

**AMENDED & RESTATED  
BY-LAWS  
OF  
COLLIE CLUB OF AMERICA, INC.**

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A corporation governed by the  
Not-for-Profit Corporation Law of New York

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**ARTICLE I  
NAME AND OBJECTIVES**

**SECTION 1. TITLE.**

This Club shall be called “COLLIE CLUB OF AMERICA, INC.” (hereinafter referred to as the “Club”).

**SECTION 2. OBJECTIVES.**

The objectives of the Club shall be as set forth in the Club’s Certificate of Incorporation, as may be amended from time to time. Subject to the foregoing, the purpose of the Club shall be as follows:

- A. to encourage the breeding of true type Collies, both Rough and Smooth;
- B. to promote and popularize the two varieties of Collies;
- C. to provide and disseminate knowledge about owning, raising and caring for Collies and maintaining their proper health and welfare;
- D. to join with, and as a member of, the American Kennel Club (“AKC”) to define the true and ideal type Collie, both Rough and Smooth, and to promote the perfection of the Collie standard;
- E. to conduct dog shows, exhibitions, matches and any other events for which the Club is eligible under the Rules and Regulations of the AKC;
- F. to encourage the organization of independent local Collie specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the AKC.
- G. to aid in the securing of legislation favorable to the objectives of the Club;
- H. to encourage and uphold good sportsmanship and ethical conduct among the membership of the Club in all areas of the Club and the Collie in the performance of the foregoing purposes;

- I. to accomplish the foregoing purposes, in part, by encouraging the Collie Health Foundation in its endeavors to promote breed improvement through the support of medical research into health problems, the Collie Rescue Foundation in its care of Collies who need assistance and Tuff Quest in its endeavors to support educational aspirations of Collie juniors.

### **SECTION 3. INCORPORATION.**

The Club is a not-for-profit corporation incorporated under the laws of the State of New York. No part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual.

## **ARTICLE II MEMBERS; MEMBERSHIP DUES**

### **SECTION 1. ELIGIBILITY.**

Membership shall be open to all persons who are in good standing with the AKC and who subscribe favorably to the objectives of the Club.

### **SECTION 2. CLASSES OF MEMBERSHIP.**

There shall be five (5) classes of membership identified as follows:

- A. Individual Membership. Open to persons eighteen (18) years of age and older who will enjoy all the privileges of the Club including the right to vote and to hold office.
- B. Joint Membership. For two (2) individuals eighteen (18) years of age or older, officially residing at the same address. Each joint member shall share the same privileges of the Club including the right to vote and to hold office. Each member in a joint membership is entitled to one vote.
- C. Junior Membership. For those individuals nine (9) through seventeen (17) years of age. They will not be eligible to hold office or to vote with no payment of dues required. It is the responsibility of the Junior Member to apply for continuing Individual or Joint Membership before reaching eighteen (18) years of age.
- D. Lifetime Membership. For those individuals who have been members of the Club in good standing for fifty (50) years or more. They will have all privileges of Individual Membership with no payment of dues required.
- E. International Membership. For those individuals who are not residents of the U.S. (or its territories and possessions) who become members of the Club after the International Membership Effective Date (as defined in Article II, Section 3 of these Bylaws). These International Members will be entitled to all Club privileges except they will not be eligible to hold office or to vote.

### **SECTION 3. ELECTION TO MEMBERSHIP.**

Each applicant for membership shall apply on a membership application form, as may be amended from time to time and as approved by the Board, which provides that the applicant agrees to abide by these Bylaws, the Club's Code of Ethics and the Rules and Regulations of the

AKC. The application shall state the name, address, and occupation of the applicant and other information as decided by the Board. The application shall require the endorsement of the applicant by two unrelated club members acting as Sponsors, plus the endorsement thereof by the applicant's District Director (as defined in Section 5 of Article IV). Accompanying the application, the prospective applicant shall submit dues payment for the current year together with an initiation fee, the amount having been determined by the Board in accordance with Section 6 of this Article. Upon receipt of each application by the Secretary, a vote shall be taken by the Board, whereby a two-thirds (2/3) affirmative vote of those Voting Directors present at a meeting where a quorum is present shall be required, to elect the applicant to membership. All applications approved by the Board by October 31 of the current fiscal year shall become effective immediately upon such approval. All applications approved after October 31 of the current fiscal year, shall become effective on January 1st of the following fiscal year. Applicants for membership who do not receive the necessary approval of the Board may not reapply for membership until a minimum of 12 months after such rejection. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club membership so long as such presentation is received by the Nominations Deadline applicable to self-nominations specified in Article IV, Section 6 for that year, and the Members may elect such applicant by secret ballot and a favorable vote of 75% of the Members present and voting.

Following approval of an applicant's membership application, the member shall be issued evidence of membership in the form of a sticker or card approved by the Board. Memberships and evidence of membership are not transferable. Membership in the Club shall be evidenced by the inclusion of the Member's name and membership classification in a list of members to be maintained by the Membership Committee under the joint direction of the Chairperson of such committee and the Secretary.

After July 13, 2021 (the "International Membership Effective Date"), any new membership application from individuals who are not residents of the U.S. (or its territories and possessions) that are approved for membership shall be placed in the International Membership class with such rights and privileges as described in Article II, Section 2.E. Any other International members of the Club approved and existing as members of the Club prior to the International Membership Effective Date will be grandfathered in under these Bylaws and shall remain and/or be classified in either the individual, joint, junior or lifetime classes of membership, as may be applicable, and will continue to enjoy full membership rights as listed for those classes subject to and under the terms and conditions of these Bylaws, and, in addition, will also be eligible to vote for and serve as the International District Director. Each International Member who is grandfathered under this change before the International Membership Effective Date, and who allows their membership to lapse in accordance with Sections 4.B. of this Article and who are not accepted for reinstatement per Section 5 of this Article, will thereafter be placed in the International Membership Class upon rejoining the Club, as provided under Article II, Section 2.E.

#### **SECTION 4. TERMINATION OF MEMBERSHIP.**

Any member's membership may be terminated:

- A. By Resignation - Any Member in good standing may resign from the Club upon verifiable written notice to the Secretary; but no Member may resign when in debt to the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation.
- B. By Lapsing - Any membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after December 15<sup>th</sup>.
- C. By Expulsion - A membership may be terminated by expulsion as provided in Article VI of these Bylaws, as such may be amended from time to time.

A member whose membership has been terminated for any reason shall not be entitled to any refund of dues.

#### **SECTION 5. REINSTATEMENT OF MEMBERSHIP.**

If a member's membership has been terminated by resignation or expulsion, such resigned or expelled member must formally apply for membership as a new member in accordance with Section 3 of this Article.

If a membership has been terminated by lapsing, the membership is entitled to reinstatement for a period of one (1) year (before December 15<sup>th</sup> of the following year) which will require the payment of a reinstatement fee, submittal of a reinstatement form, and the affirmative vote of two-thirds (2/3) of the Voting Directors present at a meeting where a quorum is present. Once a membership has been lapsed for over one (1) year, (after December 15<sup>th</sup> of the following year), the lapsed member shall not be entitled to reinstatement and must formally apply for membership as a new member in accordance with Section 3 of this Article.

#### **SECTION 6. DUES.**

Annual membership dues shall be determined by the Board for all classes of members alike or in different amounts for each separate class of members, but in all cases each member of a particular class shall pay the same dues on the same basis as all the other members of such class. Annual dues shall not exceed \$100 per year for individual membership, \$120 for joint membership and \$80 for international membership (collectively, the "Maximum Dues Amounts"). Annual dues may be set and/or changed by the Board upon the affirmative vote of two-thirds (2/3) of those Voting Directors present at a meeting where a quorum is present. All members shall be advised of the exact amount set for annual dues for Individual, Joint, or International Membership; provided, however, that annual dues for each such class of Membership shall not exceed the Maximum Dues Amounts. For Lifetime and Juniors Memberships, no payment of annual dues is required. Any change in dues will be implemented with the circulation of a dues notice to the members. During any fiscal year, an individual membership may apply for conversion to a joint membership by submission of the appropriate membership application form accompanied by payment of the difference in dues between the individual and joint memberships plus the initiation fee. A two-thirds (2/3) affirmative vote of

the Board who are present at a meeting where a quorum is present is required for approval of the change.

The Club may charge members, regardless of their membership class, with a mailing address outside the U.S. (or its territories and possessions), as defined in Section 2.E. of this Article II, certain incidental costs as defined by the Board and such costs will not change or alter the amount of dues paid by such member.

#### **SECTION 7. PAYMENT OF DUES.**

Notification of annual dues for the ensuing year will be made to all members by October 1 of each year, unless otherwise determined by the Board. Dues for the ensuing year shall be due and payable by December 15th. All members whose dues remain unpaid after December 15th shall be considered lapsed and automatically dropped from membership in accordance with Section 4.B. of this Article, subject to Section 5 of this Article.

#### **SECTION 8. OTHER DEBTS.**

Any member who is indebted to the Club for any reason shall pay said debt when due. Should such debt remain unpaid thirty (30) days after being due, after notice of payment due is sent by certified mail, return receipt requested, it shall be treated as non-payment of dues and the member automatically dropped from membership. This action shall not be construed to be in lieu of payment of a member's indebtedness to the Club.

### **ARTICLE III** **MEETINGS OF CLUB MEMBERS**

#### **SECTION 1. FISCAL YEAR.**

The fiscal year of the Club shall commence on January 1 and end on December 31.

#### **SECTION 2. ANNUAL MEETING.**

The annual meeting of the Club membership shall be held in conjunction with the Club's National Specialty show each year, if possible, at such place and time during the months of March or April as the show takes place; at such time and at such place as the President shall determine and the notice of the meeting shall specify. This annual meeting will be held for the election of Officers and Directors and the transaction of business called for by the Board.

Each member entitled to vote at an Annual Meeting of the Club membership may vote by proxy ballot, in accordance with New York State law, in lieu of attending the meeting to cast such vote in person. No business shall be transacted at the Annual Meeting of the Club membership except that stated in the notice for such meeting.

#### **SECTION 3. SPECIAL MEMBERSHIP MEETINGS.**

Special meetings of the voting members may be called at any time by (a) the President, (b) at least a majority of the members of the Board, or (c) by a petition signed by at least 100 members, or 10% of the Club membership (whichever is less). Each special meeting of the voting members shall be held at such time and at such place as the Board or the person calling the meeting shall determine and the notice of the meeting shall specify; provided, however, that meetings convened as the result of a petition shall be held no less than two (2) months, nor more than three (3) months from the date of receipt of the petition, which petition must state the

purpose or purposes for which the meeting is to be called. The Secretary of the Club upon receiving the written petition shall promptly give notice of such meeting, or if the Secretary fails to do so within five business days thereafter, any member signing such petition may give such notice.

The call of any special meeting of the members shall be in writing and shall be presented to the Secretary for the giving of notice. The Secretary shall give notice of such meeting as called for in this Article, Section 4, which shall state the place, date and hour of the meeting and shall include the purpose or purposes for which it is being called.

Each member entitled to vote at special membership meeting may vote by proxy ballot, in accordance with New York State law, in lieu of attending the special meeting to cast such vote in person. No business shall be transacted at a special membership meeting except that stated in the notice for the meeting.

**SECTION 4. NOTICE OF MEETINGS.** Notice of the annual meeting or any special meeting of the membership shall be sent to the membership of the Club by electronic mail or sent by first class mail and shall be postmarked or otherwise given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed by any other class of mail, it shall be postmarked not less than thirty (30) nor more than sixty (60) days before such date. If emailed, such notice is given when directed to the member's email address as it appears on the record of members, or, to such other email address as filed with the Secretary of the Club.

Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Club is unable to deliver two consecutive notices to the member by email; or (2) the Club otherwise becomes aware that notice cannot be delivered to the member by email. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

#### **SECTION 5. QUORUM.**

Except as otherwise provided by law or these by-laws, quorum for the transaction of any business at any annual meeting of the Club membership or any special meeting of the Club membership shall consist of twenty percent (20%) of the total voting membership entitled to be cast at a meeting of members.

## **SECTION 6. PROXIES.**

If a member is unable to attend a meeting, such member may vote by proxy, in accordance with New York State law, in advance of the meeting by completing and submitting an official proxy ballot. If a member does not submit an official proxy ballot in advance of the meeting, such member may cast their vote in person at the meeting or may authorize another person to deliver his or her official proxy ballot vote at the meeting, in accordance with New York State law. In accordance with New York State law, if an official proxy ballot is provided by a member in advance of a meeting, such member will no longer be entitled to vote in person at the meeting or to authorize another person to cast his or her vote by proxy at the meeting (or deliver his or her official proxy ballot vote at the meeting).

## **SECTION 7. VOTING.**

Only Individual, Joint and Lifetime members and who are in good standing with the Club shall be members eligible to vote. Each such voting member in good standing shall be entitled at every meeting of members to one vote on all matters appropriate for consideration by the Club's membership, or classes thereof. Members eligible to vote must be members as of a record date set by the Board which shall be not more than fifty (50) nor less than ten (10) days before the date of the membership meeting.

- a) **Voting on any issue other than for Officers and Directors.** Unless otherwise specified by law or under these Bylaws, whenever any action, other than the election of Directors and Officers, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast at a member meeting where a quorum is present.
- b) **Voting for new Officers and Directors.** Whenever the election of Officers is to be taken by a vote of the members, those individuals running for office shall be elected by a plurality of the votes cast at a member meeting where a quorum is present. Whenever the election of District Directors is to be taken by a vote of the members, only those members who legally reside in the District that each such District Director represents will comprise the class of members eligible to vote thereon, and each such District Director shall be elected by a plurality of the votes cast at such member meeting solely by the members of such class entitled to vote where a quorum (comprising at least 10% of such class of members) is present. For the avoidance of doubt, members with a mailing address outside of the U.S. (or its territories and possession) and who are either in the individual, joint or lifetime membership classes are deemed to reside in the International District, and will comprise the class of members eligible to vote for the International District Director, as further provided in Article IV, Section 5, in accordance with the foregoing District Director voting rules.

In case any election of Officers and Directors, including District Directors, should result in a tie vote, the Secretary will conduct a coin toss between or among the nominees tied in each such contest.

## **ARTICLE IV**

### **BOARD AND DUTIES**

#### **SECTION 1. BOARD.**

Except as otherwise provided by law, the Certificate of Incorporation of the Club or these Bylaws, the activities, property and affairs of the Club will be managed by the Board. The Board shall consist of the duly elected Officers and the District Directors of the Club, each of whom shall be a Club member in good standing who is at least eighteen years of age. The Board shall consist of twenty (20) voting members as follows: specifically, the five (5) Officers elected by the members consisting of President, First Vice President, Second Vice President, Secretary and Treasurer; and the fifteen (15) District Directors, which number includes the International District Director, elected in accordance with Sections 4 and 5 of this Article (the Officers, together with the District Directors, collectively, the "Voting Directors"). In addition to the Voting Directors serving on the Board, there will be one (1) non-voting member of the Board comprised of the one (1) AKC Delegate, as defined in Section 6 of this Article (such AKC Delegate also defined herein as the "Non-Voting Director").

As used in these Bylaws, the Voting Directors, together with the Non-Voting Director of the Board, shall be collectively designated the "Directors" (and each, a "Director"); and "entire Board" means the total number of Voting Directors entitled to vote which the Club would have if there were no vacancies.

#### **SECTION 2. OFFICERS.**

##### **a) PRESIDENT.**

The President shall be the chief executive officer of the Club and shall supervise generally the management of the affairs of the Club subject only to the supervision of the Board. The President shall preside at all meetings of the members and the Board, nominate all committee chairpersons and any additional committee members nominated by each such committee chairperson to the respective committee, nominate an AKC Delegate (as defined in Section 6 of this Article) and an editor for the national bulletin, subject to the approval of the Board, and shall perform such other duties as are incidental to the office or that may be required by the Board or by the Membership. The President shall be elected at an annual meeting of the Club membership and shall serve for a term of two (2) years until the election of his or her successor at the second annual meeting of the Club membership thereafter. The President shall not be eligible to succeed himself/herself after two consecutive terms.

##### **b) VICE-PRESIDENTS.**

A First and Second Vice-President shall be elected at an annual meeting of the Club membership and shall serve for a term of two (2) years until the election of his or her successor at the second annual meeting of the Club membership thereafter. In the absence or disability or death of the President or if the office of the President is vacant the First Vice-President shall exercise all of functions of the President, or if the First Vice-President is unable to serve, the Second Vice-President shall exercise all of the functions of the President. In the vacancy of the office of the First Vice-President, the Second Vice-President will automatically become the First-Vice-President. The office of the Second Vice-President will be filled as provided in this Article, Section 7.



c) SECRETARY.

The Secretary shall keep minutes of all Board, Executive Committee and Membership meetings and report to the membership; shall issue notices for all meetings; shall preserve all letters, records and data considered by the Board of vital importance for a permanent record of the objectives of the Club as set forth in Article I (NAMES AND OBJECTIVES) of these Bylaws; shall keep the official roll of members of the Club with their addresses, which shall be sent to any Member in good standing, upon written request, not more than once every Club year; shall be jointly responsible for the membership with the Chairperson(s) of the Membership Committee; shall from time to time issue and mail to the membership such bulletins as he or she may deem pertinent and of general interest to the membership, or as ordered by the Board; shall perform such other duties as are incidental to this office which may from time to time be authorized by the Board.

The Secretary shall be elected at an annual meeting of the Club membership and shall serve for a term of two (2) years and until the election of his or her successor at the second annual meeting of the Club membership thereafter.

d) TREASURER.

The Treasurer shall be the custodian of the funds, securities and property of the Club and shall keep regular books of account; shall render an accounting from time to time as requested by the Board and an accounting of the Club's financial status at the annual meeting; shall deposit the funds to the credit of the Club in such bank or trust company as the Board shall direct and shall make disbursements only in accordance with procedures set forth by the Board. The Treasurer shall be elected at an annual meeting of the Club membership and shall serve for a term of two (2) years and until the election of his or her successor at the second annual meeting of the Club membership thereafter. If required so to do by the Board, the Treasurer shall furnish a bond or undertaking in such amount as may be deemed by the Board sufficient to safeguard the funds and property in his or her custody conditioned upon the faithful performance of the duties as Treasurer and the cost of such bond shall be a charge against the funds of the Club.

**SECTION 3. EXECUTIVE COMMITTEE.**

The Board by majority vote may designate from among its members an Executive Committee consisting of three or more members of the Board. The Executive Committee shall have all of the authority of the Board, except that no Board committee shall have authority over the matters specified in Section 712(a)(1) through (9) of the New York Not-for-Profit Corporation Law (the "NPCL"), including but not limited to the following:

- a) The submission to members of any action requiring members' approval under the law.
- b) The filling of vacancies in the Board or in any committee.
- c) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- d) The amendment or repeal of any action of the Board.

**SECTION 4. DISTRICT DIRECTORS.**

The District Directors (as defined in Section 5 of this Article) shall be elected in accordance with Article III, Section 7(b) at an annual meeting of the Club membership and shall serve for a term of two (2) years and until his or her successor is elected and qualified.

#### **SECTION 5. DISTRICTS.**

In accordance with the Club's Certificate of Incorporation, the territory of the Club in which its operations are *principally* to be conducted is the United States of America. Thus, for the purpose of determining Districts, the Districts of the Club shall be based primarily on the representation of the fifty States of the United States of America with only one collective International District. Such territory shall be divided into fifteen (15) Districts or such other number that the Board may, from time to time, deem to be a reasonable number so that all members receive approximately equal representation (each, a "District"). Each District shall have one or more District Director(s) (each, a "District Director") who shall serve on the Board to represent the members of such District. Each District Director may be nominated only by those voting members who reside in such District Director's geographical District prior to the election through the nomination process set forth in Section 6 of this Article below. One of the Districts will be created to represent all international members who are in the individual, joint or lifetime classes of membership to serve on the Board as a voting member of the Board (the "International District Director").

The Board may review and, when necessary, restructure the number of Districts represented to maintain approximately equal representation and such review shall be conducted at least every four (4) years.

#### **SECTION 6. NOMINATIONS AND VOTING.**

The Election Committee, as defined in Article V, Section 5, shall receive all self-nominations, and prepare and submit to the Board for inclusion on the ballot to be presented to the members for election, a list of candidates for election to the Board as Directors, including candidates for all District Director and Officer positions of the Board. All self-nomination submissions must be received by the Election Committee within 30 days after the record date identifying members eligible to vote at any election meeting (the "Nominations Deadline").-

The Election Committee shall make a general call in writing to the membership for individuals to self-nominate to be considered for election to the Board of Directors. To be properly included on the ballot, the member's name, a personal biography, and a statement affirming commitment to serve if elected, of each nominee must be received by the Election Committee by the Nominations Deadline. Only those voting members residing in a District Director candidate's geographical District at the time of the nomination may self-nominate for a District Director position representing such District. However, any member may nominate candidates for Officer positions. All eligible nominees for District Director and Officer positions received on or before the Nominations Deadline by the Election Committee, and received from eligible nominating members in good standing, shall be included on the ballot and presented to the members for election at the annual meeting or such other election meeting.

The Election Committee shall include on the ballot, in good faith, the names of all eligible candidate nominations received in accordance with the foregoing nominations process; provided, however, failure of the Election Committee to submit a candidate name for any position shall not

affect the validity of election to any position. In addition, and for the avoidance of doubt, the ballot shall not provide any option for write-in candidates nor will nominations be taken at the annual meeting from the floor; all nominations for Directors must be properly received through the Election Committee's self-nomination process as outlined herein.

#### **SECTION 7. AKC DELEGATE.**

The delegate to the AKC (the "AKC Delegate") is nominated by the President and elected to the Board for a 4-year term as a non-voting Director by a majority vote of the Board. The AKC Delegate shall serve during his term at the pleasure of the Board and until his or her successor shall be elected and qualified. It shall be the duty of the AKC Delegate to attend the meetings of the AKC and represent the Club in accordance with the instructions of the Board; to perform such other duties as are incident to the office as prescribed by the Constitution and Bylaws of the AKC and to report to the Board and the membership through the Secretary, after each meeting of the AKC.

#### **SECTION 8. VACANCIES.**

Vacancies occurring on the Board shall be filled by vote of a majority of Directors then in office; provided, however, that for vacancies in District Directors, the Board shall request, consider and vote only upon those candidates from the District that the vacancy represents. Vacancies for the office of President and First Vice-President shall be filled by automatic succession. Vacancies for the office of Second Vice-President, Treasurer, and Secretary shall be filled by vote of a majority of Directors then in office, from names nominated by the Directors in consultation with the membership. Directors (including District Directors) or Officers elected to fill vacant Directorships shall hold office until their successors have been elected and qualified at the next annual meeting of the Club membership at which the election of Directors or Officers is in the normal order of business.

#### **SECTION 9. TIME OF TAKING OFFICE.**

Following the annual election of Directors, the Board shall meet for the purpose of organization and the transaction of other business. Retiring Officers and other Directors shall, within thirty (30) days, turn over to the new Officers and Directors all records and essential information relative to their offices.

#### **SECTION 10. RESIGNATIONS AND REMOVAL OF DIRECTORS.**

- a) Any Director of the Club may resign at any time by giving written notice, either written or via email, to the President or to the Secretary. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.
- b) Members, by vote of a majority of those members of a particular District, can recommend that the District Director representing that District be removed by the Board with or without cause.

- c) Any Director may be removed for cause by majority vote of the Voting Directors at a meeting at which there is a quorum.

## **SECTION 11. MEETINGS OF THE BOARD.**

- a) Annual Meeting of the Board. The first meeting of the Board shall be held immediately following the election of directors at the Annual Meeting of the Members.
- b) Regular Meetings. Regular meetings of the Board, for the transaction of business set forth in the notice of the meeting, will be held at a time and place determined by the President or by a majority vote of the Board and specified in the notice of the meeting; provided; however, that the Board shall hold at least one meeting prior to the first day of June each year.
- c) Special Meetings. Special meetings of the Board may be called at any time by the President, or in his or her absence or disability, a Vice-President, and must be called by such Officer on written request by three (3) or more Directors. Such request will state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board will be held at a time and place determined by the person or persons calling the meeting and specified in the notice of the meeting.

## **SECTION 12. NOTICE OF MEETINGS.**

Notice of regular or special meetings of the Board shall be sent by first class mail or emailed and shall state the purpose, time and place of the meeting. Notice must be given to all members of the Board at least fourteen (14) days before the meeting. A Director's attendance at a meeting without protesting, before or at the commencement of such meeting, the lack of notice to him or her constitutes waiver of notice. A Director may waive notice by submitting a waiver of notice before or after a meeting. Such waiver of notice may be written or via email. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If via email, the transmission of the consent must be sent by email and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

## **SECTION 13. QUORUM.**

At all meetings of the Board, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, a quorum is required for the transaction of business. The quorum will consist of a majority of the entire Board. For the avoidance of doubt, the Non-Voting Director will not be counted for purposes of quorum.

#### **SECTION 14. ACTION BY THE BOARD.**

Business transactions and/or any vote of the Board may be held by personal attendance, unanimous written consent (in accordance with Section 14 of this Article) or video or telephone conference call through the Secretary (in accordance with Section 15 of this Article). Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the Voting Directors present will decide any question that may come before the meeting. A majority of the Voting Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. Proxies are not allowed.

#### **SECTION 15. ACTION WITHOUT A MEETING.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be signed by the Voting Director. If electronic, the transmission of the consent must be by email and include information from which it can be reasonably be determined that the transmission was authorized by the Voting Director. The resolution and Voting Director consents, written and via email, must be filed with the minutes of the Board meeting.

#### **SECTION 16. PRESENCE AT MEETING BY VIDEO OR TELEPHONE.**

Any one or more members of the Board or any committee thereof who is not physically present at a meeting may participate by means of a telephone conference or video conference.

Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

### **ARTICLE V** **COMMITTEES**

#### **SECTION 1. COMMITTEES OF THE BOARD.**

The Board, by resolution or resolutions adopted by a majority of the entire Board, may designate from among its members an Executive Committee and, by a majority vote of the Voting Directors present at a meeting, may designate from among the Directors such other committees of the Board it may deem advisable. The Board shall appoint the members of each committee of the Board, taking into account the nominations therefor received from the President in accordance with Section 2 of Article IV. Each such committee of the Board will consist of 3 or more Voting Directors, and all members of committees of the Board must be Voting Directors. Each committee of the Board will serve at the pleasure of the Board and will have, to the extent provided in the resolution establishing the committee, all the authority of the Board except as otherwise provided by law. Such committees shall always be subject to the final authority of the Board.

#### **SECTION 2. COMMITTEES OF THE CLUB.**

In addition to committees of the Board, the Board may create committees of the Club to serve at the pleasure of the Board and to perform tasks assigned by the Board. Persons other than Directors may be members of committees of the Club; provided, however, that all Committee

Chairpersons shall be members in good standing of the Club. Committees of the Club have no authority to act on behalf of the Board or to bind the Board. Any committee so appointed may be terminated by a majority vote of the Board upon written notice to the appointed committee; and the Board may appoint successors to those persons whose services have been terminated.

### **SECTION 3. MEMBERSHIP COMMITTEE.**

The Membership Committee shall be a Committee of the Club. The Chairperson(s) of the Membership Committee, and any additional members requested by such Chairperson(s), shall be nominated by the President as provided in Article IV, Section 2.a., which provides that the President shall nominate the Chairperson(s) of the Membership Committee and any additional committee members nominated by such Chairperson(s) of the Membership Committee to the Membership Committee for appointment by the Board. The members of this Committee shall be charged with the duty of maintaining Club membership records. The Chairperson(s) of this Committee shall share jointly with the Secretary responsibility for the membership of the Club.

They shall be nominated by the President and approved by the Board within forty-five (45) days after the beginning of the Presidential term and shall serve until their successors have been appointed and approved by the Board.

### **SECTION 4. AUDIT COMMITTEE.**

The Audit Committee shall be a Committee of the Club. The Chairperson(s) of the Audit Committee, and any additional members requested by such Chairperson(s), shall be nominated by the President as provided in Article IV, Section 2.a., which provides that the President shall nominate the Chairperson(s) of the Audit Committee and any additional committee members nominated by such Chairperson(s) of the Audit Committee to the Audit Committee for appointment by the Board. They shall be charged with the duty of auditing the financial statements and supporting accounting records of the Treasurer and such other accounts as the Board may direct.

They shall be nominated by the President and approved by the Board within forty-five (45) days after the beginning of the Presidential term and shall serve until their successors have been appointed and approved by the Board.

### **SECTION 5. ELECTION COMMITTEE**

Subject to the provisions of and nominations procedure set forth in Section 6 of Article IV of these By-laws, the Election Committee shall receive self-nominations, and prepare and submit to the Board for inclusion on the ballot to be presented to the members for election, a list of candidates for election to the Board as Directors, including candidates for all District Director positions and Officer positions of the Board. The Election Committee shall be a Committee of the Club composed of four members as appointed by the President and approved by the Board. The Election Committee must request the current membership list from the Membership Committee in order to determine those Members eligible to run for office and to vote in each District. The Election Committee is responsible for executing the nomination process as outlined in Article IV, Section 6 under the oversight of, and subject to the approval of, the Board.

### **SECTION 6. OTHER COMMITTEES.**

The President may appoint such other committees as may be advisable with the approval of the Board. The Chairperson(s) of such other committees, and any additional members requested by each such Chairperson(s) thereof, shall be nominated by the President as provided in Article IV, Section 2.a., which provides that the President shall nominate the Chairperson(s) of each such committee and any additional committee members nominated by the Chairperson(s) of each such committee to the committee for appointment by the Board. Members of such committees shall be nominated by the President and approved by the Board and shall serve until their successors have been appointed and approved by the Board. The President shall aim to make all necessary nominations for these other Committees within 90 days following the Board's approval of same.

#### **SECTION 7. ACTS AND PROCEEDINGS.**

Each committee will keep regular minutes of its proceedings and report its actions to the Board when required.

### **ARTICLE VI** **SUSPENSION AND EXPULSION**

#### **SECTION 1. AMERICAN KENNEL CLUB SUSPENSION.**

Any Member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

#### **SECTION 2. CHARGES.**

Any Member may prefer charges against a Member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$250.00, which shall be forfeited if such charges are not sustained by the Board or a Board committee following a hearing. Disciplinary hearings may be held via telephone conference call provided there is a bylaw provision which enables the Board to transact business by teleconference. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing not less than three weeks nor more than six weeks thereafter by the Board or Board committee of not less than three members of the Board. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes.

#### **SECTION 3. BOARD HEARING.**

The Board or Board committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Board committee may by a majority vote of those present reprimand (a written reprimand directed exclusively to the Member may be somewhat detailed but an official (published) reprimand should only indicate that subsequent to a Board hearing "... member (X) was officially reprimanded as a result of charges filed by member (Y).")

or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his/her fellow members at the ensuing club meeting, which considers the recommendation of the Board or Board committee. Immediately after the Board or Board committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**SECTION 4. EXPULSION.** Expulsion of a Member from the Club may be accomplished at either an annual or special meeting of the Members of the Club following a hearing (the transcript of which will be made available upon request) and upon the recommendation of the Board or Board committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing on his/her own behalf at the hearing, though no evidence shall be taken. The President shall present the charges and the findings and recommendations, and shall invite the defendant, to submit a statement on his/her own behalf, which will be included as part of the aforementioned transcript. The Members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those members present and voting at the annual or special meeting of the Members of the Club shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

## **ARTICLE VII** **YEAR BOOK**

The Club shall, unless decided to the contrary by Board vote, publish each year a bound Year Book containing the official reports of Officers, major committee reports, a show record of point winners, and best of variety of all shows, and a pictorial section which shall admit dogs meeting the qualifications that may be specified from time to time by the Board. The Editor of the Year Book, and any additional members requested by such Editor to assist with the Year Book, shall be nominated by the President as provided in Article IV, Section 2.a., which provides that the President shall nominate the Editor of the Year Book and any additional members to assist with same for appointment by the Board, and shall, at the time of soliciting membership support of the Year Book, state to the membership the requirements for representation in the "Parade of Stars" section as established by the Board. The Editor shall have charge of the management and publication of the Year Book subject to the approval of the Board. The Year Book shall contain advertising and such other matters as the Editor may deem advisable with the approval of the Board.

## **ARTICLE VIII** **COLLIE STANDARD**

### **SECTION 1. STANDARD.**

It shall be the duty of the Club "to define precisely the true type" Collie for both Rough and Smooth varieties in accordance with any applicable requirements of the AKC (the "Standard").

### **SECTION 2. CHANGES IN THE STANDARD.**



Proposed amendments to the standard for the breed must be submitted to the members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors. Notice of the meeting shall be given as provided in Article III, Section 4 and the proposed changes shall be incorporated in the notice. A two-thirds (2/3) affirmative vote of those voting shall be required for the amendment of the Standard.

## **ARTICLE IX**

### **PROCEDURAL MATTERS**

**SECTION 3.** The Board or an authorized Committee of the Board may adopt an Operations Manual which the Club shall use to conduct business at its meetings. To the extent not otherwise provided for in the Bylaws or Certificate of Incorporation and provided it is not otherwise inconsistent with the New York Not-for-Profit Corporation Law (NPCL), the regular order of business at any meeting of the Club membership shall be governed by the Club's Operations Manual. The Board may from time to time amend or revise the Operations Manual. The current edition of *Robert's Rules of Order Newly Revised* may be used as a procedural reference during meetings of the Club in all cases to which they are applicable and in which they are not inconsistent with the NPCL, the Club's Certificate of Incorporation, these Bylaws, or any special rules of order the Club may adopt. For all matters before the Club, provided it is not otherwise inconsistent with the NPCL, the Board shall refer to the following in order of preference: (1) Certificate of Incorporation, (2) Bylaws, (3) Operations Manual, and (4) *Robert's Rules of Order, Newly Revised*.

**SECTION 4. Order of Business; Club.** At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of the last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Election of new members
- Unfinished business
- New business
- Adjournment

**SECTION 5. Order of Business; Board.** At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer

Reports of committees  
Unfinished business  
Election of new members  
New business  
Adjournment

## **ARTICLE X**

### **AMENDMENTS AND REVISIONS**

**SECTION 6.** Amendments to these Bylaws or breed standard may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments to the Bylaws proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the Members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary. Proposed amendments to the standard for the breed must be submitted to the Members with recommendations of the Board by the Secretary for a vote following the procedures established by the AKC Board of Directors.

**SECTION 7.** The Bylaws may be amended at any time (or the standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent by the Secretary to each Member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope and balloting procedures shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked, by which date the ballots must be returned to the Secretary to be counted. The favorable vote of 2/3 of the Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

**SECTION 8.** No amendment to the Bylaws (or to the standard for the breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the AKC.

## **ARTICLE XI**

### **DISSOLUTION**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof, nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to charitable organizations for the benefit of dogs selected by the Board.

## **ARTICLE XII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **SECTION 9. RIGHT OF INDEMNIFICATION.**

The Club will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a Director or Officer of the Club. Such indemnification will be in accordance with and to the fullest extent permitted by the NPCL or other applicable law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the Director or Officer is in office at the time of the action or proceeding. However, the Club will indemnify a Director or Officer in connection with an action or proceeding initiated by that Director or Officer only if the action or proceeding was authorized by the Board.

#### **SECTION 10. ADVANCEMENT OF EXPENSES.**

The Club may pay expenses incurred by a Director or Officer in connection with an action or proceeding described in Section 1 of this Article in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the Director or Officer agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and (b) the advance is approved by the Board acting by a quorum consisting of Directors who are not parties to the action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the Director or Officer met the applicable standard of conduct required for indemnification.

#### **SECTION 11. AVAILABILITY AND INTERPRETATION.**

To the extent permitted under applicable law, the rights provided in Sections 1 and 2 of this Article:

- a) will be available with respect to events occurring prior to the adoption of this Article;
- b) will continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment;
- c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or Officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and
- d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Club and the Director or officer seeking such rights were parties to a separate written agreement.

#### **SECTION 12. OTHER RIGHTS.**

The rights provided in Sections 1 and 2 of this Article are not exclusive of any other rights to which a Director or Officer of the Club or other person may now or subsequently be otherwise entitled, whether contained in the Certificate of Incorporation, these Bylaws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 1 and 2 of this Article are not exclusive of any rights, pursuant to statute or otherwise,

of a Director or Officer or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the Club or otherwise.

### **SECTION 13. SEVERABILITY.**

If this Article or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article will remain fully enforceable. Any payments made pursuant to this Article will be made only out of funds legally available for such payments.

## **ARTICLE XIII** **LOANS TO DIRECTORS AND OFFICERS**

No loans will be made by the Club to its Directors or Officers or key persons.

## **ARTICLE XIV** **CONFLICT OF INTEREST AND RELATED PARTY TRANSACTIONS**

The Board or an authorized Committee of the Board shall oversee the implementation of, promulgation of and compliance with any conflict of interest policy adopted by the Board. Any conflict of interest policy adopted by the Board shall contain procedures for disclosing, addressing, and documenting related party transactions in accordance with the NPCL. As more fully outlined in the Club's Conflict of Interest Policy, each Director shall initially (prior to his or her initial election) and annually thereafter complete, sign and submit to the Secretary of the Club (or a designated compliance officer) a written conflict of interest statement.

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Approved by the American Kennel Club at their July 13, 2021 Board meeting.