

**Amended and Restated
BYLAWS OF THE
UNITED STATES BORDER COLLIE HANDLERS' ASSOCIATION
(Adopted as of September 23, 2015)**

Contents

ARTICLE I - NAME	2
ARTICLE II – PURPOSES AND OBJECTIVES	2
ARTICLE III – MEMBERSHIP	2
ARTICLE IV – BOARD OF DIRECTORS	3
ARTICLE V – OFFICERS	5
ARTICLE VI – MEMBER MEETINGS	6
ARTICLE VIII – COMMITTEES	7
ARTICLE IX – ADMINISTRATIVE AND FINANCIAL PROVISIONS	8
ARTICLE X – AMENDMENT TO BYLAWS.....	8
ARTICLE XI	9
QUALIFYING FOR THE NATIONAL FINALS.....	9
ARTICLE XII – MISCELLANEOUS PROVISIONS	9

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ARTICLE I - NAME

- 1.1 The name of this association shall be the United States Border Collie Handler's Association, Inc., hereinafter referred to as the Association or HA.
- 1.2 Whenever in the Bylaws or other documents of the Corporation use the term Association, such term shall be construed to refer to the Corporation.
- 1.3 The principal place of business shall be the state of residence of the current Association secretary but its members or officers may be residents of any state, territory or country, and business may be carried on at any place convenient to such members or officials as may be participating.

ARTICLE II – PURPOSES AND OBJECTIVES

- 2.1 The purposes and objectives of the Association shall be to serve the common interests of its members and to promote and protect the best interests of the Association in the following manner:
- 2.2 To collect and preserve the history of the Border Collie dog, to promote the breed through obtaining, maintaining and disseminating information pertaining to their breeding and training as working dogs;
- 2.3 To promote dog trials, exhibitions, publicity for the breed, and to work specifically for the improvement and preservation of Border Collies as working dogs;
- 2.4 To provide for an annual USBCHA National Finals Trial; and
- 2.5 To cultivate cooperation among its members, to promote and protect the best interests of the Association, and to cooperate with and support organizations with similar purposes and objectives.

ARTICLE III – MEMBERSHIP

- 3.1 The membership of the Association shall consist of three (3) classes of members. The First class is to be designated "GENERAL," the second class is to be designated "LIFE," and the third class shall be designated "ASSOCIATE."

- 3.2 **General members:** General members shall consist of those persons who have run a dog in any trial, (open or nursery class) sanctioned by this Association within two (2) years prior to making an application for membership. Any person holding a general membership shall have the right to vote at all meetings of members regularly called, either in person or by proxy, provided such member has paid to the Association the amount of the annual dues as set forth in the Association's rules.
- 3.3 **Life members:** Life members shall consist of those persons who qualify for General Membership and pay a one-time fee in an amount set in the Association rules; no annual fee thereafter shall be required. Life members shall have the right to vote at all meetings of members regularly called, either in person or by proxy.
- 3.4 **Associate members:** Associate members shall consist of those persons who are interested in being members of the Association and receiving information disseminated by it. Said members shall pay an annual associate member fee in the amount set forth in the Association rules. Associate members shall have no right to vote on any matter. An associate member automatically becomes a general member upon running a dog in an open or nursery class sanctioned by the Association and is eligible for points at that first sanctioned class or trial.
- 3.5 Membership in the Association shall be personal, shall not survive the death of any members, and may not be transferred by any means. The term "member in good standing" shall be used when a member shall have paid all current dues, has not been suspended under the Rules of the Association, and subscribes to all of the purposes, goals and objectives of the Association. The amount of dues, method and timing for payment of dues shall be determined by the Board and set forth in the Association Rules.
- 3.6 Membership in the USBCHA is a privilege, not a right. Members of the Association shall be admitted, retained and expelled in accordance with such rules and regulations as the Board of Directors may, from time to time, adopt.
- 3.7 All membership fees and any other payments required by the Association shall be payable in United States funds.

ARTICLE IV – BOARD OF DIRECTORS

- 4.1 The Board of Directors shall be the Governing Board of the Association. The Board shall administer and manage the business affairs of the Association and shall be responsible for establishing the Association's rules and policies and furthering the Association's purposes.
- 4.2 **Composition:** The Board of Directors of the Association shall consist of twenty-three (23) Directors. Each of the ten (10) Districts is to be represented by two (2) Directors. Each Director elected shall be domiciled within the district he or she represents by actual residence therein. The remaining three (3) Directors shall be elected from the membership at large without any restrictions as to that person residing within any particular district. To be eligible for election to and serve on the Board, an individual must be a member in good standing of the Association as a General or Life member.
- 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. For purposes of term limitations, terms commencing on November 15 of any year shall be considered as a term for the following calendar year. (Example: A term commencing on November 2016 shall be considered as commencing in 2017 and ending in 2018 for purposes of term limits.)

4.4 **Districts:** The ten (10) districts of the United States and Canada for determining directors shall be:

District 1: Washington, Oregon, California, Nevada, Idaho, Alaska, Hawaii

District 2 - Montana, Wyoming, Colorado, North Dakota, South Dakota, Utah

District 3 - Nebraska, Kansas, Oklahoma, Iowa, Missouri, Arkansas

District 4 - Arizona, New Mexico, Texas

District 5 - Minnesota, Wisconsin, Michigan, Illinois, Indiana

District 6 - Ohio, Kentucky, West Virginia, Virginia, Pennsylvania, Maryland, District of Columbia

District 7 - New York, New Jersey, Delaware, Connecticut, Massachusetts, Rhode Island, New Hampshire, Vermont, Maine,

District 8 - Tennessee, North Carolina, South Carolina, Louisiana, Mississippi, Alabama, Florida, Georgia

District 9 - Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland, Quebec

District 10 - British Columbia, Northwest Territories, Alberta, Saskatchewan, Nunavut, Yukon

4.5 **Election of Directors:** Directors shall be elected to staggered terms of two years. The election of Directors shall be conducted by paper ballot or electronic ballot that meets the requirements of this section.

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.

4.5.2 No later than forty-five (45) days before each Annual Meeting, the Secretary shall mail or send by electronic mail to each member in good standing a ballot listing all of the nominees for each position for which that member is eligible to vote, in alphabetical order. Except as provided in paragraph 4.5.4, each voter shall place his or her marked ballot in a sealed, blank envelope, and place that blank envelope into an envelope addressed to the Secretary, with a legible return address and marked with the word "Ballot," and shall sign his or her name on the back of the outer envelope so membership can be verified.

- 4.5.3 After the ballot deadline, the Secretary or designee shall verify from the signed envelopes that the member is in good standing. At that point, the ballots will be separated. The Secretary shall open the ballots in the presence of a minimum of one director or two general members in good standing as designated by the President, or at a properly called special meeting.
- 4.5.4 Electronic voting may be allowed so long as it is set up to track who is casting the ballot. Ballots faxed or sent electronically to the HA Office on or before the voting deadline are not required to conform to the secrecy provisions of this section and shall be deemed valid and counted, provided that membership can be verified.
- 4.5.5 The majority of votes cast shall determine the election. If no one person receives a majority, another ballot shall be issued with the names of the tied nominees only. The results of the voting shall be announced at the Annual Meeting. *There shall be no voting by proxy for Directors.*
- 4.6 **Inability to serve:** In the event of the death, inability of a director to serve, or a director moves out of the district that director was elected to represent, the person who received the next greatest number of votes from that district in the previous election will be appointed to serve the remainder of that director's term, provided that individual still meets all of the criteria to serve as a director. In the event that there is no additional candidate, the President will appoint a member from that district to finish out the term.
- 4.7 **Removal from office:** A Director may be removed from office by a majority vote of those voting from the District from which the Director was elected. The Board of Directors may also remove a Director from office upon a (1) finding of malfeasance, or (2) failure of a Director to maintain good standing. Removal of a Director by the Board of Directors requires a two-thirds vote of the entire Board. In the event that a Director is removed from office, the vacancy shall be filled in accordance with section 4.7.

ARTICLE V – OFFICERS

- 5.1 **Officers:** The officers of the association shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the members or Board of Directors may determine to be necessary. The same person may hold any two or more offices.
- 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 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 5th of the final year of the officer's term. Officers and Directors shall assume their new posts on the first day of January.
- 5.3 **President:** The President of the Association shall be the principal executive officer with responsibility for supervising the affairs of the Association. The President shall preside at all meetings of the Association and of the Board of Directors and shall perform such other duties as usually pertain to this office. The President shall sign all contracts and documents authorized by the Board, unless otherwise approved by the Board.

- 5.4 **Vice-President:** The Vice-President shall assist the President and shall perform all the duties of the President in the absence of the President.
- 5.5 **Secretary:** The Secretary shall serve as the custodian of the Association's records, except those specifically assigned to others. The Secretary shall maintain a record of Association membership, handle all general correspondence of the Association, shall give due and proper notice of all meetings of the Association and the Board of Directors, and keep accurate records of the Association's meetings.
- 5.6 **Treasurer:** The Treasurer shall be the custodian of all funds of the Association and shall deposit the funds as instructed by the President or the Board. The Treasurer shall pay all bills incurred and shall keep accurate financial records, including an accounting of the Association's income, expenses and investments, and make such reports of receipts and disbursements in such form and manner as the Board or President may direct.
- 5.7 **Vacancy:** By election, the Board of Directors shall fill any vacancy arising in any office for the remainder of the term.

ARTICLE VI – MEMBER MEETINGS

- 6.1 An annual meeting of the members 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.
- 6.2 The President shall either 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.
- 6.3 Except as otherwise specifically provided in these Bylaws, any member in good standing wishing to vote on any specific matter relating to the Association may do so by mailing a proxy expressing his wishes, properly witnessed and signed, to the Secretary at least thirty (30) days before the Annual or Special Meeting of the Association. Proxies may be voted on only by members in good standing or by designated individuals indicated on the proxy statement.

ARTICLE VII – DIRECTORS' MEETINGS AND ACTIONS

- 7.1 **Quorum:** Meetings of the Board of Directors may be called by the President, or by a minimum of five directors requesting a meeting. A quorum shall be a minimum of one-half of the Directors currently serving, in order for business to be transacted. Unless otherwise specified in these Bylaws or by Rule, the Board of Directors may take action with a majority vote of the Directors voting so long as there is a quorum as defined here.
- 7.2 **Notice:** Notice of any meeting of the Directors shall be given no less than ten (10) days prior to such meeting by the mailing of written notice by first class, certified, registered, or overnight mail, **or** at least five (5) days prior to such meeting by personal delivery of written notice or by telephonic, facsimile, or electronic mail. The method of notice need not be the same to each Director. Notice shall be deemed to be given, if mailed, on the date it is deposited in the United States mail, with

postage prepaid, addressed to the Director at such Director's address provided to the Secretary; if personally delivered, when delivered to the Director; if delivered by facsimile, upon confirmation of receipt by the receiving facsimile machine; if delivered electronically, on the date the electronic transmission is sent; and, if telephoned, when communicated to the Director.

- 7.3 **Special Meeting:** A special meeting of the Board of Directors may be held upon notice sent by any usual means of communication specified in section 7.2 not less than five (5) days before said meeting. The business to be transacted and the purpose of all special meetings of the Board of Directors shall be specified in the notice or waiver of notice of such special meeting.
- 7.4 **Telephonic or electronic participation:** Any one or more Directors may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed present in person at such meeting.
- 7.5 **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) 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.
- 7.6 **Conduct of Meeting:** The rules of procedure of the Association at general meetings of the membership and of the Board of Directors shall generally follow Roberts Rules of Order Newly Revised, so far as applicable and when not inconsistent with these Bylaws or with any resolution of the Board of Directors. Forum "topics" or discussions that result in a motion and vote for Board action need not follow Roberts' Rule of Order.
- 7.7 **Conflicts of Interest:** Any Board member who has a financial, personal, or official interest in, or conflict (or the appearance of a conflict) with any matter pending before the Board of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall refrain from discussing and voting on the matter and shall be excused from any meeting, conference call or forum discussion that pertains to the matter. The Board, at its sole discretion, may ask the member to refrain from the discussion portion only. For purposes of this paragraph, participating in a trial as a competitor does not constitute a conflict.
- 7.8 **Minutes:** Minutes of each meeting of the Board of Directors and the general membership shall be made available to the membership within one month of adjournment of the meeting. Posting on the Association's website shall satisfy this requirement.

ARTICLE VIII – COMMITTEES

- 8.1 **Appointment:** The President or the Board of Directors may from time to time appoint committees as are deemed necessary to accomplish the goals of the Association and to conduct its business. Ad hoc committees may be established and terminated whenever advisable, and standing committees may also be established in the same manner. The President shall be a member of each committee and shall

have the right to vote on committee matters whether or not the President is an elected Director of the Association. A committee shall consist of no less than three members, two of which shall be members of the Board of Directors.

- 8.2 **Vacancies, changes, discharge:** The President or the Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

ARTICLE IX – ADMINISTRATIVE AND FINANCIAL PROVISIONS

- 9.1 **Fiscal Year:** The fiscal year for the Association shall be from January 1 to Dec. 31.
- 9.2 The income and property of this Association shall be applied solely towards the promotion of the objectives of the Association directly or indirectly. However, nothing shall prevent the proper sum being paid to any official, servant or member of the Association in return for services actually rendered to the Association; or the presentation by the Association to any member any prize or prize money earned by the member in any trial or other competitive event duly promoted and held by the Association in accordance with its objectives; or the presentation to any person or organization, by payment or award, for special services rendered to the Association.
- 9.3 **Audit:** An Audit will be conducted by a Certified Public Accountant to examine the financial records of the Association each year. The audit shall be conducted prior to the Annual Meeting of the membership and the Audit Report shall be given by the Treasurer at each Annual Meeting
- 9.4 **Checks:** All checks drawn on the funds of the Association shall be signed in the name of the Association by the President, Secretary or Treasurer or by any other officer authorized to do so. If required by the Board of Directors, the Treasurer shall give a surety bond at the expense of the Association.

ARTICLE X – AMENDMENT TO BYLAWS

- 10.1 **Origination of Amendments:** Amendments to these bylaws may be originated by a Board member, the President, or by a member petition signed by five percent (5%) of the members in good standing. Any amendment proposed by a member petition shall be submitted at least 90 days prior to the Annual Meeting and shall be reviewed by an appointed committee or, if none, submitted to the President for review and editing so that it is consistent with these Bylaws. Any changes to the language shall not change the essence of the proposal and shall be agreed upon by a member designated in the member petition.
- 10.2 **Voting on Bylaw Amendments:** All proposed amendments, together with the recommendation of the Board of Directors, shall be presented to the membership and mailed with the ballot and posted on the Association website. Notice of the proposed amendment and voting requirements shall be sent to the membership may be either by first-class mail or electronic mail at least 45 days prior to the date ballots are to be counted by the Secretary, which shall be set forth in the Notice. Voting on an amendment or amendments shall conform to the process set forth for the election of directors in

Article 4 of these Bylaws. A two-thirds (2/3) vote of the ballots cast is required to amend the Bylaws. There shall be no voting by proxy for amendments to the Bylaws.

ARTICLE XI

QUALIFYING FOR THE NATIONAL FINALS

- 11.1 **Open Dogs:** The top placing 20% of all dogs competing in a sanctioned trial run on sheep/goats will acquire points based on the total number of dogs running in each trial. Dogs may accumulate points from their top five point placing trials in the qualifying year. The Finals entry form shall provide for an opening date for entries and anyone may send their entry for the National Finals to the HA Secretary, who will accept the top 150 point earning dogs who enter. In the event of a tie, all dogs tied at the 150-dog level will be accepted. No more than two dogs per handler may be entered. Points will be based on the following chart:

# of Entries	20 %	# of Dogs	1st	2nd	3rd	4th	5th	6th . . .
10	2.0	2 dogs	2.0	1.0				
15	3.0	3 dogs	3.0	2.0	1.0			
28	5.6	6 dogs	5.6	4.6	3.6	2.6	1.6	.6

***This chart is based on the following formula: (.2 times A) - (B) where A is the number of dogs in the trial and B is the number of dogs placing higher than the placing in question.**

- 11.2 **Nursery Dogs:** Qualifying for the Sheepdog and Cattledog Nursery Finals shall be as set forth in the Association Rules.
- 11.3 **Cattledog Finals:** Qualifying for the Cattledog Open Finals shall be as set forth in the Association Rules

ARTICLE XII – MISCELLANEOUS PROVISIONS

- 12.1 **Insurance:** The Board of Directors shall be empowered to have insurances underwritten for the Association to cover the liability of the Corporation and coverage on its members in such amounts as may be deemed by them to be appropriate.
- 12.2 **Non-member participation:** Any non-member of the Association may compete or participate in events sponsored by the Association provided that they are willing to subscribe to the rules, regulations, goals and purposes of the Association. They should be encouraged to join the Association. Points to Open and Nursery dogs are awarded only to dogs whose handlers are members of the Association. Member’s dog’s points/qualifications are awarded based on their numerical

placing which may include non-member's dogs, i.e. non-member's dogs are not removed from the numerical placing list and members' dogs do not move up.

- 12.3 **Nondiscrimination:** It is the policy of the Association not to discriminate on the basis of race, religion, ancestry, national origin, age, marital status, gender, sexual orientation, physical or mental disability. The officers, directors, committee members, and persons served by this Association shall be selected on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.
- 12.4 **Emergency action:** The Board of Directors, and any individual or individuals acting under the direction or with authorization from the Board of Directors, reserves the right to act in any expedient way, in case of emergency, to handle any unforeseen situations not covered by these Bylaws.
- 12.5 **Dissolution:** In the event of dissolution of the Association, after all obligations are satisfied, remaining assets of the corporation shall go to a non-profit organization with similar purposes, as shall be determined by the Board of Directors of the Association.