

**Miniature American Shepherds of Canada  
(MASCAN)**

**Constitution and By-law  
Number 01-2024**

**1. Definitions:**

**Board of Directors** shall mean the Board of the Miniature American Shepherds of Canada.

**CKC** shall mean The Canadian Kennel Club.

**MAS** shall mean Miniature American Shepherd.

**MASCAN** shall mean Miniature American Shepherds of Canada.

**2. Name**

The name of this Club shall be Miniature American Shepherds of Canada (MASCAN).

**3. Area of Operation**

a) The area of operation of MASCAN is the whole of Canada.

b) The address of MASCAN is the address of the current President or other address as decided by the Board of Directors.

The business address of MASCAN may be changed at any time by a Resolution from the Board of Directors, without amendment to the Bylaws.

**4. Objectives**

a) MASCAN will be a non-profit club. MASCAN shall not be conducted or operated for profit. No part of any profit or remainder or residue from dues or donations to MASCAN shall benefit or be distributed to any member.

The Objectives and Aims of MASCAN shall be:

- To promote and encourage quality breeding and raising of Purebred Miniature American Shepherds (MAS) to preserve the working attributes the intelligence, sound temperament, type, structure and good health of the breed.
- To encourage all Members and Breeders to accept one breed standard for the Miniature American Shepherd as approved by The Canadian Kennel Club (CKC), the only standard of excellence by which the Miniature American Shepherd shall be judged.
- To safeguard the welfare of the breed and to encourage the learning and participation in all Miniature American Shepherd activities, including but not limited to: herding, conformation, obedience, agility, flyball, tracking, scent detection & barn hunt trials, and as companion dogs and therapy dogs.
- To promote and encourage all Members to adhere to the "Code of Ethics" as set forth by MASCAN.
- To hold CKC Conformation Shows, Obedience Trials, Rally Obedience Trials, and other performance events as approved by the CKC.
- To maintain CKC recognition by adhering to the Policy set out by CKC and acknowledge that any changes in such Policy from time to time will supersede any contravention within this Constitution & By-Laws.
- The club shall take all necessary steps to investigate and comply with Federal and Provincial Guidelines with respect to clubs and corporations.

## **5. Membership**

a) Membership year: January 1<sup>st</sup> to December 31<sup>st</sup>.

b) Eligibility:

Membership shall be open to all Canadian Residents who are in good standing with MASCAN and the CKC and shall not be restricted on the basis of ownership of a MAS.

c) Types of Membership:

Individual Membership - open to any individual over 18 years of age.

Family Membership - a two-person membership, where both persons are of immediate family/ household. Both persons must be 18 years of age.

Junior Membership - open to any individuals who are less than 18 years of age with the sponsorship of an adult member. There is no membership fee for Junior Members.

d) Application for Membership

Membership in MASCAN is non-transferable and membership dues received are non-refundable.

New Applications:

Each applicant for membership shall apply on a form approved by the Board of Directors and shall be accompanied by the membership dues for the current year, as determined by the Board of Directors.

The application must state the applicants Full name(s), address and must include the applicant's signature(s). By signing the application, the applicant agrees to abide by MASCAN's; Code of ethics, Bylaws, Registry rules and all rules of MASCAN. Electronic signatures are accepted.

Renewal Notices:

Renewal notices will be sent out a minimum of thirty (30) days prior to membership expiration. All members applying for renewal, agree to have reread and consented to MASCAN's; Code of ethics, Bylaws, Registration rules and all rules of MASCAN.

e) Approval of Membership

Applications must be approved by the Board of Directors.

To ensure expediency of processing applications, the Membership Director will electronically forward membership applications to the Board of Directors. The applications approved electronically will be brought forward to the next scheduled meeting of the Board for ratification.

Three votes against the applicant shall result in the refusal of MASCAN membership. The Board of Directors reserves the right to refuse membership

to any applicant(s) whose conduct has or is likely to endanger the welfare and character of MASCAN.

An applicant whose membership application has been rejected/denied will be provided with a reason for such rejection/denial, in writing, within 30 days of the decision.

f) Termination of Membership

Any member who is suspended, debarred, expelled or deprived from the privileges of the Canadian Kennel Club shall, without notice, be suspended from the privileges of this club for a like period.

Resignation - Any member may resign from MASCAN by written request to the Board of Directors. Membership dues will not be refunded and person may reapply as a new member at any time.

Lapsing - Membership shall be deemed as lapsed and expired, if the member does not reply to their renewal notice and pay the membership dues within 60 days after the due date. Any member who lets their membership expire (after 60 days), must reapply as a new member.

A kennel listing that has not been renewed and dues submitted by the end of January will result in the removal of the listing on the MASCAN website.

Suspension - Any complaints regarding a member must be submitted in writing to the Board of Directors. Complaints will be addressed at the Board of Directors next meeting. Notice of the complaint shall be sent to the accused, so that he/she may attend the next meeting and offer an explanation. A member will be immediately suspended from membership of MASCAN if at the meeting, a resolution to suspend the accused is passed by seventy-five percent (75%) or more of the Board of Directors.

Suspended members may reapply for membership after one (1) year from suspended date.

For minor offences, a written warning will be sent to the accused, giving them another chance to abide by all MASCAN rules.

g) Voting Privileges

Members that have not paid their dues in full as of the date of any meeting or if their membership has been suspended shall have no voting privileges.

To vote, members must be over the age of eighteen (18) years.

Once a member has received approval, the types of memberships shall have the following votes:

Individual Membership - shall have one vote.

Family Membership - a two-person membership shall have two votes.

Junior Membership - shall not have voting rights.

## **6. Officers and Board of Directors**

### a) Officers

The Officers of MASCAN shall be President, Vice President, Secretary and Treasurer.

The President and Vice-President, together with one of the Secretary or Treasurer must be CKC members in good standing. All officers and directors must be residents of Canada.

### b) Board of Directors/Executives

The Board of Directors shall be comprised of the officers of MASCAN and the following four (4) Directors:

- A Membership Director;
- Regional Western Director - from any zone west of Ontario plus Yukon, Northwest Territories and Nunavut;
- Regional Ontario Director – from anywhere in Ontario;
- Regional Eastern Director – from any zone east of Ontario.

The Board of Directors shall be responsible for the general management of MASCAN affairs. All Board members must remain members of good standing within MASCAN. Persons who are suspended or expelled may not run for office or hold office in MASCAN until they are reinstated.

### c) Officer Duties and Responsibilities

President - shall preside over all meetings, Chair the Board and exercise supervision over all affairs and activities of MASCAN. The President shall have all powers and duties normally accorded to the office.

Vice President - shall assume the duties of the President during their absence. The Vice President shall be responsible for monitoring MASCAN Bylaws and Code of Ethics and ensuring the Board of Directors is in compliance at all times.

Secretary - shall keep complete and accurate minutes of all meetings held with MASCAN including voting and attendance records of all Board members.

MASCAN minutes shall be made available to any member in a timely manner upon request. Draft minutes will be provided to the Board of Directors as soon as possible after meetings take place. If the draft minutes are not objected to within seven (7) days after which, the draft minutes will be provided to the membership.

The secretary shall issue notices of meetings and notify any Officer or Director of their election to office.

Treasurer - shall collect and disperse all funds of MASCAN; maintaining a copy of all receipts and deposit all monies in a bank account, satisfactory to the Board of Directors. The Treasurer shall supply a report on the condition of MASCAN finances and a Year End Balance Sheet Report at Board and Membership meetings which shall be attached to the minutes. The Treasury books shall be open for inspection by all Board members at any given time and can be audited at the end of every year or upon replacement of the Treasurer at the Board of Directors discretion.

d) Terms and Vacancies

Officers and Directors shall be elected for two (2) year terms and shall serve until their successors are elected. The terms for all Board members begin on the first day of February and end on the last day of the second following January.

The Board members shall attend at least seventy-five percent (75%) of Board meetings while giving input and voting on all issues before the Board. Any Board member who fails to attend seventy-five percent (75%) of the meetings within a one year period may be removed from office. Extenuating circumstances will be taken into consideration on an individual basis.

Any vacancy within the Board of Directors, within the two (2) year term shall be filled by a majority vote of the remaining members of the Board until the next election. A vacancy in the office of President shall be automatically filled by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the remaining Board members.

## **8. Nominations**

- a) Prior to an election, the Secretary will notify the membership that an election for the Board of Directors will be taking place and will Call for Nominations.
- b) Nominations shall be received in writing, or electronically, to the Secretary upon call for nominations. Nominees will have to accept the nomination to take part in the vote for board members.

Members self-nominating shall include the support of at least one other MASCAN member for their self-nomination.

- c) The Call for Nominations will allow nominations to be accepted for a minimum of thirty (30) days prior to the closing of the nomination period.
- d) Once the nomination period has lapsed, nominees will be requested to submit a bio through MASCAN prior to the election.
- e) If only one nomination for a position(s) on the board of directors is received within the election period, that nominees shall be declared elected and balloting for that position(s) shall not be required.
- f) If one or more valid additional nominations are received by the Secretary within the time limit described above, a ballot for the contested position(s) shall be provided to each voting member no later than 30 days prior to the election.

## **9. Voting**

- a) Only those members in good standing with MASCAN are eligible to vote.
- b) Electronic voting is considered a valid form for voting.

## **10. Elections**

- a) Ballots shall be counted at a time and place approved by the secretary.
- b) The candidate receiving the most votes shall be declared elected.
- c) In the case of a tie vote, a revote must be cast until such time as there is a declared winner.
- d) In the case of a member elected refuses the position after an election has taken place, the second runner up will be determined to fill that position on the Board of Director. If the second runner up refuses the position, the position will be filled by a majority vote by the Board of Directors.

## **11. Meetings**

All meetings may be held via teleconference or electronically (i.e., Zoom). If a meeting is held electronically, electronic voting is permissible.

### **a) Annual General Meeting**

There shall be at least one (1) Membership Meeting held annually. The date and place for such meeting shall be determined by the Board of Directors and notification shall be sent to all Members by mail and/or email, by the Secretary, at least 30 days prior to such meeting. If necessary, for voting purposes, the quorum for the Membership Meeting shall be 30% of MASCAN Members in good standing.

The Annual General Meeting shall be held in the last quarter of the year.

### **b) Special General Meeting**

A Special Membership Meeting shall be summoned by the Secretary upon receipt of a petition signed by ten percent (10%) of MASCAN Members who are in good standing. The date and place for such meeting shall be determined by the President or the Board of Directors and notification shall be sent to all Members by mail and/or email, by the Secretary, at least 15 days prior to the date of the meeting. The notification shall state the purpose of the meeting and no other MASCAN business may be discussed. The quorum for a Special Membership Meeting shall be ten percent (10%) of MASCAN Members in good standing.

### **c) Board Meetings**



The Board of Directors shall meet to conduct business of MASCAN. The first meeting of the Board shall be held within 30 days following the new Board taking office. All subsequently scheduled meetings shall be determined by the Board, but shall not be scheduled less than quarterly, with at least 7 days notice given to all Board Members.

The quorum for a Board Meeting shall be fifty percent, plus one of the Board.

d) Special Board Meetings

Special Meetings of the Board may be called by the President or by a majority vote of the Board of Directors. Special Board Meetings will be called only in case of an emergency, and no other business but the emergency may be discussed at such meeting.

The quorum for a Special Board Meeting shall be fifty percent, plus one of the Board.

## **12. Finances**

- a) MASCAN's fiscal year is from January 1st to December 31<sup>st</sup>.
- b) MASCAN cheques will be signed by the Treasurer and one (1) of the following: President, Vice-President or Secretary.
- c) Any form of electronic payment must be approved by the Treasurer and one (1) of the following: President, Vice-President or Secretary.
- d) No officer or director, or member of MASCAN shall receive any remuneration for their service.

## **13. Committees**

a) Appointment of Committees

The Board, at its discretion, may appoint Standing Committees by a majority vote in order to further the interests of MASCAN in the area of elections, events MASCAN is recognized to hold, discipline and membership and any other project that may require the resources of a committee.

b) Termination of Committees

The Board, with a majority vote, may terminate any committee formed for the above purpose once the committee has fulfilled its purpose.

**14. Discipline**

a) Any member who is suspended, debarred, expelled or deprived from the privileges of The Canadian Kennel Club shall, without notice, be suspended from the privileges of this club for the same period.

b) Complaints against an individual

Any member may file a complaint against another member of MASCAN for misconduct or MASCAN constitution violations or breach of the MASCAN code of ethics.

Where the complaint involves misconduct, misrepresentation or any breach of this Constitution and/or By-Laws by one or more members of MASCAN, written notice of the offence together with supporting evidence must be forwarded to the club Secretary by email and the club Secretary must immediately provide copies of the complaint to the Board of Directors. If the complaint is against the club Secretary, the notice will be sent to the President in lieu.

The Secretary (or President if the defendant is the Secretary) will notify the defendant of the complaint and the procedures within thirty (30) day of receipt of the complaint.

Both the complainant and defendant will be provided with a notice of the hearing a minimum of thirty (30) days in advance. Such notice will contain the date and time of the hearing. Complaints will be heard by the Board of Directors and both parties will be given equal opportunity to present evidence.

The Secretary shall inform both the complainant and defendant of any decision and resulting actions in writing within thirty (30) days of the Hearing. The President shall be the one informing if the defendant is the Secretary.

c) Complaints against the Executive

Should the complaint be in whole or in part against the Executive, other than the Secretary as noted above, the complaint shall be delivered to the secretary who will notify the defendant(s) of the complaint within thirty (30) days of receipt.

The Secretary will notify the defendant of the complaint and the procedures within thirty (30) day of receipt of the complaint.

Both the complainant and defendant will be provided with a notice of the hearing a minimum of thirty (30) days in advance. Such notice will contain the date and time of the hearing. A committee of not less than five members in good standing excluding current members of the Board of Directors, shall be formed from a call for volunteers. If more than five volunteers come forward a random draw will be done to select the committee. All members should have a thorough understanding of the MASCAN By-laws. They must commit to having an impartial and unbiased viewpoint without any perceived conflict of interest. Both parties will be given equal opportunity to present evidence.

The Secretary shall inform both the complainant and defendant of any decision and resulting actions in writing within thirty (30) days of the Hearing. The President shall be the one informing if the defendant is the Secretary.

If the Complainant remains unsatisfied and communicates dissatisfaction in writing to the Club Secretary, a Special General Meeting shall be scheduled by the club Secretary where, by a majority vote of the membership present, the complaint will be deemed justified or disregarded.

If the complaint is deemed justified, resolution will be presented in the form of a Motion and the majority vote of the membership present shall rule.

d) Hearing – Complaints

The procedure for a complaint hearing shall be: Call to Order, Chair Opening Remarks, Complainant, Defendant, Questions, Deliberations.

Both the complainant and defendant shall be treated fairly and without prejudice.

e) Penalties

The board of Directors will come to a consensus on the penalty(s) that are given to the defendant if the findings warrant discipline.

Penalties can include a simple warning, temporary membership suspension, removal from the MASCAN breeder listing, or expulsion from MASCAN. If expulsion is in question a Special General Meeting will be held as noted in section 15.

If there are no findings for the complainant, the case will be dropped.

## **15. Expulsion**

- a) Any member who is convicted of charges of animal neglect, abuse, cruelty, or any other charges related to endangerment of animals shall be permanently expelled from MASCAN by the Board of Directors without the requirement of calling a Special General Meeting.
- b) Expulsion of a member for reasons other than those outlined in Section 15. a) can only be accomplished by calling a Special General Meeting. Expulsion of a member is decided by a 2/3 vote of the members present at the meeting.
- c) Any expelled member shall be provided written notice detailing why the member is being expelled and who was involved in the decision within thirty (30) days of a decision being made.

## **16. Appeal Process**

- a) Any person subject to any decision arising out of a complaint filed through a MASCAN's internal disciplinary process may file an appeal.
- b) Appeals must be filed in writing and forwarded to the Secretary of MASCAN.
- c) The Secretary will notify the respondent of the appeal and the procedures within thirty (30) days of receipt of the appeal.
- d) Both the appellant and respondent shall have the right to attend the hearing. This hearing will be held by a special appeal committee. A committee of not less than five members in good standing, shall be formed from a call for volunteers and approved by the Board. All members should have a thorough understanding of the MASCAN By-laws. No member of the Appeal Committee shall be a member of the current Board of Directors. They must have an impartial and unbiased viewpoint without any perceived conflict of interest.

- e) Any appeal hearing must not be a retrial, but rather a hearing to determine whether or not there is just cause to overturn the finding of the original complaint hearing. Arguments presented by the parties to the complaint during the appeal process should, therefore, be limited to this aspect.
- f) The Secretary shall inform both the appellant and respondent of any decision in writing within thirty (30) days of the hearing.
- g) Hearing – Appeals

The procedure for a complaint hearing shall be: Call to Order, Chair Opening Remarks, Complainant, Defendant, Questions, Deliberations.

Both the complainant and defendant shall be treated fairly and without prejudice.

## **17. Amendments**

- a) Amendments to the constitution and/or by-laws will be forwarded to the CKC Shows and Trials Division within thirty (30) days of being passed.
- b) Any member in good standing of MASCAN or MASCAN board may submit an amendment to the Constitution and By-laws by forwarding the proposal to the Secretary in writing.
- c) All proposals will be accumulated and included in the agenda.
- d) The Secretary will prepare ballots to be mailed or sent electronically to the general membership. Ballots must be returned by a specific date.
- e) This amendment is then voted on at the AGM/Membership or Special Meeting by the membership.
- f) Amendments to the constitution and by-laws require a 2/3 vote of the general membership present.
- g) Amendments to the constitution and by-laws require a 2/3 vote of the ballots received from the general membership.
- h) Amendments to the constitution and by-laws required by the CKC shall be voted on by the Board at a Board Meeting or Special Board meeting and shall require a 2/3 vote from the Board.

- i) Amendments only become effective at the close of the meeting unless otherwise specified.
- j) Breed Standard:
  - Any proposal for amendment of the breed standard shall be submitted in writing the secretary of the club.
  - Proposals for amendments to the breed standard by the club must meet CKC Procedure RG002 – Proposed Changes to a Breed Standard

## **18. Dissolution**

- a) MASCAN may be dissolved at any time by a 2/3 majority vote of members of MASCAN.
- b) No property, assets of MASCAN, nor any proceeds thereof shall be distributed to any members of MASCAN.
- c) After all payment of debts of MASCAN, its property and remaining assets shall be donated to a charitable organization for the benefits of dogs.

## **19. Rules of Order – Order of Business for Meetings.**

- a) All meetings will be conducted in accordance with the most current version of Roberts Rules of Order.
- b) The Agenda for all meetings shall be:
  - 1. Roll Call
  - 2. Approval of Agenda
  - 3. Approval of Minutes of Last Meeting
  - 4. Reports from Executive
  - 5. Committee Reports
  - 6. Election of New Members
  - 7. Unfinished Business
  - 8. New Business
  - 9. Notice of Next Meeting
  - 10. Adjournment

**20. Repeal – Previous constitution and By-law**

Any previous constitutions and/or by-laws that conflict with this Constitution and By-law are hereby repealed.

**21. Effective Date**

- a) This constitution and by-law was passed by the Board on August 21st, 2024, after proposals for amendments were received by CKC.
- b) This constitution and by-law shall come into effect immediately on August 21st, 2024.