

Land of Lincoln Border Collie Association

Constitution Section 1.1 The name of the association shall be The Land of Lincoln Border Collie Association,

hereinafter referred to as the "Association".

Section 2.1 Principal office of the Association is the mailing addresses of the officers and/or an address so designated from time to time by the Board of Directors.

Section 3.1 The objectives of this Association may include, but shall not be limited to: a) To promote the training of herding dogs in order to develop their native ability and physical

prowess, and to engage in and encourage participation in clinics, seminars and trials;

b) To hold and support educational opportunities to assist stock owners in having useful working farm dogs;

c) To carry out an educational program for the public that will advance the understanding of the herding dog;

d) To support other organizations with which this Association has mutual interest, such organizations that may include Future Farmers of America, 4-H clubs, and other similar organizations;

e) To protect and advance the interest of the herding dog and to encourage sportsmanlike competition at trials.

Section 4.1 This Association shall not be conducted or operated for profit. No part of any income or residuals from dues or donations to the Association shall inure to benefit any member or individual.

Section 5.1 By-Laws shall be adopted and may from time to time be revised by the Members as required to carry out these objectives.

By-Laws

Article I - Membership Section 1 Eligibility

Membership shall be open to all persons who subscribe to the purpose of this Association.

Membership is to be unrestricted as to residence. Family membership, open to any family unit, shall be entitled to cast ONE (1) vote in any matter before the Association.

Section 2 Dues

Membership dues shall be due at or before the annual trial that the club hosts of each year. The Board shall send notice of such at a time deemed reasonable at the sole discretion of the Board. No Association privileges shall be honored for any member not in good standing. The fiscal year shall begin each July 1 and shall end June 30. Once dues are paid for the current year, a member shall be deemed in good standing.

Section 3 Election to Membership

Each applicant for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by the constitution and these By-laws. Accompanying the application, the prospective member shall submit dues for the current year. Such membership shall be subject to approval by the Board of Directors.

Section 4 Termination of Membership

Membership shall be terminated by:

(a) Resignation. Any member in good standing may resign from the Association upon written notice to the Secretary;

(b) Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by the end of the fiscal year;

(c) Expulsion. A membership may be terminated by expulsion for egregious actions counter to the Association, with such due cause proven in a meeting of the Board with the Member up for expulsions present and availed the opportunity to present any defense, including witnesses, and by unanimous consent of the Board.

Article II – Meetings Section 1 Annual Meetings

An annual general meeting of the Association shall be held at trial or other Association event, if such a trial or event is held in a place; date and hour designated by the Board of Directors and will be an open meeting. Notice of the annual meetings shall be made by the Secretary to each member in good standing at a time reasonably prior to the date of the meeting. The quorum for the annual general meeting shall be of those members in good

standing in attendance.

If no trial or event is held, an annual meeting may be called at any time deemed appropriate by the Board of Directors, and may be held in person, telephonically, or by other electronic means.

Section 2 Special Meetings

Special Association meetings may be called by the President or by a majority vote of the members of the Board, or shall be called by the Secretary upon receipt of a petition signed by 20% of the voting members of the Association who are in good standing. Such meetings shall be held within forty-five (45) days of the receipt of the petition at such place, date and hour as may be designated by the Board of Directors. Notice of such meetings shall be made by the Secretary to each voting member in good standing at least 10 days prior to the date of the meeting. The notice shall state the purpose of the meeting and no other Association business may be transacted. The quorum for such a meeting shall be 50% of the voting members in good standing.

Section 3 Board Meetings

The first meeting of the Board shall be held following the annual general meeting and election. Other meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. The quorum of a Board meeting shall be a majority of the Board. All board meetings shall be open.

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Article III - Directors and Officers

Section 1 Officers

The Association's officers, consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both in regard to the Association and its meetings and the Board and its meetings.

A. The **President** shall preside at all meetings of the Association and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

B. 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.

C. The **Secretary** shall keep a record of all meetings of the Association and of all votes taken by mail and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, notification of meetings, notification of officers and Directors of their election to office and carry out such other duties as are prescribed in these By-laws.

D. The **Treasurer**, shall collect and receive all monies due or belonging to the Association; shall deposit same in a bank designated by the Board, in the name of the Association; the books shall be open at all times to inspection of the Board and shall report to them at each meeting the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting shall render an account of all monies received and expensed during the previous fiscal year. The Treasurer shall conduct all other fiscal matters as required by local, state and federal regulations.

E. At the close of each fiscal year or at such times as the Board shall determine, in its sole discretion, the books and accounts of the Association shall be carefully examined by a qualified auditor or a committee named by the Board of Directors. This auditor or committee shall make a written report to the Board of Directors and to the Association.

Section 2 Board of Directors

The board shall be comprised of a minimum of 6 members. All shall be members in good standing of the Association, shall be elected as provided for in Article IV and shall serve until their successors are elected. General management of the Association's affairs shall be entrusted to the Board of Directors.

Section 3 Term of Office

A. Elected directors shall be elected at large and shall serve for a 3-year term. Terms of office will be staggered with the order of election determined as follows: the Board of Directors shall be elected by the members present at the first annual meeting (September 6, 1993) of the Association; then the President Pro Tem shall conduct a drawing of the numbers 1, 2 and 3 by the elected members of the Board of Directors; the 2 members who draw #1 shall serve until the 1994 Annual Meeting. The 2 members who draw #2 shall serve until the 1995 Annual Meeting. The 2 members who draw #3 shall serve until the 1996 Annual Meeting and as each pair of members serves out his/her 1, 2, or 3 year term, he/she or their successor shall be elected to a 3 year term. After the length of terms are established, the members of the Board shall organize electing a President, Vice President, Secretary and Treasurer and these office shall be voted on by the Board of Directors after each successive Annual Meeting. Board

members shall take office on January 1 of the year following their election.

B. Directors may be re-elected to serve a consecutive three year term. At the expiration of the second term the Director may not run for re-election for a period of one (1) year.

Section 4 Vacancies

A. Officers – any vacancy occurring among the Officers during the term shall be filled by the remaining term of office by a majority vote of all remaining members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in that office shall be filled in an acting capacity or for the remaining term of office by a Director as approved by the Board.

B. Directors – any actual vacancy occurring among the Directors during the term shall be filled for the remaining term of office by a majority vote of all remaining members of the board.

C. Appointed Positions – Individual appointments may be terminated by a majority vote of the Board and written notice to the Appointee. The Board will fill the vacancy.

Article IV - Association Year, Voting, Nominations and Elections Section 1 The Association Year

The Association's fiscal year shall begin on the first day of July and end on the thirtieth day of June.

Section 2 Voting

At annual meetings or special meetings of the Association, or mail-in voting, voting shall be limited to those members in good standing who are present at the meeting.

Section 3 Nominations

Any persons nominated for office of a Board position must accept the nomination verbally or in writing to be eligible for election. No person may be a candidate in an Association election who has not been nominated in accordance with these by-laws. No person will be eligible for nomination who is not a member in good standing as defined by Article I.

Section 4 Elections

The election of Officers and Directors shall be conducted by secret ballot at the annual meeting,

or by mail-in ballot if not possible to hold an in-person meeting. Ballots shall be counted by at least one (1) inspector of election who is a member in good standing, who is neither a member of the current board, nor a candidate on the ballot; and who shall be chosen by the chairperson. If the meeting is an in-person meeting, the election inspector must be chosen from members present at the meeting. Mail-in ballots shall be sent to all member households by the inspector of the election. Voting members will have a minimum of one week to vote and mail the ballot back to the inspector of the election. The person receiving the largest number of votes for each position shall be declared elected.

Section 5 Nominations

No person may be a candidate in an Association election who has not been nominated in accordance with these By-Laws. No person will be eligible for nomination who is not a member in good standing as defined by Article I.

Article V - Committees Section 1 Standing Committees or individuals

The Board may appoint standing committees or individuals to advance the work of the Association in such matters as clinics, trials, seminars, trophies, prizes, records, membership and other fields which may well be served by committees or individuals. Such committees or individuals shall report directly to the Board and be subject to the final authority of it. If a committee representative or chairperson cannot be present to report to the Board Meeting, that person may submit a written report to the Board. Special committees may also be appointed by the Board to aid it on particular projects.

Section 2 Termination

Any committee or individual 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 - Amendments Section 1

Amendments to the Constitution and By-Laws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by twenty percent (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 at the next annual general meeting.

Should the Board find that time is of the essence; it may call a special meeting.

Article VII - Dissolution of the Association

Section 1 Dissolution

The Association may be dissolved at any time by written consent of two-thirds (2/3) of the members and in accordance with the laws governing the incorporation of the Association.

Section 2 Funds

After payment of all debts and liabilities of the Association, any remaining assets shall be transferred to a benevolent organization for the benefit of herding dogs as the Board of Directors shall select.

Article VIII - Order of Business

Section 1 Procedure

Robert's Rules of Order Revised shall govern any matter of procedure not specifically covered by these By-Laws.

Original – September 1993. Electronically Recreated – November 2011. Adopted by the Association at the General Open Meeting of 2012. Amended at the Annual General Open Meeting July 9, 2016. Amended at a Special telephonic meeting of membership on October 8, 2019