

Canadian Cattle Dog Association

Bylaws

ARTICLE I. NAME.

The name of this organization shall be the Canadian Cattle Dog Association.

ARTICLE II. PURPOSE.

The Canadian Cattle Dog Association is a nonprofit corporation whose purpose is to foster, promote and develop the use of cattle dogs for the benefit of farmers, ranchers, other livestock owners and cattle dog handlers and facilitate humane handling of livestock by encouraging proper use of well trained cattle dogs and to foster, promote and facilitate humane handling of livestock by educating farmers, ranchers, other livestock owners and cattle dog handlers in the proper use of well trained cattle dogs. It shall conduct educational events, including clinics, trials and demonstrations, and shall sanction trials, keep records for the purpose of qualifying dogs for the Canadian Cattle Dog Finals and shall be responsible for conducting the Canadian Cattle Dog Finals.

ARTICLE III. MEMBERSHIP.

Section 1. General Qualifications. Any individual, family, partnership, corporation, association, or other entity may, by paying annual dues, be a member of the Canadian Cattle Dog Association and shall be entitled to the benefits of such membership.

Section 2. Voting Rights. Those individual members of the Canadian Cattle Dog Association who are current with respect to dues in the year of any vote shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 3. Membership Dues and Service Fees. The Board of Directors may determine from time to time the amount of membership dues and the amount of fees for services that shall be payable to the Canadian Cattle Dog Association. The Board of Directors may also establish the time or times at which membership dues and service fees are due and payable, and procedures for dealing with members and others in default of payment.

Section 4. Annual Meeting. The annual meeting of the membership shall be held at such time and place as the Board of Directors may designate. Notice of the annual meeting shall be provided to members, by mail, email or announcement on the Canadian Cattle Dog Association website, not fewer than 45 days prior to the meeting.

ARTICLE IV. DIRECTORS.

Section 1. Powers of the Board. A Board of Directors shall manage the property and affairs of the Association. Except as limited by law, the Board of Directors shall have and is vested with the power and authority to do, or cause to be done, any and all things for and on behalf of the Association, to exercise or cause to be exercised any and all of its powers, privileges or franchises and to seek the effectuation of its purposes and objectives.

Section 2. Number and Qualifications. The Board of Directors shall consist of 5 to 9 members of the Canadian Cattle Dog Association in good standing who have, in the 24 months preceding their election, trialed a dog at any level at a cattle dog trial at which one or more classes is sanctioned by the Canadian Cattle Dog Association. The Board of Directors may establish the method of election and appropriate steps to ensure that all members eligible to vote are provided a reasonable opportunity to vote.

Section 3. Term of Office. The term of office of the Directors shall be two years and until their successors are elected and take office. Nothing contained herein shall preclude a member of the Board of Directors from succeeding himself or herself. Directors must reside in Canada.

Section 4. Election of Directors. Candidates for Directors will be voted on within the annual general meeting. By members in attendance of the Canadian Cattle Dog Association general meeting. The persons receiving the largest number of votes for the positions to be filled shall be deemed elected. In the event of a tie amount of votes, the Directors shall vote to determine the winner. If the candidate should be present, he/she must abstain.

Section 5. Commencement of Term of Office. Newly elected Directors shall commence their term of office on the first day following the conclusion of the Canadian Cattle Dog Association general meeting.

Section 6. Vacancies. In case of a vacancy on the Board of Directors, the Directors shall have the power to fill such vacancy with the appointment of a member who lives in Canada with the vacant seat to serve the unexpired term until the election, at which time the opening would be filled in the same manner provided in Section 4. Seat may continue to stay vacant till the annual general meeting.

Section 7. Compensation. No director shall receive any compensation for any service performed as a member of the Board of Directors or as a member of the Canadian Cattle Dog Association. However, by resolution of the Board, reimbursement for expenses, if any, may be allowed for performing duties assigned by the Board.

Section 8. Regular Meetings. Regular meetings of the Board of Directors, if held, shall be held with notice at such time or times and place or places as shall be fixed by resolution of the Board. Meetings may be held in person, by telephone conference call or by internet forum. Any business may be transacted at a regular meeting. Any matter at hand will be voted on by the Directors in attendance with no proxies.

Section 9. Special Meetings. A special meeting of the Board may be called at any time by the President, or any three or more of the Directors by giving ten days' notice of such meeting to each member of the Board of Directors, either personally or by mail, stating the time, place and purpose of any such meeting. The purpose of the special meeting must be specified in writing and provided to each Board member at the time the meeting is called.

Section 10. Waiver of Notice. Any notice provided or required to be given to the Directors may be waived in writing by any of them, whether before, at, or after the times stated therein. The attendance of a Director at any meeting shall constitute waiver of notice of such meeting except where the Director attends and so states at the opening of the meeting, for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 11. Quorum. At all meetings of the Board of Directors a majority of the whole Board shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by law or by these Bylaws or by Articles of Incorporation shall be the act of the Board of Directors.

Section 12. Resignation. Any Director may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect at the time specified in the notice, and unless otherwise specified therein, formal acceptance of such resignation shall be necessary to make it effective.

Section 13. Removal. Any Director may be removed by the vote of two-thirds of the Directors present at any regular meeting or any special meeting called for that purpose at which a quorum is present and at least ten days previous written notice was provided and the Director is offered the opportunity to speak.

ARTICLE V. OFFICERS.

Section 1. General. The officers of the Canadian Cattle Dog Association shall consist of a President, a Vice-President, Secretary and Treasurer. No offices may be held by the same person. Only one member of a household shall sit on the Board at a time. The CCDA Board will be made up of members who reside in Canada.

Section 2. Election of President and Vice-President. The President, Vice-President, Secretary and Treasurer shall be elected annually, from the members of the Board of Directors, by the Board of Directors at the

first board meeting after the annual general meeting. Such election shall be conducted by the retiring President who is ineligible to be reelected; if the retiring President is eligible to be reelected, the retiring Vice-President shall conduct the election unless the retiring Vice-President is eligible for election as President; if both the retiring President and Vice President are eligible for election as President, the Executive Secretary shall conduct the election of President. The newly elected President shall take office immediately upon his election and conduct the elections for Vice-President, Secretary and Treasurer.

Section 3. Term of Office. Each officer of the Association shall hold office for a term of two years or until a successor is selected, unless the officer is removed or resigns before such time. Nothing contained in these Bylaws shall preclude an officer from succeeding himself/herself, except that no person shall hold the office of President for more than 2 consecutive terms.

Section 4. Compensation. Reimbursement for the expenses, if any, of the President and Vice-President in attending meetings or carrying out responsibilities designated by the Board of Directors shall be fixed by the Board of Directors. Compensation for the staff and expenses for carrying out official responsibilities shall be fixed by the Board of Directors.

Section 5. Removal. Any officer may be removed by the vote of two-thirds of the Directors present, in person, at any regular meeting or any special meeting called for that purpose at which a quorum is present and at least ten days previous written notice was provided and the officer is offered the opportunity to respond to any accusations.

Section 6. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 7. Vacancies. Vacancies caused by the death, resignation, incapacity, removal or disqualification of any officer shall be filled by the Board of Directors. Any person so appointed to fill such vacancy shall serve at the pleasure of the Board for the un-expired term of the predecessor or until the successor is elected and commences the term of office.

Section 8. President. The President shall preside at all meetings of the membership and the Board of Directors and shall be a member ex-officio, with the right to vote, on all committees. The President shall also, at the annual meeting of the Canadian Cattle Dog Association and at such other times as the President deems proper, communicate to the membership and to the Board of Directors such matters and make such suggestions as may, in the President's opinion, tend to promote the prosperity and welfare and increase the usefulness of the Canadian Cattle Dog Association. The President shall have power to execute on behalf of the Canadian Cattle Dog Association and in the name of the Canadian Cattle Dog Association, any deed, contract or other instrument requiring the signature of an officer of the Canadian Cattle Dog Association, except where the signing an execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Canadian Cattle Dog Association. The President shall not have the power to execute on behalf of or in the name of the Canadian Cattle Dog Association any note or other obligation of indebtedness without the specific authorization of the Board of Directors. Unless authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Canadian Cattle Dog Association in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount. The President shall perform such other duties as are necessarily incident to the office of the President.

Section 9. Vice-President. The Vice-President shall act in the capacity of the President in the event of the President's absence, disability or death and shall perform such other specific duties as may be assigned by the President or the Board of Directors.

Section 10. Treasurer. The Canadian Cattle Dog Association Treasurer shall be appointed by the Board of Directors with compensation designated by the Board of Directors, shall report to the Board and shall be responsible for managing the day to day financial affairs of the Canadian Cattle Dog Association. The Treasurer shall prepare a suitable report of financial and other business of the Canadian Cattle Dog Association for the regular annual meetings, or at such times as may be considered nec-

essary by president. The Treasurer shall serve at the pleasure of the Board and may be removed at any time by a majority vote of all the Directors.

Section 11. Secretary. The Canadian Cattle Dog Association's Secretary is responsible for taking minutes at any meeting of the Canadian Cattle Dog Association. The Secretary will have the minutes up to the membership promptly following any meeting. The Secretary will have minutes of any previous meeting ready and will present minutes at meetings. Any omission or amendments of minutes must be approved by board of Directors.

Section 12. Delegation of Duties. If any officer is absent, or unable to act, or for any other reason the Board may deem sufficient, the Board may delegate, for the time being, some or all of the functions, duties, powers and responsibilities of any officer to any other officer, agent, or employee of the Association or other responsible person, provided a majority of the whole Board concurs therein.

Section 13. Appointment of Other Officers and Agents. The Board of Directors may also appoint, from time to time, such other officers, agents and attorneys-in-fact as it may deem necessary or advisable. All appointed officers, agents, and attorneys-in-fact shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors or by an elected officer empowered by the Board to make such determination.

ARTICLE VI: BOARD DUTIES & DELIVERABLES

Section 1. Board Report. Board must release to membership recap of the previous year and laying out priorities/vision for the CCDA for the current trial year within 45 days of that trial year. This recap can include any important features such as; memberships, revenue, sponsorship revenue, finals payout totals and total trials hosted. This document may also

outline action plans/initiatives the board will undertake to improve these numbers.

Section 2. Finals Bid Process. Board must determine and communicate, within a reasonable time, precisely how and when the finals venue selection process will be conducted. This must include clear details as to when the window to submit bids will be open/closed, what format bids will be required in, how bids will be evaluated & selected and when both bidders and CCDA membership will be informed of the winning bid.

Section 3. Finals Selection. Board must announce the location and date of the CCDA finals as soon as possible to allow for members to prepare.

Section 4. Board Meeting Minutes. Minutes from each meeting of the board (including AGM) must be published and emailed out to current members within 14 days of the meeting. These minutes should also clearly indicate who was present and any motions that may have passed. Minutes will always be available to members upon request.

ARTICLE VII. COMMITTEES.

Section 1. Committees. The Board of Directors may, from time to time, establish such committees as it deems necessary or appropriate, with such powers and authority as the Board shall designate. The members of each committee shall be appointed by the President with the approval of the Board of Directors. A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of that committee. Each committee shall meet at such times as may be designated by the President or the Board of Directors.

Section 2. Place of Meeting. Meetings of committees may be held at any place, via telephone conference or via internet forum as determined by the President or by the Board of Directors.

Section 3. Compensation. Reimbursement for the expenses, if any, of attending meetings of any committee shall be designated and approved by the Board of Directors.

Section 4. Removal. Any member of any committee may be removed by a vote of the Board of Directors at any meeting at which a quorum is present.

Section 5. Resignation. Any member of any committee may resign at any time by giving written notice of such resignation to the President or Board of Directors.

Section 6. Vacancies. Vacancies caused by death, resignation, incapacity, removal or disqualification of any member of a committee shall be filled by the President with the approval of the Board of Directors.

ARTICLE VIII. GENERAL PROVISIONS.

Section 1. Fiscal Year. The fiscal year of the Canadian Cattle Dog Association shall be such as may be designated from time to time by the Board of Directors.

Section 2. Financial Controls. Funds of the Canadian Cattle Dog Association shall be handled and expended in keeping with accepted budget and accounting practices under policies established by the Board of Directors. Funds kept in deposit accounts will be monitored at regular intervals to ensure that reasonable returns are achieved on investments.

Section 3. Indemnification of Directors, Officers and Agents. Each person who is or was a Director, officer or agent of the Canadian Cattle Dog Association or is or was serving at the request of the Canadian Cattle Dog Association as a Director, officer or agent or another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Canadian Cattle Dog Association as of right to the full extent permitted or authorized by the laws of the Canada. The indemnification provided by this Bylaw provision shall be indemnification against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with any action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Canadian Cattle Dog Association, and with respect to any criminal action or proceeding, has no reasonable cause to

believe the conduct was unlawful. No person shall be liable to the Canadian Cattle Dog Association for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken as a Director, officer or agent of the Canadian Cattle Dog Association or of any other corporation, partnership, joint venture, trust, or other enterprise, that the person serves as a Directors, officer or agent at the request of the Canadian Cattle Dog Association, if the person exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or if the person took, or omitted to take, such action in reliance upon the advice of counsel for the Canadian Cattle Dog Association or for such other corporation, firm, or other enterprise, or upon statement made or information furnished by Directors, officers or agents of the Canadian Cattle Dog Association or of such other corporation, firm, or other enterprise that the person had no reasonable grounds to disbelieve. The indemnification provided by this section shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. Records. The Canadian Cattle Dog Association shall keep accurate books and records of account and shall also keep Minutes of the meetings of its members, Board of Directors and each committee having any of the authority of the Board of Directors.

Section 5. Amendments. These Bylaws may from time to time be altered, amended or repealed, or new Bylaws may be adopted by the vote of two-thirds of the membership present at annual general meeting.

Article IX. DISSOLUTION.

Section 1. Dissolution. Dissolution of the Canadian Cattle Dog Association shall be authorized only by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

Section 2. Distribution of Assets. Upon dissolution the assets of the Canadian Cattle Dog Association shall be applied and distributed as fol-

lows: a) All liabilities and obligations of the Canadian Cattle Dog Association shall be paid and discharged or adequate provisions shall be made therefore. b) Assets held by the Canadian Cattle Dog Association on condition requiring return, transfer, or conveyance which condition occurs by reason of dissolution shall be returned, transferred, or conveyed in accordance with such provisions. c) After all expenses have been paid, assets received and held by the Canadian Cattle Dog Association subject to limitations permitting their use only for charitable, or similar purposes but not held upon condition requiring return, transfer, or conveyance by reason of the dissolution shall be transferred or conveyed to one or more charitable organizations. d) Under no circumstances shall any of the Canadian Cattle Dog Association's assets be distributed to any officer or Director or member of the Canadian Cattle Dog Association.