

**BYLAWS OF THE
BEARDED COLLIE CLUB OF AMERICA, INC.**

**ARTICLE I
NAME**

Section 1. Name

The name of the club shall be the Bearded Collie Club of America, Inc. (BCCA).

Section 2. Non-profit status

The purposes for which the corporation is organized are educational, health, and rescue within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, including but not limited to the advancement of the Bearded Collie breed through education and public awareness. The Club shall not be conducted or operated for profit and no part of any profit or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual, except for the legal defense of a club official carrying out the duties of his/her position.

Section 3. Fiscal year

The fiscal year shall begin on the first day of July.

**ARTICLE II
OBJECTS**

The BCCA exists to:

- A. Recognize that the Bearded Collie is a herding dog and encourage the members to perfect, by selective breeding, Bearded Collies that possess the appearance, soundness, temperament, natural ability and personality that is reflected in the standard of the breed;
- B. Urge members and breeders to accept the standard of the breed as approved by the American Kennel Club (AKC) as the only standard of excellence by which the Bearded Collie shall be judged;
- C. Do all in its power to protect and advance the interests of the breed by advocating responsible ownership and breeding of Bearded Collies and encouraging sportsmanlike competition at competitive and performance events;
- D. Encourage and conduct dog shows, herding, obedience and agility trials, tracking tests, and any other event for which the club is eligible under the rules and regulations of The American Kennel Club or the BCCA; and
- E. Encourage and assist rescue operations and health and education initiatives that involve Bearded Collies.

**ARTICLE III
MEMBERS**

Section 1. Application for membership

- A. Each applicant for membership shall apply on a form approved by the board of directors, including:
 1. The endorsement of one member in good standing, and
 2. Payment of dues for the current year.
- B. Applicants shall be elected at a meeting of the board of directors, meeting in executive session, by a two-thirds vote of the board of directors present and voting. The vote of individual board members shall be kept confidential.
- C. An applicant whose application has been rejected by the board of directors shall wait six months to re-apply.

Section 2. Privileges

- A. A member shall be considered in good standing if all obligations are met and the member is not suspended by the AKC or the BCCA.
- B. A member in good standing shall have privileges to:
 1. Serve on committees and hold elected office;
 2. Participate on the members' email list;
 3. Receive information from the club's email group service;
 4. Access the members' only section of the web site;
 5. Advertise in club publications and electronic media; and
 6. All rights contained in the parliamentary authority.

Section 3. Classes of membership

There shall be five classes of membership which shall be open to all persons eighteen years of age and older who subscribe to the purposes of the club and are in good standing with the AKC.

- A. Single Members: Enjoy all the privileges of the club.

- B. Joint Members: Open to a husband and wife or to two persons living in the same household, who each will enjoy all the privileges of the club.
- C. Associate Members: Enjoy all the privileges of the club, except the right to make motions, speak in debate, vote, and hold office.
- D. Foreign Members: Open to non-U.S. residents who will enjoy all the privileges of the club except holding office and voting on the official Standard of the Bearded Collie.
- E. Honorary Members: May be recognized by the board of directors for meritorious service to Bearded Collies or the club, but shall be eligible to vote or to hold office only if they were previously admitted to single or joint membership.

Section 4. Dues

Members' dues shall be established by the board of directors and shall include rates for single, joint, and associate members.

- A. There shall be no dues for honorary members.
- B. Dues are payable on or before the first day of July of each year.
- C. If dues are paid after July 1, but on or before August 31, a penalty determined by the board of directors shall be assessed.
- D. If dues remain unpaid after August 31, the membership is terminated and an application for a new membership may be submitted.

Section 5. Termination of membership

Membership may be terminated for:

- A. Non-payment of dues.
- B. Resignation. Any member in good standing may resign from the club upon written notice to the Recording Secretary; resignation does not discharge any debts to the club.
- C. Expulsion. A member may be expelled in accordance with the provisions of Article VIII, Section 3B.

**ARTICLE IV
MEMBERSHIP MEETINGS**

Section 1. Annual Meeting

- A. The annual meeting of the membership shall be held in September or October, in conjunction with the national specialty, at a time and place designated by the Board of Directors.
- B. Notice of the meeting, including the agenda, shall be published in official BCCA printed and electronic publications and posted on the web site thirty days prior to the meeting.
- C. The quorum for the annual meeting shall be 10 percent of the members in good standing.
- D. Business to be included on the agenda of the annual meeting may be proposed by any member no later than sixty days before the annual meeting. Additional business may be considered at the meeting provided that a majority vote is required to consider, and two-thirds vote is required to adopt, that item of business.

Section 2. Special Meetings

Special meetings may be called by the President or by a majority vote of the board of directors, and shall be called by the Recording Secretary upon receipt of a petition signed by ten percent of the members of the club who are in good standing.

- A. A special meeting shall be held at the time and place designated by the board of directors or the Recording Secretary calling the meeting.
- B. Written notice of a special meeting shall be made by the Recording Secretary at least thirty days and not more than forty-five days prior to the meeting, stating the purpose for the meeting; no other business shall be transacted.
- C. The quorum shall be ten (10) percent of the members in good standing.

**ARTICLE V
BOARD OF DIRECTORS / CLUB YEAR / VOTING / NOMINATIONS AND ELECTIONS**

Section 1. Composition

The Board of Directors shall comprise the officers, six Directors and the Immediate Past President.

- A. Directors shall be divided into two classes which shall be elected in alternating years for two year terms.
- B. Following the election of a President, the former President shall assume the office of Immediate Past President and shall serve on the Board as a voting member for one year.
- C. All members of the board shall maintain their membership in good standing.
- D. Directors shall take office on July 1 each year.

Section 2. Duties

- A. The board of directors shall be the BCCA official governing body responsible for the management of the affairs of BCCA. To that end, it shall also:
 - 1. Perform all duties entrusted to officers and directors of a corporation;
 - 2. Debate and determine BCCA policy;
 - 3. Oversee BCCA's business and financial affairs; and
 - 4. Provide strategic direction for BCCA.
- B. On the request in writing to the recording secretary, of twenty percent of the members in good standing, the board of directors shall put to a vote of the members any action taken by the board, which vote may affirm or overturn, to the extent that it can be undone, that action of the board. A vote of 2/3 of those returning ballots shall be required to overturn an action of the board.
- C. Officers and directors shall not be liable to either the club or its members for monetary damages for breach of fiduciary duties unless the breach involves:
 - 1. An officer's or director's duty of loyalty to the club or its members;
 - 2. Acts not in good faith, or omissions, or
 - 3. A transaction from which an officer or director derived an improper personal benefit.

Section 3. Eligibility Requirements

- A. Only one member of a household may serve on the board of directors at the same time.
- B. Members, or members of the same household, may serve on the Board for a maximum of four consecutive years, except when serving as Immediate Past President. The death of one household member does not remove the inclusion of that person's years of service in the calculation of the four consecutive years.
- C. Each nominee for office shall be a member in good standing for at least the two preceding consecutive years.
- D. No person shall be a candidate for more than one position, except for Delegate to the AKC.
- E. No person on the Nominating Committee shall be a candidate for any office.
- F. Members of the board shall be residents of the United States.

Section 4. Nominations Committee

Elections shall be held annually. All voting members in good standing shall have the opportunity to elect officers and directors by ballot.

- A. A nominating committee, consisting of three members but not more than one current board member, shall be chosen by the Board of Directors.
- B. The Nominating Committee shall nominate:
 - 1. One candidate for each office for a one year term;
 - 2. One candidate for each open position of director for a two year term; and
 - 3. One candidate for AKC Delegate, who may also be an officer or director, for a three year term.
- C. The Recording Secretary shall notify each member of the names of all candidates no later than the date set by the board.
- D. Each member may nominate a candidate for officer, director, and AKC delegate positions by signing a document that is sent to the recording secretary by a date to be determined by the board each year. The name of a candidate who receives nomination signatures from five percent of the members in good standing shall appear on the ballot.
 - 1. Nominations for each office shall be submitted as a separate document.
 - 2. A nomination document may contain the signatures of more than one member.
- E. The nominating committee shall verify that each candidate meets the requirements for the position for which nominated and shall secure from each candidate a written consent to serve if elected.
- F. Election
 - 1. If there is only one candidate for any office when nominations are closed, that person shall be declared elected and no balloting for that office shall be required.
 - 2. Voting shall be conducted by ballot. Candidates receiving the greatest number of votes for each position shall be declared elected. In case of a tie vote for any office, that position shall be re-balloted between the two tied candidates.
 - 3. The board of directors shall have the option to employ the services of an independent professional firm to conduct the election.

Section 5. Meetings

- A. Regular meetings of the board of directors shall be held at such times and places as designated by a majority vote of the entire board of directors. Notice of each meeting except the first shall be given to each board member at least fourteen days prior to the meeting.

- B. Special meetings of the board shall be called by the Recording Secretary when requested by the President or at the request of any three Directors. Notice of a special meeting shall be given to each board member at least three days prior to the meeting.
- C. Meetings may be held in person or by electronic means, provided that all participants can hear and speak to one another at the same time. Notice of any matter and voting may use postal or electronic mail.
- D. A majority of the voting members of the board of directors shall constitute a quorum for all meetings. All decisions of the board of directors require an affirmative vote of a majority of the directors present.

Section 6. Removal From Office

- A. When an officer or director is absent from three consecutive regular meetings, the position shall be declared vacant and the board shall fill the vacancy.

Section 7 Executive Committee

The board of directors may appoint an Executive Committee consisting of the President, the Recording Secretary, and one other member of the board. The Executive Committee may act with the authority of the board in matters in which time is of the essence and shall report its actions at the next meeting of the board.

Section 8. Indemnification

BCCA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the New York Non-Profit Corporation Act or any other applicable laws as may be in effect, any person who, by reason of being or having been an officer or director and was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

**ARTICLE VI
OFFICERS**

Section 1. Officers

The officers shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer, who shall serve in their respective capacities with regard to both the club and the board of directors.

Section 2. Terms of Office

An officer shall take office on July 1 and shall serve for a one year term or until a successor is elected.

Section 3. Duties of Office

In addition to the responsibilities defined below, officers shall exercise all the privileges and responsibilities specified in the bylaws and the adopted parliamentary authority.

- A. The President shall:
 1. Serve as the official BCCA representative and spokesperson, unless such duty is delegated;
 2. Serve as an ex-officio member of all committees, except the Nominations Committee;
 3. Determine the agenda and preside at all meetings;
 4. Coordinate all administrative activities; and
 5. Present an annual report.
- B. The Vice-President shall
 1. Exercise the duties of President in case of absence; and
 2. Serve for the unexpired term in the event the office of the President becomes vacant.
- C. The Recording Secretary shall:
 1. Maintain all official membership and voting records including, but not limited to minutes and attendance for all meetings;
 2. Conduct correspondence on behalf of the board of directors;
 3. Notify members of meetings;
 4. Maintain all ballots for ninety days after the closing date of the vote; and
 5. Maintain a repository of all records of the organization for seven years.
- D. The Corresponding Secretary shall:
 1. Serve as the principal contact for requests from outside the club for information about the club and Bearded Collies.
- E. The Treasurer shall:
 1. Maintain all financial records in accord with generally accepted accounting procedures;
 2. Maintain banking accounts, deposit receipts, and make disbursements;
 3. At each meeting, render a report of all monies received and expended during the interval since the previous meeting;

4. Send to each member a statement of dues for the ensuing year and a notice of arrears if dues are not paid by July 1 each year;
5. Prepare and present a budget proposal annually;
6. Prepare and file all reports required by federal, state and local laws; and
7. Be bonded in such amount as the board of directors shall determine.

Section 3. Vacancies

- A. A vacancy in the office of President shall be filled automatically by the Vice-President.
- B. A vacancy in any office except that of President and Immediate Past President shall be filled for the unexpired term of office by majority vote of the current board of directors, if more than three months remains in the unexpired term.
- C. Should the office of President become vacant, the office of Immediate Past President shall be vacant during the succeeding President's term of office.

ARTICLE VII COMMITTEES

Section 1. Standing Committees

The board of directors shall each year appoint standing committees and their chairs, except the Nominating Committee.

- A. Committees shall serve until their successors are appointed or elected.
- B. Chairpersons shall choose their committee members.

Section 2. Special Committees

Special committees shall be created and appointed by the board of directors and shall serve until completion of their assignments or until dissolved by board action.

- A. A records inspection committee shall annually examine the Treasurer's books and make a formal report to the membership at the annual meeting. The committee shall consist of one board member other than the Treasurer, and two members from the general membership.

ARTICLE VIII DISCIPLINE

Section 1. Preferring Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed.

Section 2. Consideration of Charges

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 entertains jurisdiction of the charges, the board shall refer the charges to a disciplinary committee composed of at least three impartial board members.

Section 3. Penalties

- A. Should the charges be sustained after a hearing of all the evidence and testimony presented by the complainant and defendant, the disciplinary committee may, by majority vote, recommend to the board of directors that the board:
 1. Suspend the defendant from all privileges of the club for not more than six months from the date of the hearing; or,
 2. If the board deems that punishment insufficient, it may recommend to the membership that the penalty be expulsion.
 3. A member under suspension may not accumulate points toward club awards during the suspension
- B. Expulsion of a member from the club may be directed by a majority of the members at the annual meeting of the club, following a hearing and upon recommendation of the board or committee.

Section 3. AKC Suspension

Any member who is suspended from any of the privileges of the AKC shall automatically be suspended from all privileges of the BCCA for the same length of time, beginning at the time of AKC publication of the suspension.

ARTICLE IX CLUB AFFILIATIONS

- A. The board of directors may recognize independent Bearded Collie clubs that apply for affiliation with BCCA by filing an application that conforms to procedures approved by the board of directors.
- B. An affiliate club shall comprise no fewer than 15 members.
- C. Affiliate clubs' dues shall be established by the board of directors.

- D. Each affiliated club shall annually supply a list of its officers and board members, and bylaws to the BCCA Recording Secretary and Treasurer. Each affiliate club shall have the privileges defined by the board of directors.

**ARTICLE X
RELATIONSHIP WITH AMERICAN KENNEL CLUB**

- A. The BCCA shall maintain a formal relationship with the American Kennel Club (AKC) and shall provide a delegate to represent the BCCA at all meetings of the delegate body of the AKC.
- B. The AKC delegate shall be nominated by the nominating committee and be elected on the ballot with the election of officers.
- C. The AKC delegate shall serve a three year term. If a vacancy occurs in the office the board shall appoint a member to serve until the next election of officers, at which time a delegate shall be elected for a three year term.
- D. The BCCA shall notify the AKC of modifications to the Standard for the Breed following the adoption of the modification recommendation by a two-thirds affirmative vote by mail ballot of the members.

**ARTICLE XI
AMENDMENT**

- A. Amendments to the bylaws may be proposed by the board of directors or by a written petition addressed to the Recording Secretary, signed by twenty percent of the members in good standing.
- B. Amendments proposed by petition shall be submitted, with recommendations of the Board, to the members for a vote within three months of the date when the petition was received by the Recording Secretary.
- C. The bylaws may be amended at any time by a two-thirds affirmative vote by mail ballot according to procedures approved by the board.
- D. No amendment to the by-laws or the Standard for the Breed shall become effective until approved by the board of directors of the American Kennel Club.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The rules contained in-Robert's Rules of Order Newly Revised, eleventh edition, shall govern the BCCA in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the BCCA may adopt.

**ARTICLE XIII
DISSOLUTION**

The club may be dissolved at any time by the written consent of two-thirds of the members in good standing. In the event of 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 member of the club; after payment of the club's debts its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board of directors.