



USBCHA 2016 District 7 Ballot

Vote for one District Director

- Beverly Lambert
- Mich Ferraro
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Vote for 1 Director at Large

- Ian Caldicott
- Stephanie Goracke
- Stuart Ballantyne
- Heather Nadelman

Proposed Bylaw Changes-State Yes or No For each.

LEGAL COMPLIANCE ISSUES

The following bylaws need to be amended to comply with North Carolina law, where the USBCHA is incorporated. The Board recommends adopting the required changes.

Yes **6.1** An Annual Meeting of the members may **shall** be held for transaction of any business that may regularly come before the Association. Members shall be given at least fifteen (15) days and no more than 180 days notice of such meeting.

No

Yes **6.2** If the Board decides not to have an annual meeting or an annual meeting is not convened for any other reason, The President shall either send present the members an annual report **at the annual meeting** or post such report on the Association's website **before the end of the calendar year that shall cover the financial condition of the Association and may address other matters that are of interest or concern to the Association.**

No

Yes **7.5 Proxies allowed:** A Member of the Board of Directors may vote by proxy by assigning his proxy to another Director to vote, or the Director may provide specific instruction to the holder of his or her proxy as to how the proxy shall be voted.

No

Comment: Director proxies are not allowed under North Carolina law so the amendment deletes paragraph 7.5

Yes **7.6 Action by the Board without a meeting:** Any action on behalf of the Association required or permitted by the Bylaws to be taken at a meeting of the Board of Directors may be taken by any of the following means: (a) a conference telephone call among the majority of the Board in which all persons participating can hear each other, (b) **a unanimous vote of the Board on** an electronic forum discussion (i.e. USBCHA Director's Forum) **among the majority of the Board** and as recorded by the Secretary when the President closes the Forum "topic," or (c) by **unanimous** written consent from a majority of the Board stating the action taken is signed by all Board members and filed with the Secretary. Unless otherwise provided by these Articles, any action taken in accordance with this section shall be binding and valid although not authorized or approved at a meeting of Board.

No

Comment: North Carolina law requires Board action to occur when Board members can hear each other. Any action not at an in-person or telephonic call requires unanimous written consent. This change is required to be consistent with the law.

TERM AND ELECTION ISSUES

The Board recommends adoption of the following amendments for operational efficiency and to memorialize current practices regarding elections.

Yes **4.3 Term:** The term of office for each District Director is two years, **commencing on November 15 of the year elected.** Terms are staggered so that one (1) Director term from each district expires at the end of each year. There are three Directors At Large. One (1) Director at large term expires at the end of each alternating third year. **Effective for all terms commencing in 2012 and beyond,** the term of the Directors is limited to a maximum of six consecutive years of service. ~~This amendment shall be retroactive and years of consecutive service will include all terms that commenced beginning in 2012 and beyond~~ **For purposes of term limitations, terms commencing on November 15 of any year shall be considered as a term for the following calendar year. (Ex. A term commencing on November 15, 2016 shall be considered as commencing in 2017 and ending in 2018 for purposes of term limits.)**

No

Yes **5.2 Election and Term of Office:** The Board of Directors shall select from the membership the President, Vice President, Secretary, and Treasurer to serve for a period of two (2) years. The Board of Directors shall elect the officers of the Association by majority vote. Nominations for officers shall be made no later than October 15 ^{5th} during the final year of the officer's term. The election shall occur promptly after that time and shall be final no later than November 15 ^{5th} of the final year of the officer's term. Officers and Directors shall assume their new posts on the first day of January.

No

Comment: The Board recommends adoption of these changes. The earlier commencement of the term for Directors allows for work to begin shortly after the election. With the change in the effective date of the Directors' term, the dates for the nomination and election of Officers also need to change. The remaining changes in 4.3 are to clarify the language and make the term limit reflect the calendar years in which the majority of the service is rendered, and to be consistent with the 2015 amendment adding a term limit.

Yes **4.5.1** No later than 90 days before each Annual Meeting, the Secretary shall mail or send by electronic mail nominating forms to all members in good standing, soliciting nominations to fill all directorships that are due to expire at the end of that year, and stating that nominations must be received in the HA Office on a date at least sixty (60) days prior to the Annual Meeting. **A member may be nominated for one position only — they cannot be nominated for both a District Representative and an At-large representative.**

No

Comment: The Board of Directors recommends voting Yes in favor of this amendment. The new language is consistent with prior practice and avoids the problem of a person being elected to two positions, which would decrease the number of Board members by one.

I certify that I am currently a Member in Good Standing of the USBCHA.

NAME: _____

NAME & DATE OF LAST USBCHA OPEN OR NURSERY TRIAL COMPETED IN. _____

Mail or Email to USBCHA Secretary
1556 Harding St
Enumclaw, Wa 98022
secretary@USBCHA.com

Ballots must be received in office by Sept 1, 2016