.
  - The Treasurer is selected for a term of two (2) years.
  - A Treasurer may serve for an unlimited number of consecutive or non-consecutive terms so long as he/she continues to be a Director.
  - The calendar year for the Club shall be from January 1st to December 31st.

F.) Leg Band Secretary:

- Shall be responsible for management and distribution of the official leg bands of the club in accordance with current club policy
- Is fully responsible for maintaining accurate records of band numbers as they are assigned to members and their respective breeder codes.

- Will verify with the Treasurer that any member who submits a band order is current in their Membership Dues and is a Member in Good Standing before band order is accepted or bands are issued.
  - The Office of Leg Band Secretary is to be filled by a majority vote of the Directors from among the members of the Club.
  - The Leg Band Secretary is selected for a term of two (2) years.
  - A Leg Band Secretary may serve for an unlimited number of consecutive or non-consecutive terms.

G.) Honorary Officers: The Board of Directors may, by a majority vote, create a non-voting Board position to recognize a member's outstanding contribution to the Club.

#### ***V.). REMOVAL OF A DIRECTOR FROM OFFICE***

A.) Any member of the Board found by the Board to be injurious to the Club, as defined in, but not limited to, Article 4 may be removed from office and/or club membership by a two thirds vote of all Directors. A written complaint against said officer must be signed by at least two Board members and must be received by the President or Vice President in the event the complaint is against the President, by certified mail in order to be considered by the whole Board.

B.) Any member of the Board found by the General Club Membership to be injurious to the Club, as defined in, but not limited to, Article 4 may be removed from office and/or club membership by a two thirds vote of all Club Members participating in the vote, provided that this equals a vote for removal by more than 50% of active Club Members. A written complaint against said officer must be signed by at least five Club Members in good standing and must be received by the President or Vice President in the event the complaint is against the President, by certified mail in order to be considered by the whole Membership.

C.) Any Director who has missed three (3) consecutive meetings without cause shall come under Board review with removal from the Board and office as one possible consequence.

## **ARTICLE 6 – STANDING and AD HOC COMMITTEES AND OFFICES**

I.) Board of Directors may form a committee for the purpose of carrying out the goals and administration of the Club. Standing Committees may include, but are not limited to the following.

### A.) Show Committee:

- Chair shall be designated by the Board from among the Directors and shall have responsibility for this committee and ultimately for the details of the show(s).
- Shall be responsible for all activities required to achieve the Club's show(s).
- Is responsible for the updating of the Show Procedures which will then be submitted to the Board for approval and publication to potential exhibitors and the general public well in advance of the event(s).

### B.) Publishing Committee:

- Shall have as its principal goals those of the Club as delineated in the Mission Statement of this document.
- Shall be responsible for all publications of this Club.
- Shall produce and edit a quarterly newsletter for the membership of the Club.
- Shall produce any other publications as directed by the Board of Directors.
- Shall maintain an accurate club website consisting of information on membership, education, contests, and other items of interest to members.
- Shall consist of the webmaster, the newsletter editorial staff and any Club members who are working on special publications/projects at a given time.

### C.) Standards Committee:



- Shall work with the Show Judges and other interested parties in an ongoing effort to maintain Standards of Perfection for the Belgian Waterslager Canary. This obligation on the part of the committee may be met by reviewing, promulgating, and disseminating information on the COM's (World Ornithological Confederation's) score sheet or song code and those used in other parts of the world, especially in Belgium.
- Shall be composed of the current Show Committee and the Judges College.
  - The Dean of the Judges College shall act as Standards Committee Chair.

## II. Judges College:

At such time WWC members are fully trained and certified as judges, a Judges College shall be established and shall consist of all approved judges in accordance with the standards set forth by the Club. Said judges shall be trained in accord with the current regulations and norms and shall be WWC members in good standing. At such time as a Judges College exists, it shall form the core of the Standards Committee. Once a Judges College is established, a Dean of the Judges College shall be named by the Board of Directors.

## ***ARTICLE 7: BOARD OF DIRECTOR MEETINGS***

### I. Meetings of the Board of Directors

A.) The regularly scheduled board meetings will be held either in person or by teleconference, or in another way deemed by the Board to meet the needs of conducting Board business effectively, on a quarterly basis as designated by the Board of Directors.

B.) The Board of Directors may not occasion a meeting without first sending a reasonably timed notice to all Board members

C.) The agenda for Board meetings shall be distributed to all Board members in advance of each Board meeting. Items for inclusion on the agenda must be submitted to the club Secretary prior to the scheduled meeting. The specific timetable for distribution of the agenda and discussions shall be determined by the Board.

E.) Emergency Board meetings may take place when a majority of members of the Board deem it necessary, without written notice, however all board members must be notified of

the need to call the meeting. A quorum of 50% of the Board is required to hold an emergency Board meeting. At an emergency meeting only the business called for can be conducted. During an emergency meeting of the Board, no action may be taken on the removal of an officer or on an amendment to these bylaws.

F.) Quorum: The Board of Directors shall have sole authority to conduct the business of the Club and shall decide matters by a simple majority of those present at the board meeting when a quorum of 50% of the Board members are present, or, when a quorum of 50% of the Board members participate in a teleconference, or, for Board meetings conducted in other ways 50% responding.

#### ***ARTICLE 8 - AMENDMENTS TO THE BYLAWS***

I.) Proposed amendments to the Bylaws must be sponsored by at least two members of the Club in good standing and received by the Board.

II.) A committee to review the Bylaws and to report on proposed amendments will be appointed by the Board as needed.

III.) Proposed amendments to the Bylaws, if approved by the Board, must be published in a newsletter of the Club in a timely manner prior to the vote. Any amendment to the Bylaws of this Club must be approved by two thirds (2/3) of those Club members responding. A process that allows members to vote securely in person, by US Mail, by email, or by some other electronic means shall be established by the Board.

IV.) Urgent actions may be considered by the Board of Directors for earlier disposition. Such actions shall not constitute a change of Bylaws in regard to paragraph III of this article.

#### ***ARTICLE 9 - PARLIAMENTARY AUTHORITY***

I.) All matters of business of the Club shall be conducted in parliamentary authority of Robert's Rules of Order, (most recent revised issue).

#### ***ARTICLE 10 - DISSOLUTION***

I.) Should it become necessary to dissolve the Club all properties of the Club shall be sold or auctioned off, as determined by the Board of Directors. After all debts of the Club have been

fully paid, the remaining monies of the Club shall be given to a non-profit aviculture organization, as determined by the Board of Directors.

#### ***ARTICLE 11 – RATIFICATION***

I.) These Bylaws shall be considered enacted and in effect upon the approval of a majority of Directors. The Bylaws shall be further ratified by a vote of the general membership. The proposed Bylaws, if approved by the Board, must be published in a newsletter of the Club in a timely manner prior to the vote. The Bylaws of this Club shall be considered ratified by the approval of a majority of those Club members responding. A process that allows members to vote securely in person, by US Mail, or by email shall be established by the Board.