

# **COLLIE CLUB OF AMERICA, INC. CONSTITUTION AND BYLAWS**

## **ARTICLE I NAME AND OBJECTIVES**

SECTION 1. TITLE. This Club shall be called "The Collie Club of America, Inc."

SECTION 2. OBJECTIVES. The objectives of this club shall be:

- 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 to define the true and ideal type Collie, both Rough and Smooth, and to promote the perfection of the Collie standard;
- E. to encourage and foster dog shows, exhibitions and matches under the rules of The American Kennel Club;
- 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 American Kennel Club.
- 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;
- I. to encourage the Collie Club of America Foundation in their endeavors to promote breed improvement through the support of medical research into health problems.

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.

SECTION 4. REVISION OF BYLAWS. The members of the Club shall adopt, and may from time to time revise, such bylaws as may be required to carry out the objectives of the Club.

## **BYLAWS**

### **ARTICLE I MEMBERSHIP - DUES**

SECTION 1. ELIGIBILITY. Membership shall be open to all persons who are in good standing with the American Kennel Club and who subscribe favorably to the objectives of the club.

SECTION 2. CLASSES OF MEMBERSHIP. There shall be four (4) 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 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 joint member is entitled to one vote. They will receive only one copy of any and all club publications due them.
- C. Junior Membership. For those under 18 years of age, who will not be eligible to hold office nor to vote, but will receive all club publications. It will be the responsibility of the Junior Member to apply for Individual or Joint Membership upon reaching 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.

SECTION 3. ELECTION TO MEMBERSHIP. Each applicant for membership shall apply on such form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by this Constitution and Bylaws, the Club's Code of Ethics and the rules of The American Kennel Club.

The application shall state the name, address, and occupation of the applicant. The application shall carry the endorsement of two unrelated club members, plus the endorsement of the applicant's District Director or a Director-At-Large should the applicant's state have no District Director.

Accompanying the application the prospective applicant shall submit dues payment for the current year together with an initiation fee, the amount of which fee having been determined by the Board of Directors. Upon receipt of the application by the Secretary, a vote shall be taken by the Board of Directors; a two thirds (2/3) affirmative vote of those voting, shall elect the applicant to membership.

All applications approved by the Board of Directors through the tenth month of the fiscal year shall become

effective immediately upon such approval. All applications approved after said tenth month, shall become effective on January 1st of the following fiscal year.

Applicants for membership who have not received the necessary approval of the Board must wait 6 months to reapply for membership.

SECTION 4. TERMINATION OF MEMBERSHIP. Membership may be terminated:

A. By Resignation - Any member may resign by written notice to the Secretary. Such resignation shall not affect any right or lien which the club may have against the resigning member or his property until his indebtedness to the club shall have been fully paid.

B. By Lapsing - Any membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid on February 1st after becoming due on January 1st.

C. By Expulsion - A membership may be terminated by expulsion as provided in Article VII of these Bylaws.

SECTION 5. REINSTATEMENT OF MEMBERSHIP. Any member who has voluntarily resigned or discontinued paying his membership dues may be accepted as an active member upon payment of the current year's dues, together with a reinstatement fee. Once a membership has been lapsed for over one (1) year, (January 1st of the following year), the reinstatement of said membership will require a two-thirds (2/3) affirmative vote of the Board of Directors in addition to the payment of a reinstatement fee. A member who has been suspended or expelled may only be reinstated as an active member in accordance with Article VII, Section 4 or Section 5, depending on the action by which the member was originally suspended *or* expelled.

In no case will a person be entitled to vote at any club meeting whose dues are unpaid as of the date of that meeting.

SECTION 6. DUES. Annual membership dues shall be determined by the Board of Directors. All members shall be advised of the exact amount set for annual dues for Individual, Joint, or Junior Membership.

During any fiscal year, an individual membership may be changed to a joint membership by submission of appropriate 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 of Directors who vote is required for approval

If financial conditions should necessitate a change in the amount of the dues, such necessary change shall be presented to the Board of Directors for justification and discussion before being voted on. A two-thirds (2/3) affirmative vote of the Board of Directors who vote shall be required to alter the dues. Any change in dues will be implemented with the following dues notice.

SECTION 7. PAYMENT OF DUES. Dues for the ensuing year shall be due and payable on January 1st, notification of which shall be sent to members on or before December 1st. The

Secretary shall send a notice to all members who are in arrears for dues. All members whose dues remain unpaid on February 1st, after becoming due on January 1st, shall be automatically dropped from membership and shall be so advised by the Secretary.

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, 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 II - MEETINGS

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 February, March or April as the Board of Directors may decide by majority vote of those voting.

No business shall be transacted at the Annual Meeting except that stated in the call for the meeting with the exception that, should business be brought up other than that for which the meeting is called, same shall be ratified by a mail vote of the membership after the meeting. A Quorum is required for the transaction of business. Proxies shall not be allowed.

SECTION 3. SPECIAL MEMBERSHIP MEETINGS. Special meetings of the club membership for the purpose of presenting any business or obtaining a vote of the membership, shall be called by the Secretary upon written request, setting forth the purpose for such special meeting, received from (a) the President, (b) a majority of the Executive Committee, (c) 20 members of the Board of Directors, or (d) by a petition signed by at least 100 members, or 10% of the club membership (whichever is less). 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. Said meeting may be held by mail or by personal attendance of the members.

Such special membership meetings may not be called to review previous constitutionally mandated decisions of the Board of Directors. No business shall be transacted at a special membership meeting except that stated in the call for the meeting.

SECTION 4. BOARD OF DIRECTORS MEETINGS. The Board of Directors shall hold at least one meeting prior

to the first day of June each year. Business transactions and/or any vote of the Board of Directors may be held by mail, e-mail, fax, personal attendance, or telephone conference call through the Secretary provided it does not conflict with any other provision of these bylaws. Business conducted by telephone will be subject to confirmation at the next Board meeting held by mail or personal attendance. Business may be conducted by e-mail only if the following requirements are met: (1) every Board member must be provided with the means to participate; (2) a procedure must be in place to verify the identity of the individuals participating to ensure that they are eligible board members; (3) a mechanism must be in place to verify that the eligible board members are "listening"; and (4) all board members must agree to participate in this manner. Other meetings may be called by the President or at the request of three (3) members of the Board of Directors. A majority vote of those Board of Directors who vote on the questions shall prevail, provided a quorum is present. Items voted on by mail, fax, and e-mail must be confirmed by the Secretary, in writing, to each Board member within seven (7) days.

Correspondence between members of the Board of Directors, pursuant to its deliberations, shall at all times be deemed confidential in nature.

No business shall be transacted at a Board of Directors meeting except that stated in the call for the meeting with the exception that should business be brought up other than that for which the meeting is called, same shall be ratified by a mail vote of the Board after the meeting.

Any member of the Club may ask the Board of Directors for a special decision on any matter of new business lying within its jurisdiction by presenting the matter in writing to the Secretary. The Secretary shall submit the matter to the Board in writing. Board of Director members shall write to the Secretary expressing their reasons for favoring or disapproving the subject. The Secretary shall then summarize the expressions of the Board and shall send such summary to each member of the Board of Directors for a vote.

The Board of Directors may be required to review and vote again on any matter of business previously voted on by the Board if so requested in writing by at least 100 members of the Club.

If, prior to the expiration of the announced date for the vote for any Board of Directors meeting, not less than thirty percent (30%) of the membership of the Board of Directors has requested a mail debate on any item being voted upon, the Secretary shall notify the Board of Directors that the vote has been suspended pending debate and shall promptly submit the questions for debate and subsequent vote.

SECTION 5. NOTICE OF MEETINGS. Notice of the annual meeting shall be sent to the members of the Club at least sixty (60) days prior to the meeting. Notice of special meetings of the Club shall be sent to the members at least thirty (30) days prior to the meeting. Notice of Board of Directors Meetings shall be sent by first class mail to all members of said Board at least twenty (20) days before the meeting.

SECTION 6. QUORUM. A quorum at any annual meeting of the Club or any special meeting of the Club shall consist of a number equal to twenty percent (20%) of the total voting membership. A quorum at any meeting of the Board of Directors shall consist of a majority of the entire Board.

SECTION 7. PROXIES. Proxies shall not be allowed.

### ARTICLE III – BOARD OF DIRECTORS AND DUTIES

SECTION 1. BOARD OF DIRECTORS. The Board of Directors shall consist of Collie Club of America members in good standing that have been duly elected Officers of the Club, District Directors and the American Kennel Club Delegate. The Board of Directors shall be vested with the management of the affairs of the Club and fixing of any payment of expenses to be paid to any person assigned duties beyond those that can normally be considered as gratuitous services. It may make necessary rules and regulations not inconsistent with the Constitution and By-laws of the American Kennel Club regulating its member clubs and by such limitation as the membership may from time to time wish to impose. The Board of Directors shall have the authority to amend the Certificate of Incorporation to specify or change the post office address of the Collie Club of America Secretary as needed. Any member of the Board of Directors shall have his term of office terminated by loss of membership as per ARTICLE I, SECTION 4 of these Bylaws.

SECTION 2. PRESIDENT. The President shall be the chief officer of the Club. He shall preside at all meetings, appoint all committees, and an editor for the national bulletin, subject to the approval of the Board of Directors, and shall perform such other duties as are incidental to his office or that may be required by the Board of Directors or by the Membership. He shall be elected by mail vote, the result of such vote to be announced at the annual meeting. He shall be elected for a term of two (2) years and shall serve until the annual meeting two (2) years hence. The President shall not be eligible to succeed himself after two consecutive terms.

SECTION 3. VICE-PRESIDENT. A first and second Vice-President shall be elected by mail vote, the result of such vote to be announced at the annual meeting. They shall be elected for a term of two (2) years and shall serve until the annual meeting two (2) years hence. In the absence or disability of the President, the First Vice-President shall exercise all of his functions, and so of the Second Vice-President in the absence or disability of the First Vice-President.

**SECTION 4. SECRETARY.** The Secretary shall keep minutes of all meetings and report to the membership; he shall issue notices for all meetings, which shall include the questions in proper form for voting by mail; he shall preserve all letters, records and data considered by the Board of Directors of vital importance for a permanent record of the objectives of the Club as set forth in ARTICLE I, SECTION 2 of this Constitution; he shall prepare and mail all ballots consistent with this Constitution and Bylaws and report same to the membership; he shall keep the official roll of members of the Club, he shall be jointly responsible for the membership with the Chairperson(s) of the Membership Committee; he shall from time to time issue and mail to the membership such bulletins as he may deem pertinent and of general interest to the membership, or as ordered by the Board of Directors; and he shall perform such other duties as are incidental to his office which may from time to time be authorized by the Board of Directors.

Every six months the Secretary shall submit to the Board of Directors for approval an estimated budget of the expense to be incurred by him during the coming six months period so that the Board of Directors may order the Treasurer to reimburse him for expenditures properly made in the interest of the Club. He shall be elected by mail vote, the result of such vote to be announced at the annual meeting. He shall be elected for a term of two (2) years and shall serve until the annual meeting two (2) years hence.

**SECTION 5. TREASURER.** The Treasurer shall be the custodian of the funds, securities and property of the Club and shall keep regular books of account. He shall render an accounting from time to time as requested by the Board of Directors and a duly audited accounting to the annual meeting. He shall deposit the funds to the credit of the Club in such bank or trust company as the Board of Directors shall direct and he shall make disbursements only in accordance with procedures set forth by the Board of Directors. He shall be elected by mail vote, the result of such vote to be announced at the annual meeting. He shall be elected for a term of two (2) years and shall serve until the annual meeting two (2) years hence. If required so to do by the Board of Directors, the Treasurer shall furnish a bond or undertaking in such amount as may be deemed by the Board of Directors sufficient to safeguard the funds and property in his custody conditioned upon the faithful performance of his duties as Treasurer and the cost of such bond shall be a charge against the funds of the Club.

**SECTION 6. EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the five elected Officers: President, First Vice President, Second Vice President, Secretary and Treasurer. This Committee will have authority to take action on behalf of the Board of Directors in situations when a meeting of the Board cannot be convened in a sufficiently timely manner. In addition, the Executive Committee may take action on any matter for which the Board of Directors has delegated to them the authority to act in lieu of the full Board. Any action taken by the Executive Committee shall be reported to the Club's Board of Directors for approval at their next scheduled meeting.

**SECTION 7. DIRECTORS.** There shall be at least one Director for each District and at least three Directors-at-Large who shall be U.S. residents, representing no specific district, but not less than a total of six (6) directors and as many more as are consistent with the following Section 8. District Directors shall be elected by the members of their respective districts, the results of such votes to be announced at the annual meeting. They shall be elected for a two (2) year term and shall serve until the annual meeting two (2) years hence.

The Directors-at-Large shall be elected by the general Club membership by mail vote and the results of the election shall be announced at the annual meeting. They shall be elected for a term of six (6) years and shall serve until the annual meeting six (6) years hence. Terms of Directors-at-Large shall be so arranged that one will expire and one will be elected every two (2) years.

Each newly elected District Director shall take office at the time of the annual meeting and shall serve until the date of the annual meeting two (2) years hence, unless he is recalled from office by at least two thirds (2/3) of those voting on the recall ballot in the District which elected him, in which event the District shall at once be entitled to elect another Director to fill out the unexpired portion of his term. Any District may request a recall vote on a Director by presenting to the Board of Directors a petition for recall vote signed by at least one-half (1/2) of the members in the said District.

It shall be the duty of a District Director to serve on the Board of Directors as a member, to represent the interests of his District by voting at all Board Meetings, to endorse suitable applicants for membership from his District, to disseminate information to District members and to promote the specific interests of the Club and its members within his own District.

A Director-at-Large shall perform the same general duties as a District Director except that in the exercise of his duties he shall represent the broader interests of the entire Club Membership.

**SECTION 8. DISTRICTS.** The territory encompassed by this Constitution and Bylaws may be divided into districts. When a designated area has ten (10) or more members in good standing, at the time that nominations for District Directors are due to be sent to the Membership, it shall automatically become a District and shall be entitled to elect a Director to represent it on the Board of Directors. When a District has one hundred (100) or more members in good standing, at the time that nominations for District Directors are due to be sent to the Membership, the District shall be entitled to elect a maximum of two (2) District Directors. Any District with 100 or more members may be

divided into two Districts with one (1) District Director being elected for each new District, if so approved by the Board of Directors and a majority of the total membership of the District.

SECTION 9. DELEGATE. The Board of Directors shall elect by a majority vote a Delegate to the American Kennel Club from the membership of the Club, who shall serve until such time as he (or she) should pass away, become incapacitated for more than six (6) months, resign, or, two thirds (2/3) of the Board of Directors, with or without cause, should declare the position vacant. Filling of the vacant position shall be done by the President naming a successor, after which the Board of Directors will ask for additional nomination of candidates, with a subsequent Board of Directors preliminary vote. The Board of Directors will then vote again with the two top candidates running for the position with an affirmative majority vote of the Board of Directors required to elect.

It shall be the duty of the Delegate to attend the meetings of the American Kennel Club and represent the Club in accordance with the instructions of the Board of Directors; to perform such other duties as are incident to the office as prescribed by the Constitution and Bylaws of The American Kennel Club and to report to the Board of Directors and the membership through the Secretary, after each meeting of The American Kennel Club.

SECTION 10. VACANCIES. Any vacancies occurring during the year shall be filled by the majority vote of the Board of Directors, except as noted in ARTICLE III, SECTION 3, and in the case of District Directors, in which case the membership of the District shall be polled by the Secretary and the person receiving the highest number of votes shall be the Director to fill the vacancy. The tenure of office of all officers and directors elected to fill vacancies shall be until the annual meeting following the next election.

SECTION 11. TIME OF TAKING OFFICE. All officers and directors shall take office at the annual meeting. Retiring officers shall, within ten (10) days, turn over to the new officers and directors all records and essential information relative to their offices.

SECTION 12. SUSPENSION AND REMOVAL OF OFFICERS AND/OR DIRECTORS AT LARGE. An Officer or Director-At-Large may be removed from office by a simple majority vote of the Membership, acting with or without cause.

A two-thirds (2/3) affirmative vote of the Board of Directors who vote will suspend from office any Officer or Director-At-Large who fails to conduct the duties of his/her office in good faith to promote the best interests of the Club. A subsequent majority vote of the membership will be taken at or before the next Annual Meeting to decide whether the suspended Officer or Director-At-Large will be removed from or reinstated to his office.

The balance of the elected term of any Officer or Director-At-Large who is suspended and subsequently removed from office will be filled in accordance with ARTICLE III, SECTION 3 or ARTICLE III, SECTION 10.

SECTION 13. NOMINATIONS AND ELECTIONS.

General Elections

The Board of Directors shall choose, from among those members who have indicated a willingness to run for office, two candidates for every elective office of the Club for which the term of office expires at the time of the annual meeting, except in the case of District Directors who shall be elected as hereinafter provided. In the event there is only one member who has indicated a willingness to run for a specific office, the Board of Directors will offer only that one member's name on the ballot. In the event of a tie vote for any office, the Board of Directors may put forward the names of more than two members for that office in order to include on the ballot the members tied in the voting.

No member of the club may be a candidate for election to more than one office and if nominated for more than one office, a candidate shall advise the Secretary concerning the nomination he/she is accepting. On the 15th of November, or within fourteen (14) days thereafter, the Board of Directors shall direct the Secretary to mail printed ballots to the membership for a mail vote, including thereon the names of all of the nominated candidates who have expressed their willingness to serve in the capacities for which they have been nominated.

The Secretary shall include on said ballot the names of any persons who may have received, prior to November 1st of the year preceding the annual meeting, the written endorsement of at least fifty (50) members in good standing for the offices of President, First Vice-President, Second Vice-President, Secretary, Treasurer or Director-at-Large.

Write-in votes are also permitted on all election ballots for national officer and District Director elections.

In all elections of national officers each member shall vote for only one person to fill each office; he shall vote for as many candidates as the ballot may indicate by placing a cross or other appropriate mark opposite the names of the candidates of his choice, and shall return his ballot to the Chairman of Tellers. For each such election the Secretary shall send to each member in good standing by U.S. Post, in an envelope bearing no return address, the ballot and an envelope addressed to the Chairman of Tellers. The Secretary shall print the name and address of the eligible voting member on the upper left hand corner of the envelope addressed to the Chairman of Tellers. In cases of joint memberships, two envelopes addressed to the Chairman of Tellers shall be enclosed, together with two voting ballots. Joint members may return their votes in the same envelope provided the return address of one joint member is shown on the outside of the

return envelope and the return address of the other joint member is enclosed in the return envelope. Ballots shall be opened only in the presence of Tellers meeting for the purpose of counting.

The votes for national officers and Directors-at-Large are due at the Tellers no later than January 14th, prior to the

annual meeting when the elected officers assume their offices. The Tellers shall meet within seven (7) days after the votes are due for the purpose of, and shall thereupon proceed with, the opening, counting and tabulating of ballots, employing the following procedure; before opening the ballot envelopes addressed to the Chairman of Tellers, the names and addresses on the upper left hand corner of said envelopes shall be checked against the eligible voting membership list which has been supplied by the Secretary to the Chairman of Tellers. After checking the names, the envelopes shall be opened, the ballots removed and the envelopes packed, tied together and put away. The envelopes shall be kept for sixty days. The ballots shall then be counted and tabulated. The Chairman of Tellers shall certify the tally of votes for the respective candidates to the President and Secretary within one (1) week after completion of the count. A copy of such tally shall be furnished to and retained by the Chairman and each Teller, and the Chairman shall preserve all ballots until six months after the annual meeting. Only ballots received on or prior to the closing date of the election shall be eligible to be counted in such election.

The same method of counting ballots shall be used:

A. Whenever a mail vote of the entire membership is taken.

B. For all nominations and elections required by the Board of Directors.

C. For nomination and election of District Directors.

D. On any voting having to do with the selection of judges for the National Specialty Show. All ballots except for election of national officers and Directors-at-Large shall bear instructions for mailing to the Chairman of Tellers and shall show the day on which they must be received to be eligible, which shall be no less than twenty (20) days after mailing by the Secretary. The Tellers shall meet within seven (7) days after the final day set for receipt of ballots and shall tabulate the votes on all ballots determined to be eligible as above.

#### Eligible Voting Members

The Secretary shall prepare an alphabetically arranged list of qualified voters (members) and shall forward same to the Chairman of Tellers within thirty (30) days of his appointment and approval. This list shall include all the names of the members in good standing at the time this list is prepared. Supplementary lists showing new members after their approval by the Board of Directors, as well as showing the names of all members dropped from the membership list for any cause, shall be furnished to the Chairman of Tellers as soon as these changes occur.

#### District Director Elections

District Directors shall be nominated and elected only by the members within the respective districts to be represented by them. On or about the first day of October of the election year, the Secretary shall mail to each member within a District a nominating ballot which lists the names of each member within that District, and an envelope addressed to the Chairman of the Teller's Committee. Each member shall place an appropriate mark opposite the two names (or four in Districts that have two District Directors) of his choice and shall mail the ballot to the Chairman of the Teller's Committee. The two persons receiving the highest number of votes, shall, after having expressed their willingness to serve, be the candidates for election by the District membership. Tie nominations shall result in three or more candidates being nominated and listed on the ballot. On or about the 15th day of November, or within fourteen (14) days thereafter, the Secretary shall mail the District Director ballot to each member within the respective Districts for mail vote, including thereon the names of the nominated candidates. Each member shall mark his ballot by the name of his choice and mail the ballot to the Chairman of the Tellers Committee. Tie votes shall be decided according to ARTICLE VIII, SECTION 2.

## ARTICLE IV – COMMITTEES

All Committee Chairpersons shall be members in good standing of the Collie Club of America.

**SECTION 1. MEMBERSHIP COMMITTEE.** The Chairperson(s) of this Committee, and any additional members requested by the Chairperson(s), shall be appointed by the President as provided in ARTICLE III, SECTION 2. 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.

**SECTION 2. AUDITING COMMITTEE.** This committee shall consist of two members to be appointed as provided in Article III, Section 2. 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 of Directors may direct.

**SECTION 3. TELLERS COMMITTEE.** This committee shall consist of five (5) members to be appointed as provided in ARTICLE III, SECTION 2. They shall be charged with the Tabulation and counting of all votes as provided in ARTICLE III, SECTION 13, Paragraphs three (3), four (4) and five (5). They shall be appointed by the President within thirty (30) days after the beginning of the Presidential term and shall serve until their successors have been appointed and approved. The President shall designate one member of this committee as Chairman and another as Vice-Chairman, to serve in the absence of the Chairman. These appointees shall all be members in good standing and shall not be either members of or candidates for membership of the Board of Directors. The members

of the Tellers Committee shall be from the same zone and live within convenient meeting distance from one another. The zone from which the Tellers are appointed shall be rotated each two (2) years in numerical order, beginning with zone one, except the Tellers shall not be appointed from the zone in which the appointing president resides; and if a president resides in the zone due the appointments, that zone shall be omitted in the order of rotation. Four (4) Tellers shall constitute a quorum at any meeting of the committee. If a Teller becomes a candidate for any elective club position, he shall 8 resign from the Tellers Committee. In case a vacancy occurs on the Tellers Committee during the appointive year, the remaining members of said committee shall elect, by secret ballot, a club member qualified as herein provided to serve the unexpired term.

SECTION 4. OTHER COMMITTEES. The President may appoint such other committees as may be advisable with the approval of the Board of Directors.

#### ARTICLE V - YEAR BOOK

SECTION 1. YEAR BOOK. The Club shall, unless decided to the contrary by Board of Directors 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 of Directors. The Editor of the Year Book shall be appointed by the President 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 of Directors. The Editor shall have charge of the management and publication of the Year Book subject to the approval of the Board of Directors. The Year Book shall contain advertising and such other matters as the Editor may deem advisable with the approval of the Board of Directors.

#### ARTICLE VI - 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 ARTICLE IV, SECTION 5 of the Constitution and Bylaws of The American Kennel Club.

SECTION 2. CHANGES IN THE STANDARD. The Standard may be changed if such changes are not inconsistent with the Constitution and By-laws of The American Kennel Club, at any annual or special meeting called for the purpose. Notice of the meeting shall be sent one hundred twenty (120) days in advance of the time of the meeting 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 VII - SUSPENSION AND EXPULSION

##### SECTION 1. 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, who shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board meeting. Should charges be filed by, or against a member of the Board of Directors, said member shall excuse themselves from further Board of Directors discussion and decision in this action. The Board shall first consider whether the alleged misconduct, if proven, would be prejudicial to the best interests of the Club or the Breed. If the Board considers that the alleged charges do not support such prejudicial conduct, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board, or a Committee of not less than three (3) members of the Board. Said Hearing to be held not less than three (3) weeks, or more than six (6) weeks thereafter. The Secretary shall promptly send one (1) copy of the charges to the accused member by certified mail (return receipt requested) together with the notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if wished.

SECTION 2. Board Hearing Counsel may attend the hearing if either the complainant and/or defendant so requests. Should the charges be sustained after hearing all the evidence and testimony presented, the Board or its Committee may, by a majority vote of those present, suspend the defendant from all privileges and rights of membership of the Club for a maximum period of one (1) year. Immediately after the Board or committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 3. Expulsion The Board of Directors may also recommend to the membership that the penalty for proven misconduct be expulsion. Any such action shall be reported at once to the membership and the matter of expulsion of the suspended member shall be voted upon by the entire membership at the time of the next following annual meeting or at a special membership meeting held by mail and called for this purpose. Procedure for voting by mail shall be as outlined in ARTICLE III, SECTION 13.

The suspended member, or his or her representative, shall have the right to present a defense to the membership at the ensuing Club meeting which considers the Board recommendation for expulsion, either in person or in writing. A suspended member may be expelled only upon the affirmative vote of the majority of those voting at such membership meeting, provided there is a Quorum. All members, by virtue of their acceptance of membership in the Club, are bound by this Constitution and Bylaws, and expressly waive any possible right of action against the Club for any damages or claim of damages sustained by them as a result of this provision. This provision shall be included on every Membership Application as a stipulation for membership in the Club.

SECTION 4. REINSTATEMENT. A member once expelled may be reinstated by an affirmative majority vote of those voting at any annual or special meeting of the club. Active membership will require payment of the current year's dues. The reinstated member will not be required to pay a reinstatement fee.

SECTION 5. AMERICAN KENNEL CLUB ACTION. Any member who may be suspended by the American Kennel Club shall automatically be suspended or expelled from the Collie Club of America, Inc. for a like period.

#### ARTICLE VIII - RULES OF PROCEDURE

SECTION 1. ORDER OF BUSINESS. The regular order of business at any meeting of the Club shall be as follows

- A. Meeting called to Order.
- B. Roll Call to determine if Quorum is present.
- C. Reports of Officers.
- D. Reports of Committees.
- E. Election of Officers.
- F. Communications.
- G. Unfinished Business.
- H. New Business
- I. Adjournment.

Members wishing to speak at the Annual Meeting must reserve time before said Meeting with the Club Secretary. Time allotted to each speaker shall not exceed 10 minutes.

SECTION 2. VOTING. Election of officers and directors shall be by ballot in accordance with ARTICLE III,

SECTION 13. Only members whose dues are paid and who are in good standing with the Club shall be eligible to vote.

In case any election of officers or directors should result in a tie vote, the election shall be decided by drawing lots at the annual meeting. A tie vote for the office of Delegate shall be decided by a disinterested party drawing lots in the presence of the President and/or Secretary.

SECTION 3. PARLIAMENTARY AUTHORITY. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and other special rules of order the club may adopt.

#### ARTICLE IX - AMENDMENTS

SECTION 1. AMENDMENTS. Any provision of this Constitution and Bylaws may be amended at any annual meeting of the Club or at any special meeting of the Club membership called specifically for that purpose. At least sixty (60) days notice of such proposed amendment (s), including the nature of the amendment (s) proposed, shall be sent to the entire membership of the Club. A two-thirds (2/3) affirmative vote of those members voting shall carry any proposed amendment to this Constitution and Bylaws.

#### ARTICLE X – 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 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 a charitable organization for the benefit of dogs selected by the Board of Directors.

*Amended 2005*