

# BC Stock Dog Association Constitution (amended 2018)

## I. INTRODUCTION

1. The name of the society is: The B.C. Stock Dog Association. <http://www.stockdog.bc.ca/>
2. The purposes of the society are to:
  - a) Promote the ability of the working stock dog and educate the public to the use of these dogs.
  - b) Promote the use of stock dogs on more farms and ranches.
  - c) Promote the breeding, exposure, and growth of stock dog breeds by way of trials, demonstrations, clinics and advertising, etc.
  - d) Promote in B.C. the registration of Border Collies in the Canadian Registry. CBCA (Canadian Border Collie Association) <http://canadianbordercollies.org/>

## BYLAWS

## II. MEMBERSHIP

1. The membership of the Association shall be the subscribers to the application for incorporation and such other persons as are admitted as members of the Association, upon payment of membership fees.
2. There shall be four classes of membership, namely:
  - a) Annual Voting Membership
  - b) Annual Non-Voting Membership
  - c) Honorary Life Membership
  - d) Voting Life Membership
3. Honorary Life Membership, inclusive or exclusive of voting rights, may be conferred by resolution of the Board of Directors in recognition of services rendered to the Association, or to the support of the dog industry as a whole. Honorary Life Members who reside outside B.C. have no voting rights.
4. Annual and Life Voting memberships may be applied for by any person whose principal residence is in B. C.
5. Annual Non-Voting memberships may be applied for by any person whose principal residence is outside B.C.
6. All classes of membership except Honorary Life Membership are open to corporations and associations. No memberships shall be transferable.

### III. TERMINATION OF MEMBERSHIP

1. All classes of membership except Honorary Life and Voting Life shall automatically terminate at the close of the Association's fiscal year.
2. Failure by any member to renew his/her membership, or by any affiliated organization to renew its affiliation within thirty (30) days after commencement of the fiscal year, shall automatically result in the suspension of all rights and privileges of membership or affiliation until the requisite dues are paid. The member shall not be in good standing until the dues are paid.
3. Notice of the date on which annual membership or affiliation is renewable shall be published in the last issue of the Association's official publication prior to the last day of the then current fiscal year.
4. Any member may terminate his/her membership, or organization its affiliation, at any time, by giving written notice to that effect to the Association's secretary-treasurer.
5. The Board of Directors upon its own initiative or upon the substantiated charge of any member or members in good standing, may suspend or expel any member or organization as a disciplinary measure for conduct detrimental to the best interests of the Association. The member or organization so charged shall be advised of the charge, and shall have the opportunity of offering defence before disciplinary action by the Board of Directors is considered. If the member or organization is dissatisfied with the decision of the Board of Directors they shall have the right of appeal at an Annual General Meeting or at a special meeting called for that purpose.

### IV. FEES

1. The Board of Directors shall, by resolution, set and establish the fees payable in respect to each class of membership and affiliation and may, from time to time, increase, decrease, or otherwise vary such fees; subject always to the approval of the members given at a general meeting of members, and shall not be effective until such approval has been given.

### V. ANNUAL GENERAL MEETING

1. The Association shall hold its Annual General Meeting at a date and location set at the discretion of the Directors. Thirty (30) day notice of the meeting (from date of mailing) shall be given in writing to each member by mailing a notice of meeting by ordinary mail to the last known address of each member. Alternatively, members may be notified thirty days in advance via members' email list and notification on 'Members Only' section on the BCSDA Web page.

2. The functions of the Annual General Meeting shall be:

- a) To elect Directors,
- b) To debate and vote on matters submitted by the Board of Directors, and committees,
- c) To receive and act on reports of the President and Secretary/Treasurer.

3. Any general meeting may enact, repeal or amend any by-laws of the Association only by special resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person. Notice specifying the intentions to propose a special resolution must be given thirty (30) days prior to said meeting. Notice may be given by ordinary mail, email and on the BCSDA 'Members Only' section on the BCSDA website.

4. Every duly affiliated organization shall be entitled to one vote. This vote shall be given by a delegate appointed in writing by resolution of the Board of Directors of the affiliated organization.

6. Only Annual Voting members, Honorary Life members with voting rights, and delegates of affiliated organizations shall have the right to vote at meetings of the Association.

7. Decisions of a general meeting shall be made by a simple majority of voters present. In the event of equal division of voters the Chairperson shall have the deciding vote.

8. All decisions as to the methods and procedures of voting shall at all times rest with the Chairperson of the meeting.

9. A quorum for a general meeting shall be six members.

## VI. REGIONS, DISTRICTS, AND LOCAL CHAPTERS

1. If necessary, for ease of direction, the B.C. Stock Dog Association may create divisions of the Province for administration purposes into Regions, Districts, or Local Chapters, which, to all intents and purposes shall be autonomous.

2. Regional Representatives may be appointed by the Board of Directors as they see fit, to aid in the development of Local Chapters of the Association. This is not an elected position and can be terminated at any time by decision of the Board.

## VII. DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors composed of not less than (9) persons and not more than fifteen (15) persons.

2. Only Annual, Life Voting members and Honorary members with voting privileges shall be eligible to be elected as Directors.
  - a) Directors must be residents of British Columbia.
  - b) Directors shall be eligible for re-election.
  - c) An annual member, having paid dues for the year following the AGM, shall be eligible to be elected even if she/he is not paid for the year in which the AGM occurs. (1997)
  
3. A Director shall hold office from the close of the Annual General Meeting at which he/she is elected or which follows the meeting at which he/she was elected as the case may be, until the close of the second Annual General Meeting thereafter. The office of a Director, howsoever elected, shall be vacated by:
  - a. death, or
  - b. resignation given in writing to the Board, or
  - c. ceasing to be eligible through non-payment of membership dues, or
  - d. a resolution by the unanimous vote of all the other directors declaring him/her to be incapable of fulfilling his/her duties, or dismissing him for conduct detrimental to the interest of the Association.
  - e. ceasing to be a resident of B.C.

The Board of Directors may appoint any eligible person, not already a director, to fill any vacancy for the unexpired term thereof.

4. A meeting of the Board of Directors may be held at any time and place to be determined by any three (3) of the Directors, or by the President, upon notice mailed or telephoned or electronic notice by the Association's Secretary at least seven (7) days in advance.
  
5. One half of the Directors in office shall constitute a quorum for meetings of the Board of Directors.
  
6. Unless otherwise provided by law or by-laws, approval by meeting of the Board of Directors shall require favourable vote of the majority of the Directors present thereat. In the event of an equal division of votes, the Chairperson shall have a casting vote. It shall be left to the discretion of the Board to determine what matters shall be referred for a decision or an opinion to either an annual or special meeting.
  
7. The Directors shall serve without remuneration or compensation, except that the Board from time to time may reimburse a Director for out of pocket expenses necessarily incurred in the discharge of duties specifically assigned to him by the board, or in attending meetings of the Association.
  
8. A quorum for meetings of the Executive shall require a unanimous vote of the members when a minimum quorum is present, unless otherwise provided by the by-laws. The Board shall have the power of Resolution to grant one or more of its members signing authority for any documents binding the Association, including cheques, bills, and other negotiable instruments.

9. The Board of Directors may appoint a Nominating Committee and other special committees as required. The Board shall advise each Committee of its duties and terms of reference, and all committees shall report to the Board of Directors, excepting a Nominating Committee which shall report directly to the meeting at which elections are being held.

10. The Board of Directors may appoint, remove, and determine the remuneration of any Committee Chairperson or Member as it sees fit.

11. The Executive Committee of President, Vice President, Secretary, Treasurer, and Trial Director shall be elected as part of the Board of Directors. They are to represent, supervise and administer the activities of the Association.

12. The directors shall be elected on a regional basis in the following manner: (1997)

- Prince George and North
- Cariboo
- Kamloops/Shuswap
- Okanagan/ Kootenays
- Lower Mainland/Fraser Valley
- Island
- directors-at-large one
- director-at-large two

a) The expiration dates of the positions will be as listed below, and any seat which is vacated before the term expires will be filled at the next AGM, but the expiration date of the term of office will remain.

Even numbered years	Odd numbered years
President	Vice president
Treasurer	Secretary
Trial Director	Island
Cariboo	Lower Mainland /Fraser Valley
Kamloops / Shuswap	Director at Large 2
Okanagan/Kootenays	Fundraiser
Prince George & North	
Director at Large 1	

13. Western Canadian Stock Dog Championship: The two BC reps to the WCSDC shall be the trial director and the chairperson of the immediate past BC Western Canadian Trial. (1998)

## VIII. OFFICERS

1. A director shall hold office commencing immediately upon election until the close of the second Annual General Meeting next following, unless the office shall previously have been vacated by:
  - a. death, or
  - b. resignation given in writing to the Board, provided always that the Board may appoint another eligible Director to fill any vacancy occurring in the office of President, Vice President, Secretary, Treasurer or Trial Director for the unexpired term thereof.
  
2. The Officers shall serve without remuneration or compensation except that:
  - a. The Board may reimburse an officer for out-of-pocket expenses necessarily incurred in her/his official capacity in the discharge of duties for and on behalf of the Association.
  - b. The Board may grant remuneration to the Association's Executive Secretary and/or Treasurer.
  - c. The president is authorized to make expenditures for advertising, communication and other purposes up to \$200 per item or a maximum of \$500 per year.
  
3. The President shall preside at all meetings of the Board and at all general meetings, if present.
  
4. The Vice-President shall perform the duties of the President in her/his absence or at her/his request.
  
5. The Treasurer shall administer the finances of the Association within the provisions of the law and the by-laws.
  
6. The Secretary shall;
  - a) Make and maintain a permanent record of club business in the form of minutes.
  - b) Perform such managerial duties as are assigned by the Board of Directors.
  - c) Receive correspondence directed to the Association and see to its proper disposition, reply to correspondence if required and/or as directed to by the President, and to originate correspondence as required.
  - d) The office of the Secretary may be combined with that of the Treasurer until such time as the Board of Directors decides that these offices are to be separated.
  - e) Hold and maintain club archives and files.

## IX. FINANCES

1. The Association's fiscal year shall be from the first day of October to the last day of September.

2. All monies belonging to the Association shall be placed in such chartered bank or banks as may be designated by the Executive Committee.

3. A detailed record of all monies received, receivable, paid and payable, shall be kept by the treasurer in the books of appropriate form and open to inspection by officers of the Association.

4. Such books and other documents pertaining to the collection, management and disbursements of the Association's monies shall be audited once a year by an audit committee selected by the Board of Directors and its written report shall be submitted to an Annual General Meeting by the Treasurer for approval.

5. All contracts and all expenditures, except as noted in VIII.2.c., shall require the approval of the Board of Directors which shall be recorded in the meeting minutes and kept in the records for accounting and auditing purposes. Any member, or group of members, who applies for and receives a grant **over \$500** from the Association, is required to submit a financial statement to the treasurer for the year in which the grant is received.

6. Should the membership of an individual or the affiliation of an organization be terminated for any reason whatsoever:

- a) The Association shall be under no obligation to distribute to such an individual or organization any part of the monies, values or assets then held by the Association, including the fees already paid by such an individual or organization, under the membership or affiliation assessment.
- b) Such individual or organization shall be relieved as of the effective date of termination of membership or affiliation, of their obligation to pay dues to the Association, even for the current fiscal year.

## X. PROMOTIONAL ACTIVITIES

1. These shall include trials, clinics, memberships, breeders lists, demonstrations, subscriptions to stock dog journals, or any other activities to promote stock dogs.

2. The Association will not pay for new memberships for any trial supporters. If trial organizers wish to reward supporters with a membership, the trial organizer must pay for the membership from other sources, not Association funds. (1997)

## XI. BORROWING POWERS

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures,

but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

## XII. TERMINATION OF EXISTENCE

On the winding-up and dissolution of the B.C. Stock Dog Association, the assets shall not be distributed among members, or any of them. The transfer and delivery of the assets remaining, after all debts have been paid or provision for payment has been made, will be to a charitable institution or to trustees on trust for a charitable purpose.