

**Mountain and Plains Border Collier Association Bylaws
As Amended November 7, 2009**

Article I: General Provisions

- Section 1. The name of the Corporation shall be Mountain and Plains Border Collie Association. The principal office of the Corporation shall be as determined by the Board of Directors (Board).
- Section 2. The objectives of the Corporation hereafter sometimes referred to as the Association where appropriate shall be:
- (a) Promote the Border Collie as the working stock dog it has been bred to be for hundreds of years.
 - (b) Educate the public on the abilities, working characteristics, variations in type and recognized registries for the breed.
 - (c) Promote maintaining purebred dogs and encourage selective breeding to eliminate and control genetic defects that may be found in the breed.
 - (d) Conduct organized workout sessions, fun days, and trials to encourage members to develop their dogs to the fullest extent of their natural abilities.
 - (e) Keep membership informed of workouts, training clinics, trials and other matters concerning the breed.
 - (f) Promote competitive activity with other field trial oriented organizations.
- Section 3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on
- (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code
 - (b) by a corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

Article II: Membership

- Section 1. Active membership shall be open to all persons eighteen years of age and older who subscribe to the purposes of the Association. A member has the privilege of voting, holding office and being counted for quorums at meetings.

Section 2. Dues: Membership dues shall be payable on January 1 of each year. A fee will be set for Individual Memberships and Family Memberships. Family Membership will be described as a single household. All fees will be in United States Currency. Dues amounts will be determined by the Officers of the Association and will be set as required to maintain the firm financial basis of the Association. Dues amounts can only be changed at the Annual Meeting. Membership dues shall be paid prior to:

- (a) receiving any privileges of the Association membership and
- (b) participating in any events or programs as defined in the Bylaws or other Association guidelines.
- (c) Individual membership is entitled to one vote.
- (d) Family membership is entitled to two votes.

Section 3. Termination of membership: Membership may be terminated

- (a) By resignation. Any member in good standing may resign from the Association upon written notice to the Secretary; but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association and they become incurred on the first day of each calendar year.
- (b) By lapsing. A member shall be considered as lapsed and automatically terminated if such member's dues remain unpaid ninety days after the first day of the calendar year. In no case may a person be entitled to vote at any Association meeting whose dues are unpaid as of the date of that meeting.
- (c) By expulsion. To be determined by a committee of no less than three members appointed by the President in matter of conduct and deemed detrimental to the Association.

Article III: Board of Directors

Section 1. Number and Qualifications. The affairs of the Corporation shall be managed by a Board of seven (7) Directors. Directors shall be members at the time of election, and membership on the Board shall cease thirty (30) days after the termination of said Director's membership in the Corporation.

Section 2. Term of Office. The members shall elect two (2) of the Directors every year at the Annual Meeting. Each Director shall hold office for a term of two (2) years, or until a successor is elected or installed, unless the Director shall sooner resign, be removed, or otherwise be disqualified to serve.

Section 3. Removal; Replacement. Any Director may resign by delivering a written resignation to the Corporation at its principal office or [to](#) the president. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The members, by vote of a two-thirds majority of members present at the Annual Meeting and those voting by proxy or written ballot, provided that the substance of such removal or replacement must be stated in the notice of the meeting at which such action is to be taken may remove any Director with or without cause. Such notice must be given to the membership at least 30

days prior to the Annual Meeting. Grounds for removal include a Director's failure to attend three (3) or more consecutive meetings of the Board. In the event of death, resignation or removal of a Director, his or her successor shall be selected from the membership, by a majority of the remaining Directors, whether or not such remaining Directors constitute a quorum, and shall serve until the next Annual Meeting, at which time a successor from the current membership shall be elected to complete the unexpired term.

Section 4. Compensation. No Director shall receive compensation from the Corporation for serving on the Board of Directors. However, any Director may be reimbursed for actual expenses incurred in the performance of the Director's duties, and Directors may be paid for serving the Corporation in a capacity other than Director.

Section 5. Powers of the Board. The Board shall have power to:

- (a) Exercise for the Corporation all powers, duties and authority vested in or delegated to the Corporation and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
- (b) Employ a manager, an independent contractor, or such other employees as they deem necessary, and prescribe their duties.
- (c) 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.
- (d) Any action by the Directors or any committee may be taken without a meeting if written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meeting of the Directors or committees. Such consent shall be treated for all purposes as a vote at a meeting.
- (e) The Directors shall elect such committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with the matters affecting fund raising, 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 property before the meeting shall consist of a majority of the elected members of such committees.

Section 6. Duties of the Board. It shall be the duty of the Board to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by members entitled to cast at least one-fourth (1/4) of the votes at such meeting.
- (b) Supervise all Officers, agents, and employees of the Corporation.

- (c) Procure and maintain insurance that the Board deems to be reasonable for the Corporation.
- (d) Keep financial records sufficiently detailed to enable the Corporation to operate in a reasonable manner, and make available to members current copies of the Articles of Incorporation, these Bylaws, the books, records, and financial statements of the Corporation for any appropriate purpose, at the member's expense. The Board is authorized to adopt reasonable policies for members who request a review of the books and records.
- (e) Invest Corporation funds subject to any investment policy the Board may adopt which reflects the basic investment objectives of diversity, safety, liquidity and income return. At least annually, the Board shall make available to the members a listing on an itemized basis as to amount, type and rate of return, of the instruments, funds and accounts in which Corporation funds are invested or deposited.

Any of the aforesaid duties may be delegated by the Board to any other person(s). No loans may be made by the Corporation to any Officer or Director.

- Section 7. Meetings. Regular 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 give notice thereof. Special meetings of the Directors may be held at any time and place designated in a call by the President, the Treasurer or two or more Directors.
- Section 8. Notice of Meetings. Notice of all special meetings of the Directors shall be given to each Director by the secretary or, in the case of death, absence, incapacity or refusal of the clerk, by the officer or one of the Directors calling the meeting. Such notice shall be given t each Director in person or by telephone, telegram, electronic transition or facsimile transition sent to each such Director's business or home address at least five (5) days in advance of the meeting or by mail addressed to the Director's business or hoe address and postmarked at least seven (7) days in advance of the meting.
- Section 9. 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 at any other time.
- Section 10. Telephonic and Electronic Meetings. The Board may permit any Director to participate in a Board meeting through any means of communication by which all Directors participating in the meeting can hear each other during the meeting. A Director participating in this manner shall be deemed to be present at the meeting.
- Section 11. Proxies. Directors shall be entitled to vote by proxy at meetings of Directors in accordance with C.R.S. 7-127-203 and 7-127-204 (2003), as may be amended from time to time.

Article IV: Officers

- Section 1. Officers. The Corporation's Officers shall also act in the capacity of members of the Board of Directors. The Corporation's officers, consisting of President, Vice President, Secretary and Treasurer, shall serve in their respective capacities in regard to the Association and its meetings.
- Section 2. Special Appointment. The Board may elect such other Officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- Section 3. Term of Office. Term of office for all Officers shall be two (2) years. The Officers shall be elected biannually by the majority of the membership and each shall hold office for two (2) years or until a successor is elected and installed, unless the Officer shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.
- Section 4. Resignation and Removal. Any Officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The members, by vote of a two-thirds majority of members present at the Annual Meeting and those voting by proxy or written ballot, provided that the substance of such removal or replacement must be stated in the notice of the meeting at which such action is to be taken may remove any Officer with or without cause. Such notice must be given to the membership at least 30 days prior to the Annual Meeting. In the event of death, resignation or removal of an Officer, his or her successor shall be selected from the membership, by a majority of the remaining Directors, whether or not such remaining Directors constitute a quorum, and shall serve until the next Annual Meeting, at which time a successor from the same class shall be elected to complete the unexpired term.
- Section 5. Vacancies. A vacancy in any office may be filled by election by the Board. The Officer elected to such vacancy shall serve for the remainder of the term of the officer replaced.
- Section 6. Multiple Offices. No Officer shall simultaneously hold two or more offices except in the case of special offices created pursuant to Section 2 of this Article.
- Section 7. Duties. The duties of the Officers, which are delegable to other persons are as follows:
- (a) President: The President shall preside at all meetings of the Board and Members; shall preside as the Director of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds

and other written instruments; and co-sign or authorize a designated agent to co-sign promissory notes and checks of the Corporation.

- (b) Vice-President: The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of the Vice-President by the Board.
- (c) Secretary: The Secretary or a designated agent shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; shall affix the corporate seal of the Corporation on all papers requiring it; shall serve notice of meetings of the Board and of the members; shall keep appropriate current records showing the names of the members together with their addresses; and shall perform such other duties as required by the Board.
- (d) Treasurer: The Treasurer or a designated agent shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board; shall sign or authorize a designated agent to sign promissory notes and checks of the Corporation; shall keep proper books of account; may cause an annual compilation report of the Corporation books to be made by a Certified Public Accountant at the completion of each fiscal year or, at the option of the Board, an annual review or audited financial statement may be required; and shall prepare an annual budget to be presented to the Board. His/Her books shall be open at all times to inspection and he/she shall report at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported. At the annual meeting he/she shall render an account of all monies received and expended during the fiscal year. The Treasurer shall also act as Membership Chairman accepting all new applications and dues and shall keep a current record of members in good standing with dues paid.

Article V: Indemnification of Directors and Officers

- Section 1. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, president, vice president, treasurer, assistance treasurer, clerk, assistant clerks or other officer of the Corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Officer in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding" in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the full Board of Directors); provided that no indemnification shall be provided for such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been fully adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's

action was in the best interests of the Corporation and further provided that any compromise or settlement payment shall be approved by the Corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors of the Corporation, include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such indemnified Officer shall be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Corporation under this Article, and each Director and officer of the Corporation approving such payment shall be wholly protected, if:

- a) the payment has been approved or ratified 1) by a majority vote of a quorum of either i) the members who are not at that time parties to the proceeding or ii) the Directors who are not at the time parties to the proceeding or 2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board (in which selection Directors who are parties may participate); or
- b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (a) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or
- c) the Directors have otherwise acted in accordance with the standard of conduct applied to Directors under the C.R.S. Section 7-128-401 (2003) as may be amended from time to time, or
- d) a court have jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Corporation employees, agents, Directors, officers and other persons may be entitled by contract or otherwise under law.

This article, as amended, constitutes a contract between the Corporation and the Indemnified Officers. No amendment or repeal of the provisions of this article which adversely affects 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, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

Article VI: The Association Year, Member Meetings, Elections

- Section 1. Association Year. The Association's fiscal year shall begin on the first day of January and end on the thirty-first day of December.
- Section 2. Annual Meeting. There shall be an annual meeting, the date to be set by the President, at which time officers of the ensuing period shall be elected by ballot from those nominated. They shall take office immediately upon the conclusion the election and each retiring officers shall turn over to their successor in office all properties and record relating to that office within thirty days after the election.
- Section 3. Special meetings of the members may be called at any time by the President or the majority of the Board of Directors as determined. The Corporation shall also hold a Special Meeting if it receives a written demand for a Special Meeting signed by not less than members having ten percent (10%) of the votes of the Corporation. Meetings of members and Directors may be held at such places as may from time to time be designated by the Board of Directors.
- Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary of the Corporation or person authorized to call the meeting, not less than thirty (30) days nor more than sixty (60) days if mailed by first class mail or other than first class mail. Notice of meetings may be included in any newspaper, magazine, newsletter or other publication including all electronic publication means sent to the current list of members. The notice of any Special Meeting must state the purpose of the meeting, and business to be conducted.
- Section 5. Quorum. Unless otherwise specifically provided by the Articles of Incorporation, these Bylaws or by statute, all matters coming before a meeting of members at which a proper quorum is in attendance as per C.R.S. 7-127-205 (2003), as may be amended from time to time, in person or by proxy, shall be decided by the vote of a majority of the votes validly cast at such meeting.
- Section 6. Proxies. Votes may be cast pursuant to a proxy duly executed by a member in accordance with C.R.S. Section 7-127-203 (2003), as may be amended from time to time. All proxies shall be filed with the Corporation before or at the time of the meeting.
- Section 7. Action by Written Ballot. Any action that may be taken at any meeting of members may be taken without a meeting if a written ballot is sent to every

member in accordance with C.R.S. Section 7-127-109 (2003), as may be amended from time to time.

Section 8. Liability to Third Parties. Members, Directors, Officers and employees are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation, in accordance with C.R.S. Section 7-126-103 (2003), as may be amended from time to time.

Section 9. Nominations. No person may be a candidate in an Association election who has not been nominated. Sixty days prior to the annual meeting a nominating committee will be appointed consisting of three members and two alternates, selected from the membership, none of which can be an officer. This committee shall meet and nominate at least one candidate for each office and after securing the consent of each person so nominated, shall report their nominations to the Secretary in writing thirty days before the annual meeting. Upon receipt of the Nomination Committee's report the Secretary shall notify each member in writing of the candidates as nominated, at least 15 days prior to the annual meeting. Additional nominations may be made at the Annual Meeting by any member in attendance provided that person so nominated does not decline, or if not in attendance, provide a written statement signifying his/her willingness to be a candidate.

Section 10. 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 Association at which he is present. Absentee election ballots will be accepted if received at least three days before the annual meeting.

Article VII: Committees

Section 1. The Board shall appoint a Nominating Committee. In addition, the Board may appoint other committees as it deems appropriate in carrying out its purposes. Each committee shall include one or more Directors, and the President may appoint and remove the chairperson and members thereof, all of whom shall be members of the Corporation.

Article VIII: Corporate Seal

Section 1: The Corporation may have a seal in circular form and within its circumference the words: Mountain and Plains Border Collie Association.

Article IX: Rights of the Corporation

Section 1. The Corporation may exercise any and all rights or privileges given to it under the Articles of Incorporation or these Bylaws, or as may otherwise be given to it by law, and every other right or privilege reasonably to be implied there from or reasonably necessary to effectuate any such right or privilege.

Article X: Dissolution

- Section 1. The Association may be dissolved at any time by the written consent of not less than two-thirds of the membership. In the event of the dissolution of the Association, other than for purposes of reorganization, whether voluntary or involuntary or by operation of Law, none of the property of the Association or any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association. Upon dissolution of the Corporation, by vote of no less than two thirds of the membership assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code or shall be distributed to the Federal Government or to a State or local Government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of General Jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purpose of such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Article XI: Order of Business

- Section 1. Order of Business. At each meeting of the Association, the order of business so far as the character and nature of the meeting may permit, shall be as follows;
- Roll Call of Officers
 - Report of Secretary and Minutes of Last Meeting
 - Report of Treasurer
 - Report of President
 - Report of Vice President
 - Report of Committees
 - Election of Officers (at Annual Meeting)
 - Unfinished Business
 - New Business
 - Vote Regarding By-Law Changes
 - Adjournment

Article XII: Amendment of Bylaws

- Section 1. 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 written 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. No later than the time for giving notice of the meeting of members next following the making, amending or repealing of any Bylaw, notice thereof stating the substance

of such change shall be given to all members entitled to vote. Such notice must be given to the membership at least 30 days prior to the Annual Meeting.

Certification

I, the undersigned, thereby certify that I am the duly elected Secretary of Mountain and Plains Border Collie Association, a Colorado nonprofit Corporation, and that the foregoing Bylaws constitute the Amended and Restated Bylaws of said Corporation, as duly adopted at a meeting of the members and Board thereof, held on _____, 2009.

Signed this _____, 2009.

Secretary