



## **PACIFIC NORTHWEST COLLIE CLUB, Inc**

### **CONSTITUTION**

**The Club and these Bylaws are subject to and governed by the Oregon Nonprofit Corporation Act and the Articles of Incorporation of the Pacific Northwest Collie Club. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Oregon Nonprofit Corporation Act, the Oregon Nonprofit Corporation Act will control.**

### **BYLAWS**

#### **Article I – Purpose**

The Pacific Northwest Collie Club is organized to encourage the improvement of the collie dog as defined by the standard, to hold shows and exhibitions to provide opportunity for members to gain knowledge about the breed, to promote a spirit of friendly relations among collie breeders, to prepare members to meet moral and ethical obligations, to provide a continuous and active rapport with the Collie Club of America and other breed clubs and to purchase, acquire, release, possess, lease, rent, own, hold, enjoy, and sell, convey, pledge, give in trust and dispose of all property as may be necessary or suitable to carry out its objectives.

The Pacific Northwest Collie Club strives to encourage and promote quality in the breeding of purebred collies and to do all possible to bring their natural qualities to perfection. We urge our 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 collies shall be judged. We try to do all in our power to protect and advance the interests of the breed by encouraging sportsmanlike competition at: dog shows, obedience trials, tracking tests, agility trials, herding trials, and other events; and to conduct sanctioned matches, dog shows, obedience trials, tracking tests, agility trials, herding trials, and any other event for which the club is eligible under the Rules and Regulations of The American Kennel Club in Oregon and Southwest Washington.

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, Officers, Directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in the Articles of Incorporation or these Bylaws.

## Article II – Membership

### Section 1. Eligibility

There shall be four types of membership open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this club. New members are encouraged to join the Collie Club of America. While membership is unrestricted as to residence, the Club's primary purpose is to be representative of the breeders, exhibitors, and breed enthusiasts in its immediate geographic area.

### Section 2. Types:

- A. Regular membership for all individuals 18 years of age or older. Regular members carry full voting rights.
- B. Family membership for two or more members of the same family residing at the same address with at least one member 18 years of age or older. Each family member must make individual application for club membership, prior to joining and paying dues as family members. Members under age 18 carry no voting rights.
- C. Junior membership, for persons 8 to 18 years of age. Junior members carry no voting rights.
- D. Corresponding membership, open to all individuals, carries no voting rights, but receives meeting minutes and club information only.
- E. Honorary Lifetime Membership may be bestowed by the Club in honor or recognition of a person's service to the club and/or the Collie breed. Honorary Lifetime members carry full voting rights and are exempt from paying dues. Honorary Lifetime members are nominated by a voting member in good standing at a regular meeting of the Club. At the next regular meeting nominee 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 nominee.

### Section 3. Dues

Membership dues are payable before the 1<sup>st</sup> day of July of each year. No member may vote whose dues are not paid for the current year. During the month of March, the Treasurer shall send to each member a statement of dues for the ensuing year.

Membership dues are as follows for each type of membership:

Regular membership	\$25.00 yr
Family membership	\$40.00 yr
Junior membership	\$5.00 yr
Corresponding membership	\$20.00 yr
Honorary Lifetime membership	exempt

Penalty for late payment of dues shall be an additional \$10.00 for all membership types. Additionally, should dues not be paid before the 1<sup>st</sup> of August each year, the member will lose the privilege of any member, including any discounts on fees or charges for participation at activity days or other events sponsored by the club during the year, and must submit a new application for membership to rejoin the club.

#### Section 4. 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 and Code of Conduct of the Pacific Northwest Collie Club and these Bylaws and with the applicable rules of the American Kennel Club when participating in any AKC event. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

The applicant applying for any membership type with voting rights must attend one regular meeting of the Club before submitting an application. All applications are to be filed with the Membership Chairperson and each application is to be read at the first meeting of the Club following its receipt. At the next Club meeting the applications 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 admit the applicant.

Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection.

#### Section 5. Termination of Membership

Memberships may be terminated:

- A. By resignation: Any member in good standing may resign from the Club upon written notice to the President, Secretary, or Membership Chair.
- 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 30 days' grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting. After dues payment grace periods have expired, lapsed members must re-apply for election to membership to be reinstated.
- C. By expulsion: A membership may be terminated by expulsion as provided in these Bylaws.

## **Article III — Meetings and Voting**

### **Section 1. Club Meetings**

Meetings of the club shall be held within Oregon or Southwest Washington and/or virtually at such hour and place as may be designated by the Board of Directors, with a minimum of six meetings per year. Written notice of each such meeting shall be mailed or sent digitally by the Secretary at least 10 days prior to the date of the meeting. The quorum for such meetings shall be 20% of the voting members in good standing, with a minimum of four (4) voting 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 five members of the Club who are in good standing. Such special meetings shall be held in Oregon or Southwest Washington at such place, date, and or as may be designated by the person or persons authorized herein to call such meetings. Written and/or digital notice of such meeting shall be sent by the Secretary at least 5 days and not more than 15 days prior to the date of 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 the voting members in good standing with a minimum of four voting members in good standing.

### **Section 3. Board Meetings**

Meetings of the Board of Directors shall be held a minimum of four times each year in Oregon or Southwest Washington, at such hour and place as may be designated by the Board. Written and/or digital notice of each such meeting shall be sent by the Secretary at least 5 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

### **Section 4. Special Board Meetings**

Special meetings of the Board may be called by the President; and shall 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 Oregon or Southwest Washington at such place, date, and time as may be designated by the person authorized herein to call such meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A 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 the member is present. A member may vote only in person. No voting by proxy shall be permitted.

#### Section 6. Virtual meetings

Meetings may be held by any means of communication by which all participants can hear each other simultaneously during the meeting, and participation constitutes presence in person at the meeting.

#### Section 7. Informal Action by Directors

Any action required by the Oregon Nonprofit Corporation Act to be taken at a meeting of Directors or any other action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as the unanimous vote of such Directors.

### **Article IV – Directors and Officers**

#### Section 1. Board of Directors

The Board shall be comprised of the Officers and 3 other persons all of whom shall be members in good standing and all of whom shall be elected for two-year terms at the Club's annual meeting and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors.

#### Section 2. Officers

The Club's required Officers, consisting of the 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. The same person cannot hold all three required offices. There must be at least two people filling the three required Officer positions. Other Officers, such as Vice-Presidents or assistant Officers, may be elected by the members.

- A. The President shall be the principal executive officer of the Club and, subject to the control of the Board of Directors, shall in general supervise all the business and affairs of the Club. The President shall preside at all meetings of the Board of Directors where there is no chair of the Board. The President may sign, with the Secretary or any other proper Officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of the Club, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
- B. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity. The Vice-President shall perform any other duties as from time to time may be assigned by the President or the Board of Directors.
- C. The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; shall have charge of the

correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses and membership type, and carry out such other duties as are prescribed in these Bylaws.

- D. The Treasurer shall collect and receive all monies due or belonging to the Club. Monies shall be deposited in a bank designated 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 may be bonded in such amount as the Board of Directors shall determine.

### Section 3. Removal and Resignation

Any Officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds of the Board then serving whenever necessary in its judgment to serve the best interests of the Club. Any Officer of the Club may resign at any time by giving written notice to the Board of Directors, or to the chair of the Board, or to the President, or to the Secretary of the Club. Any resignation shall take effect at the time specified, or otherwise upon its acceptance by the Board of Directors.

### Section 4. Vacancies

Any vacancies occurring on the Board or among the Officers during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the 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.

### Section 5. Indemnification

The Club indemnifies its Directors and Officers to the fullest extent allowed by law, including any person who is made or threatened to be made a party to an action, suit, or other proceeding because that person is or was a Director or Officer of the Club, as defined in ORS 65.387.

## **Article V — Club Year, Annual Meeting, Elections**

### Section 1. Club Year

The Club's fiscal year shall begin on the first day of July and end on the last day of June. The club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

## Section 2. Annual Meeting

The annual meeting shall be held in the month of July 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 immediately upon the conclusion of the election and each retiring Officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

## Section 3. Elections

Directors and Officers shall be elected by the members. The members shall have one vote for each Director position then open. The candidate for each position receiving the highest number of votes shall be elected for that position. Each Officer shall hold office until that Officer's successor has been elected or until that Officer's death or until the Officer has resigned or been removed.

## Section 4. Nominations

No person may be a candidate for Officer or Director of the Club who is not a member in good standing and who has not first been nominated. The Board shall select a Nominating Committee during the month of February consisting of three members, not more than two of who may be a member of the Board of Directors. The Secretary shall immediately notify the committee persons and alternates of their selection. The Board 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 February 28.

- A. The Committee shall nominate one candidate for each office and each position on the Board, and after securing the consent of each person so nominated, shall immediately report their names to the Secretary in writing.
- B. Upon receipt of the Nominating Committee's report, the Secretary shall notify each member in writing of the candidates so nominated before the February meeting.
- C. Additional nominations may be made at the February committee 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, with the exception of Officer positions as permitted by law.
- D. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

# Article VI — Committees

## Section 1. Appointment

The Board may appoint committees as needed to advance the work of the Club in such matters as specialty shows, obedience trials, herding trials, 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. Termination

Any committee or any appointment may be terminated by a majority vote of the Board upon written notice to the appointee(s). The Board may appoint successors to those persons whose services have been terminated.

### **Article VII — 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 the Club for a like period.

#### Section 2. Charges

Any member may proffer charges against a member for violations of the Club's Code of Ethics and/or 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 \$100.00, 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 the 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 3 weeks or more than 6 weeks thereafter. The secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice for the hearing and an assurance that the defendant may personally appear in their own defense and bring witnesses if they wish.

#### Section 3. Board Hearing

Both complainant and defendant shall be treated uniformly. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing. Alternatively, 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 their fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, the finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties 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 proceeding may occur at a regular or special meeting of the Club to be held within 60 days but no earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in their own behalf, through no evidence shall be taken at this meeting. The President shall read the charges and the Board's finding and recommendation, and shall invite the defendant, if present, to speak in their own behalf if they wish. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds 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 VIII — Amendments**

#### Section 1. Proposed Amendments

Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by twenty percent 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 Secretary received the petition.

#### Section 2. Approval

The Constitution and Bylaws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed and/or sent digitally to each member at least two weeks prior to the date of the meeting.

#### Section 3. Publication

The Board shall keep proper and accurate records when amendments are adopted by the membership so that the club is governed by the appropriate documents. Revised Bylaws must be published to club members to avoid confusion as to which document is in effect.

### **Article IX — Order of Business**

#### Section 1. Club Business

At 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

- Approval of minutes of previous meeting

- Report of the President

- Report of the Secretary

- Report of the Treasurer
- Reports of the Committees
- Election of Officers and Board (at the Annual Meeting)
- Election of New Members
- Unfinished Business
- New Business
- Adjournment

#### Section 2. Board Business

At meetings of the Board of Directors, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Approval of minutes of previous meeting
- Report of the Secretary
- Report of the Treasurer
- Reports from Committees
- Unfinished business
- New Business
- Adjournment

#### Section 3. Electronic Signatures

With respect to any aspect of Club business requiring the signature of any Officer, member, or applicant, documents executed, scanned, and transmitted electronically are original documents and have the same legal effect as original documents. Electronic signatures are original signatures and have the same legal effect as original signatures. Club documents may be accepted, executed, or agreed to through an electronic signature in accordance with the Electronic Signatures in Global and National Commerce Act, Title 15, United States Code, Sections 7001 et seq., the Uniform Electronic Transaction Act, and any applicable state or federal law. By electronically or physically signing any Club document, the signatory consents to the provision of the document in electronic form, to the binding effect of an electronic signature, and acknowledges this consent cannot be later withdrawn.

### **Article X — Parliamentary Authority**

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.

### **Article XI – Contracts, Loans, and Transactions.**

#### Section 1. Contracts

The Board of Directors may authorize any Officer or committee member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be in general or confined to specific instances. Unless so authorized by

the Board of Directors, or unless inherent in the authority vested in the office under these Bylaws, no Officer or agent of the Club shall have any power or authority to bind the Club by any contract or engagement, to pledge its assets or credit, or to render it liable for any purpose or for any amount.

#### Section 2. Loans to Club

No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### Section 3. Checks and Deposits

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by an Officer or Officers, agent or agents of the Club as appointed by resolution of the Board of Directors. All funds of the Club not otherwise employed shall be deposited to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

#### Section 4. No Loans to Members

The Club shall not lend money to, nor guarantee the obligations of, any Director, Officer, or member of the Club.

### **Article XII – Transactions Between Club and Directors**

#### Section 1. Conflict of Interest

A transaction with the Club in which a Director of the Club has a direct or indirect interest is not voidable by the Club solely because of the Director's interest in the transaction if either (1) the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors, and the Board of Directors or committee authorized, approved or ratified the transaction; or (2) the transaction was fair to the Club. Authorization, approval or ratification occurs if a majority of the Directors on the Board of Directors or on the committee, who have no direct or indirect interest in the transaction vote to authorize.

#### Section 2. Disqualification

A Director of the Club shall not be disqualified by the Director's office from contracting with the Club as vendor, purchaser, or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested be voided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the Director so interested, although such Director may be counted toward a quorum.

### **Article XIII — Dissolution**

The Club may be dissolved at any time by the written consent of not less than two-thirds 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 shall be distributed to any members of the Club but after payment of the debts of the Club its property and assets shall be given to a tax-exempt charitable organization for the benefit of dogs selected by the Board of Directors.