

NORTHEAST BORDER COLLIE ASSOCIATION, INC.

BYLAWS

(Revised and approved on January 21, 2023)

ARTICLE I

Provisions

Section 1. The name of the corporation shall be NORTHEAST BORDER COLLIE ASSOCIATION, INC. hereinafter referred to as “NEBCA” or the “Association.” Whenever in the Bylaws or other documents of the corporation, the use of the terms NEBCA or Association should be construed to refer to the corporation.

Section 2. The mission of the NORTHEAST BORDER COLLIE ASSOCIATION is to promote and protect the Border Collie as a working stock dog through the sanctioning and regulation of competitive herding trials and by providing information on training, health, and breeding.

Section 3. The region shall consist of Maine, Vermont, New Hampshire, Massachusetts, Connecticut, Rhode Island, New York, Pennsylvania, New Jersey, Maryland, and Ontario, Quebec, and the Maritime Provinces of Canada. NEBCA sponsored events and sanctioned programs will be held in the NEBCA region.

Section 4. The principal place of business or office of the corporation shall initially be located at the place set forth in the Articles of Organization of the corporation. The Board of Directors (also referred to as “Directors”) may establish other offices and places of business in Massachusetts or elsewhere.

ARTICLE II

Membership

Section 1. Definition. The members of the corporation shall be (i) the Directors of the corporation then in office and (ii) those persons who qualify. To qualify, a person must support the mission of NEBCA and pay the dues as determined by the Directors of the corporation.

Section 2. Dues. Membership dues are for the calendar year and shall be payable on or prior to January 1 of each year. Anyone paying dues between October 1 and December 30 will receive membership for the remainder of that year and the following year. For dues payments received after January 1, membership privileges will only begin on the date payments are received. Membership dues must be paid prior to (1) receiving any privileges of NEBCA membership and (2) participating in any events or programs as defined in the Bylaws or program guidelines. Dues are not refundable.

A fee will be set for Individual Memberships, and a fee will be set for Farm or Family Memberships. All fees will be in United States funds. Dues amounts will be determined by the Directors of the Association and will be set as required to maintain the firm financial basis of

NEBCA. Dues amounts can only be changed at the Annual Meeting and implemented in the subsequent calendar year.

Section 3: Privileges. A member who is 18 years or older has the privilege of voting, holding office and being counted for quorum at meetings. Members less than age 18 years old who meet all other requirements will receive membership privileges as determined by the Directors.

Members enjoy participation in meetings and committees as well as trials and other activities and programs organized and run by NEBCA, including opportunities for fellowship, co-mingling, and personal contact with other members. Members may reside anywhere in the US or Canada and may participate in any NEBCA sanctioned programs or sponsored event provided they meet the particular qualifying requirements for that program or event.-

Section 4. Lifetime Members. Lifetime membership will be awarded by the Board of Directors to individual members with longtime and ongoing service to and dedication to NEBCA and its mission. Lifetime membership recipients receive full membership benefits, but do not pay any annual membership dues.

Section 5. Responsibilities. Responsibilities of members age 18 and older shall include:

- a) Electing the Directors and Officers of the Corporation;
- b) Determining the direction of the Association by serving as directors, officers, and/or committee members; and
- c) Participating in membership meetings.

Section 6. Resignation. Any member may resign at any time by written email or hardcopy notice to the Secretary of the corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7. Meeting Participation. Meetings of the Directors, the Executive Committee, Standing and Select Committees, and the membership may be held in person or virtually by electronic communications such as teleconference or video conference that permit contemporaneous communication. Virtual participation in any meeting shall constitute attendance. At all meetings the vote of each participant must be cast in person, by proxy or by ballot.

Section 8. Quorum. The lesser of twenty-five (25) or 10 percent of the membership in attendance or represented by proxy shall constitute a quorum at any meeting of the members, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the members at which a quorum is present, the vote of a majority of those in attendance, or represented by proxy or by ballot, shall decide any matter unless a different vote is specified by law, the Articles of Organization, or these Bylaws.

Section 9. Annual Meeting. The Annual Meeting of the members of the corporation shall be held on the first Saturday in March of each year at such time and place as the Directors may determine. Notice of the Annual Meeting setting forth the date, time, and place of any such meeting shall be given to all members not less than thirty (30) days prior to the date thereof. If an annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. The meeting agenda will be provided no less than fourteen (14) days prior to the meeting.

Section 10. Special Meetings. Special meetings of the members may be called at any time by the President, by the Board of Directors, by any other officer, or upon a written request of members representing at least sixty (60) percent of the smallest quorum of members required for a vote upon any matter at the Annual Meeting. Notice of any special meeting setting forth the date, time, and place of any such meeting shall be given to all members not less than fourteen (14) days in advance of the meeting by the Secretary, or in the case of the absence, incapacity, or refusal of the Secretary by any other officer.

Section 11. Voting and Proxies. An Individual Member shall have one (1) vote, and Family or Farm Members shall have two (2) votes so long as they are submitted by two individual members of the same family or farm. Proxies shall be filed with the Secretary of the meeting, or of any resumed meeting, before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any resumed meeting but shall not be valid after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

Section 12. Non-Member Participation. The Board of Directors may, from time to time, designate certain persons or groups of persons as advisors to the Association or may designate such persons by such other title as the Directors deems appropriate. Notwithstanding any such designation, however, such persons shall not be members of the corporation, and shall have no right to notice of meetings and no right to vote or to participate in any meeting of members, and shall have no other rights with respect to the Association.

Section 13. Consent Action Without Meeting. Any action required or permitted to be taken at any meeting of the members, Board of Directors, and Executive Committee, may be taken without a meeting if all the participants consent to the action in writing including email and the actions are announced at the next meeting of members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE III

Directors

Section 1. Powers and Duties. The business and property of the corporation shall be managed by a Board of Directors who may exercise all the powers of the corporation which are not expressly reserved to the members by law, the Articles of Organization, or these Bylaws.

Section 2. Stewardship. The Board of Directors shall ensure that the Association fulfills its mission. Additionally, the Directors shall oversee the fiscal integrity of the Association's use of funds and have a fiduciary duty to protect NEBCA's assets. The Directors shall establish policies which are in line with the Association's values, goals and mission. The Directors shall also establish and maintain a Corporate Events Calendar for planning and compliance governance.

Section 3. Composition and Terms. The Board of Directors shall have five (5) members, four (4) elected by the membership at the Annual Meeting and one (1) member to be the President of the corporation. Directors shall be elected to staggered terms of two (2) years duration. Initially, the Board of Directors' term of office will be for one (1) year for two (2) directors, and two (2) years for three (3) directors. All Directors shall hold office until the next Annual Meeting and

thereafter until their respective successors are elected. Any vacancy in the board may be filled by the Directors until the next Annual Meeting.

Section 4. Resignation and Removal. Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members present at any meeting of the members at which a quorum of the members entitled to vote is present.

Section 5. Meetings. Meetings of the Directors may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof. A regular meeting of the Directors may be held at the same place as the Annual Meeting of the members or the special meeting held in lieu thereof, following or as a part of such meeting of the members. Special meetings of the Directors may be held at any time and place designated by the President or two or more Directors.

Section 6. Quorum. At any meeting of the Directors a majority of the Directors then in office shall constitute a quorum for the transaction of business, but a lesser number may without further notice adjourn the meeting to any other time. At any meeting of the Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these Bylaws.

Section 7. Delegation of Powers. The Directors shall elect such committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fundraising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committees.

ARTICLE IV

Officers

Section 1. Composition. The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, a newsletter editor, a webmaster, and such other officers as the Directors may determine.

Section 2. Eligibility and Tenure. All officers must be members of the corporation. The President, Vice President, Treasurer, and Secretary shall be elected for a two (2) year term by the members at the Annual Meeting. Other Officers may be chosen or appointed by the Board of Directors at such meeting or at any other meeting. Multiple offices may be held by the same person, except that the President and the Secretary shall not be the same person.

Whenever the Secretary is not a resident of the Commonwealth of Massachusetts, the corporation shall appoint a resident agent for service of process, appointed in the manner prescribed by law.

Except as otherwise provided by law, the Articles of Organization, or these Bylaws, all officers shall hold office until their terms expire and their successors are elected. The transition to the newly elected officers will occur during the Annual Meeting following the announcement of the election results.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the President or the Chair of the Board of Directors, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office.

Section 4. Special Elections for Vacancies. If an officer leaves office before their term expires, a special election shall be held at the next scheduled meeting to fill the unexpired term until the next election.

Section 5. Duties of President. The President shall be the Chief Executive Officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the Board of Directors. The President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the members and Directors. The President shall have such other powers and duties as are usually incident to that office and may be vested in that office by these Bylaws or by the Directors. The President shall serve as a fifth member of the Board of Directors.

Section 6. Duty of Vice President. The Vice President shall preside in the absence of the President.

Section 7. Duties of Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation and shall account for income and expenditures with standard accounting practices, maintain supporting records and documents, prepare and present standardized financial reports, and propose the annual budget. The Treasurer shall maintain custody of all funds, securities, and valuable documents of the corporation, except as the Directors may otherwise provide. The Treasurer shall be responsible for all annual state and federal filings required by regulation and code. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or as the Directors may designate for such office from time to time.

Section 8. Duties of Secretary. The Secretary shall give such notices of meetings of members as are required by these Bylaws and shall keep a record of all the meetings of members. The Secretary shall maintain a current list of Directors and Members and their contact information and be custodian of all corporate and governing records. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these Bylaws or by the Directors. In the absence of the Secretary from any meeting of members, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

Section 9. Duties of Newsletter Editor. The Newsletter Editor shall keep the membership apprised of any and all actions of the organization through the periodic publication of a newsletter.

Section 10. Duties of Webmaster. The Webmaster shall maintain the NEBCA website. The website will be kept up to date with all aspects of the Association's business, rules, policies, processes, activities, historical records and educational material.

ARTICLE V Committees

All standing committee appointments, except the Audit Committee, shall be made by and will report to the Executive Committee. Select committee appointments shall be made by either the Board of Directors or the Executive Committee.

Section 1. The Executive Committee: This committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Committee will be responsible for the day-to-day running of the Association. The committee will report to the Board of Directors. The Executive Committee will have the authority to conduct day-to-day business in the absence of a quorum of the membership.

Section 2. Open Trials Committee: A committee of five members and the President of the corporation (*ex officio* and non-voting) will sanction, regulate, and oversee open-level sheepdog competitions in the NEBCA region. The committee will organize and manage the High Points Competition and the Fall Foliage Championship Trial. Terms of appointment of the Open Trials Committee will be for two years. A member shall serve no more than two consecutive terms.

Section 3. Novice Trials Committee: A committee of five members and the Vice President (*ex officio* and non-voting) will sanction, regulate, and oversee novice-level sheepdog competitions in the NEBCA region. The committee may also organize and manage novice-level sheepdog competitions on behalf of the Association. They will set criteria for the accrual of points for all novice classes. Terms of appointment of the Novice Trials Committee will be two years. A member shall serve no more than two consecutive terms.

Section 4. Nominating Committee: The President shall appoint a Nominating Committee of three members by August 1 to provide a list of candidates for all elected officer and director positions to the Secretary by November 15. Then the Secretary will provide to all members paper and/or printable ballots with the proposed candidates listed, a space provided for write-in votes for each position, and the rules and deadline for voting by December 8.

Section 5. Election Committee: The President shall appoint an Election Committee of three members that will count (or witness the Secretary's count of) the cast ballots on or after the January 31 deadline for receipt of ballots, and report the outcome at the Annual Meeting.

Section 6. Audit Committee: The Board of Directors shall appoint an Audit Committee of three members to conduct an examination of the financial records of the corporation each year. The audit shall be conducted prior to the Annual Meeting and the Audit Committee Report shall be given to the Board of Directors at each Annual Meeting.

Section 7. Education Committee. A committee of four members will provide the membership with opportunities to expand their knowledge of all aspects of selecting, training, and trialing the working Border Collie.

ARTICLE VI

Personal Liability and Indemnification

Section 1. Personal Liability. No member, director, or officer of the Association shall be personally liable for any debt, liability, or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contract or claim, for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

Section 2. Indemnification. The Association shall indemnify, to the extent legally permissible and permitted by the limits of any nonprofit professional liability insurance policy purchased by the Board of Directors and the limited resources of the Association, each of its current and former directors and officers, "Indemnified Officers" (and each of their respective heirs, beneficiaries and assignee), of and from any and all liability including but not limited to liability for attorneys fees, arising from any such contract, claim, debt, damages, judgment or decree, except in the extent such director or officer is finally adjudicated not to have acted in good faith and in the reasonable belief that his or her actions were in the best interest of the Association. Any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding. If all Directors are at that time parties to the proceeding, then the membership shall decide.

Section 3. Adjudication. No indemnification shall be provided to any Indemnified Officer as to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association.

Section 4. Amendment. No amendment or repeal of the provisions of this article which adversely affect the right of an Indemnified Officer under this article shall apply with respect to such Indemnified Officer's acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE VII

Miscellaneous Provisions

Section 1. All contracts, deeds, leases, bonds, notes, checks, and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in a particular case otherwise determine.

Section 2. Except as the Board of Directors may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. The Secretary is responsible for keeping original or attested copies of the Articles of Organization, Bylaws, Governing Documents, and records of all meetings of incorporators and members, and Federal and State filings. These corporate records shall be kept in Massachusetts at the principal office of the corporation, or of the Secretary, or stored on a secure server, but such corporate records need not all be kept in the same location. They shall be available at all

reasonable times for inspection by any member for any purpose in the proper interest of the member relative to the affairs of the corporation.

Section 4. All references in these Bylaws to the Articles of Organization and to these Bylaws shall be deemed to refer, respectively, to the Articles of Organization and the Bylaws of the corporation as amended and in effect from time to time.

Section 5. Except as from time to time otherwise determined by the Directors, the fiscal year of the corporation shall end on the 31st day of December of each year.

Section 6. Parliamentary Procedure. Robert's Rules of Order shall be the parliamentary procedure governing the Association.

ARTICLE VIII

Amendment of Bylaws

These Bylaws may be amended or repealed, in whole or in part, by vote of a two-thirds majority of the members present at the Annual Meeting and those voting by proxy or ballot, provided that the substance of any proposed change must be stated in the notice of the meeting at which such action is to be taken. Notice stating the substance of such change for the making, amending, or repealing of any Bylaw must be provided to the membership at least 30 days prior to the Annual Meeting.