

Piedmont Border Collie Association, Inc.

CONSTITUTION AND BYLAWS

CONSTITUTION

ARTICLE I: Name and Objects

Section 1: The name of the Club shall be the Piedmont Border Collie Association (PBCA).

Section 2: The objects of the Club shall be:

- a. To encourage and promote quality in the breeding of purebred Border Collies, emphasizing the breed's natural herding ability as well as soundness, and do all possible to bring their natural qualities to perfection.
- b. To encourage members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Border Collies shall be judged.
- c. To do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at agility trials, dog shows, herding trials, herding tests, obedience trials, and tracking tests.
- d. To conduct sanctioned matches, agility trials, herding tests and trials, obedience trials, specialty shows, and tracking tests under the rules and regulations of the American Kennel Club.

Section 3: PBCA shall not be conducted or operated for profit and no part of any profits or remainder of residue from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 4: The members of the Club shall adopt and may from time to time revise such Bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE 1: Membership

Section 1 - Eligibility: Membership shall be open to all persons who subscribe to the objects of this Club. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area. There shall be three types of membership as described below:

- a. Individual. This membership is for individuals 18 years of age or older who subscribe to the purpose of this Club and are in good standing with the American Kennel Club. This membership shall be given all rights and privileges as stated in the Bylaws and allows one (1) vote.
- b. Household. This membership is available to households consisting of 2 people 18 years or older who subscribe to the purpose of this Club and are in good standing with the American Kennel Club. This membership shall be given all rights and privileges as stated in the Bylaws and allows two (2) votes.
- c. Junior. This membership is available to individuals who are at least 10 years old and are under 18 years of age. This membership may not vote, hold office or be counted in any quorum.

Section 2 - Dues: Membership dues may be changed from time to time at the discretion of the Board of Directors, but shall not exceed \$50 per year. Annual dues are payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. Members who join PBCA subsequent to July 15 of each year shall pay for the remainder of that year and the next calendar year. On or before December 1 the Treasurer shall send to each regular member, separately or included with the PBCA newsletter, a statement of his/her dues for the ensuing year.

Section 3 - Election to Membership: Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution, Bylaws, Code of Ethics, and the rules of the American Kennel Club. The application shall state the name, address and phone number of the applicant and carry the endorsement of two members in good standing. The prospective member shall submit dues payment for the current year. All applications are to be filed with the Secretary and each application is to be read at the first meeting of the club following its receipt. At the same club meeting the application will be voted upon and affirmative votes of 2/3 of the members present and voting by secret ballot at that meeting shall be required to elect the applicant.

Section 4 - Termination of Membership: Memberships may be terminated, with no fees or monies refunded, in the following ways:

- a. By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary; but no member may resign when in debt to the Club. Dues obligation are considered a debt to the club and they become incurred on the first day of each fiscal year.
- b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 60 days grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid. The Treasurer must notify those members whose dues are in danger of lapsing via written notice of this condition.
- c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

ARTICLE II: Meetings

Section 1 - Club Meetings: Meetings of the Club shall be held every other month within the greater Durham, NC, area at a place, date and hour designated by the Board of Directors. Written notice of the meeting shall be mailed by the Secretary to each member at least 10 days prior to the date of the meeting. The quorum for the meeting shall be 20% of members in good standing.

Section 2 - Special Club Meetings: Special club meetings may be called by the President or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the board; and shall be called by the Secretary upon receipt of a petition signed by 5 members of the Club who are in good standing. Such special meetings shall be held within the greater Durham, NC, area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 5 days and not more than 15 days prior to the meeting, and said notice shall state the purpose of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 20% of members in good standing.

Section 3 - Board Meetings: Meetings of the Board of Directors shall be held every other month in the greater Durham, NC, area at such hour and place as may be designated by the board. Written notice of such meeting shall be mailed by the Secretary at least 5 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board.

Section 4 – Special Board Meetings: Special meetings of the board may be called by the President; or may be called by the Secretary upon receipt of a written request signed by at least three members of the board. Such special meetings shall be held in the greater Durham, NC, area at such place, date, and hour as may be designated by the person authorized herein to call such a meeting. Written notice of such meeting shall be mailed by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the board.

Section 5 – Voting: Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of the club at which he/she is present. Proxy voting will not be permitted at any club meeting or election.

ARTICLE III: Directors and Officers

Section 1 - Board of Directors: The Board shall be comprised of officers, the immediate Past President (who shall be a voting member) and two other persons, all of whom shall be members in good standing. They shall be elected for two-year terms as provided for in Article IV, and shall serve until their successors are elected. No two members of the same family shall serve on the Board of Directors at the same time. The general management of the Club's affairs shall be entrusted to the Board of Directors. If the immediate Past President chooses not to serve on the Board of Directors then this position shall remain vacant.

Section 2 - Officers: The Club's officers, consisting of the President, Vice-President, Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

- a. The President shall preside at all meetings of the Club and of the Board, and shall have the duties and powers normally assigned to the office of President in addition to those particularly specified in these Bylaws.
- b. Vice-President. The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity. This person shall assist the President in any manner, which the Board deems necessary.
- c. The Secretary shall keep a record of all meetings of the Club and the Board and all matters of which a record shall be ordered by the Club, as well as handle all correspondence directed to the Club. The Secretary shall notify members of meetings, notify new members of their election to membership, notify officers and Directors of their election to office, and carry out such other duties as are prescribed in these Bylaws.
- d. The Treasurer shall collect and receive all monies due to the Club and shall report to the members of the Club, at every meeting, the condition of the Club's financial status. Monies shall be deposited in a bank approved by the Board, in the name of the Club. The books shall at all times be open to inspection of the Board and a report shall be given at every meeting of the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount, as the Board of Directors shall determine.

Section 3 - Vacancies: Any vacancy occurring on the Board or among the officers during the year shall be filled until the next election by a majority vote of all the then members of the Board at its first regular meeting following creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by the Board.

ARTICLE IV: The Year, Voting, Nominations, and Elections

Section 1 - Club Year: The Club's fiscal and official year shall begin on the first day of January and end on the last day of December.

Section 2 – Annual Meeting: The annual meeting shall be held in the month of November, at which officers and directors for the ensuing year shall be elected by secret ballot from among those nominated in accordance with Section 4 of this Article. They shall take office on the first day of January following elections and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days of the new Board taking office.

Section 3 - Election: The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The two nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

Section 4 - Nominations and Ballots: No person may be a candidate in a club election who has not been nominated in accordance with these Bylaws. During the month of August, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the committeemen of their selection. The Board of Directors shall name a chairman for the Committee and it shall be such person's duty to call a committee meeting, which shall be held on or before September 1.

- a. The Nominating Committee shall nominate from among the eligible members of the Club, candidates for each office and for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee shall immediately submit its slate of candidates to the Secretary who shall at least two weeks before the meeting in October notify each member in writing of the candidates so nominated.
- b. Additional nominations of eligible members may be made at the October Meeting by any member in attendance, provided that the person so nominated does not decline when their name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the Secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position.
- c. Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

ARTICLE V: Committees

Section 1: The Board of Directors may each year appoint standing committees approved to advance the work of the Club in such matters as dog shows, herding test and trials, obedience trials, tracking tests, agility trials, newsletter, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2: Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VI: Discipline

Section 1 - American Kennel Club Suspension: Any member who is suspended from 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 \$20.00 which shall be forfeited if such charges are not sustained by the Board, following a hearing. 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. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club 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, not less than three weeks nor more than six weeks thereafter. 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 shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. If the charges are sustained, after hearing all the evidence and testimony presented by the complainant and the defendant, the Board may, by majority vote of those present, reprimand or suspend the defendant from all privileges of the Club for a period of time not to exceed six months from the date of the hearing. 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 Board's recommendation. Immediately after the Board's decision, its findings shall be put into written form and filed with the Secretary, who shall, in turn, notify each party of the Board's decision and penalty, if any.

Section 4 - Expulsion: Expulsion of a member from the Club may be accomplished only at a meeting of the club following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting of the Club. The meeting shall be held within sixty days but not earlier than thirty days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of presenting his/her case, though no

new evidence shall be taken at this meeting. The President shall state the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her behalf if he/she wishes. The membership shall then vote, by secret ballot, on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's suspension shall stand.

ARTICLE VII: Amendments

Section 1: Amendments to the constitution and Bylaws 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 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.

Section 2: The Constitution and By-laws may be amended by a 2/3 vote, taken by secret ballot, of the members present and voting at any regular or special meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least 2 weeks prior to the date of the meeting.

ARTICLE VIII: Dissolution

Section 1 - Dissolution: The Club may be dissolved at any time by the written consent of not less than 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 may be distributed to any members of the Club, but after payment of debts of the Club, its property shall be sold to the highest bidder and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE IX: Order of Business

Section 1: At the 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 last meeting, Report of President, Report of Secretary, Report of Treasurer, Report of Committees, Election of officers and board (at the Annual Meeting), Election of new members, Unfinished business, New business, Adjournment.

Section 2: At meetings of the Board of Directors, 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, Report of Committees, Unfinished business, New business, Adjournment.

ARTICLE X: Parliamentary Authority

Section 1: 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 any other special rules of order the Club may adopt.

Created July 1, 1997

Revised June, 2002