

# BYLAWS OF CSSA FANCIERS INC.

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## 1. **DEFINITIONS**

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- (a) "Act" means the Canada Corporations Act, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions;
- (b) "the Corporation" means the **CSSA Fanciers Inc.**;
- (c) "the directors", "board" and "board of directors" means the directors of the corporation for the time being, including the President, Vice-President, Recording and Corresponding Secretary, Treasurer, Past President, Membership Secretary, Newsletter Editor and Regional Directors;
- (d) "Regional Director" means the directors elected at bi-annual/annual meetings from each of the regions as provided for in Bylaw 7(b).
- (e) "Seal" shall mean the seal of the Corporation, an impression of which is stamped in the margin hereof.
- (f) the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- (g) all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- (h) words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;

## 2. **OBJECTS**

The objects of the corporation are the development, promotion and improvement of purebred Shetland Sheepdogs by:

- the education of the Shetland Sheepdog breed's fanciers, the general public and those persons licensed judge the breed in conformation.
- encouraging and promoting sound breeding practices, responsible ownership and proper care and maintenance of the breed.

## 3. **FISCAL YEAR**

The fiscal year of the corporation shall end on the 31st day of December in each year.

## 4. **MEMBERSHIP**

- (a) The members of the corporation shall consist of eight classes of members, who are as follows:

- (i) A regular member shall have a minimum of five years' experience in breeding and/or exhibiting the Shetland Sheepdog breed. A regular member is entitled to all privileges of membership but shall not have the right to vote at meetings of members until completion of one year of membership in the Corporation.
- (ii) A regular life member shall have been elected by the voting members of the Corporation in recognition of outstanding contributions to the Corporation and or its predecessor, the Canadian Shetland Sheepdog Association. The award of a life membership shall be made following receipt by the Corporation of a nomination from a minimum of five regular members of the Corporation, and approval of 51% of the regular members, with such approval to be held by secret ballot. Regular life members are entitled to all privileges of membership including the right to vote at meetings of members, and shall continue their membership without payment of annual fees to the Corporation.
- (iii) A non-resident member shall be a non-resident of Canada who meets the requirements of being a regular member. Non-resident members shall be entitled to the benefits provided to regular members, including the right to vote, but will not be able to hold office in the corporation.
- (iv) All new applicants for membership shall be Associate members for the first year of membership. An associate membership is available to Canadian Shetland Sheepdog fanciers who do not qualify for regular membership. Associate members shall be entitled to all privileges of membership except the right to vote at meetings of members, the right to be elected as a director, or to vote or be eligible for Canadian Shetland Sheepdog Association awards.
- (v) A junior member is any member under the age of 18 years. Junior members shall be entitled to attend all meetings but shall have no right to vote. Junior members shall be eligible for all Canadian Shetland Sheepdog Association awards.
- (vi) Joint members are available to spouses and their household members who meet the requirements of regular members. A joint member is entitled to all privileges of membership including the right to vote at meetings of members, but the joint membership provides only one vote at any meetings of the Corporation or in relation to awards and such right to vote shall commence after the joint members have been members of the Corporation for one year.
- (vii) Affiliate members are Shetland Sheepdog clubs, joint Collie and Shetland Sheepdog Clubs, Herding Group and Working/Herding Group Clubs. Such clubs shall be entitled to appoint a representative but shall have no right to vote.
- (viii) Honourary members shall have been elected by the voting members of the Corporation in recognition of outstanding contributions to the Corporation and or its predecessor, the Canadian Shetland Sheepdog

Association. The award of an honorary membership shall be made following receipt by the Corporation of a nomination from a minimum of five regular members of the Corporation, and approval of 75% of the regular members, with such approval to be held by secret ballot. An Honorary member is entitled to all privileges of membership but shall have no right to vote or hold office and shall continue their membership without payment of annual fees to the Corporation.

- (b) Applications for membership shall be on the form provided by the Corporation, which shall require the applicant to agree to abide by the bylaws and requirements of the Corporation, and to abide by the rules of the Canadian Kennel Club. In addition, each application for membership shall be accompanied by payment of the appropriate fee, and the sponsorship of two current members of the Corporation who have personally known the applicant for a minimum of twelve months. The requirement of sponsorship may be waived by the Directors on receipt of a written request. Waiver of such sponsorship shall be at the sole discretion of the Directors.
- (c) No member shall be entitled to sponsor until after they have been a member of the Corporation for at least one year, and no member may sponsor more than four applicants in one calendar year.
- (d) The names of applicants and sponsors shall be provided monthly by the Membership Secretary via electronic communique to the Regional Directors, who shall immediately forward the information to all members. In the event a member objects to the acceptance of the application, the Membership Secretary shall notify the Directors in writing of the basis for their objection, within 30 days of the original dissemination of the monthly update. Acceptance or rejection of all applications shall be at the discretion of the Directors of the Corporation after the expiry of 30 days from the original update provided by the Membership Secretary advising of the application.
- (e) Any rejected applicants shall be notified of the reason for rejection and shall be provided with the membership fee submitted at the time of application.
- (f) Notice of Membership fees payable to the Corporation shall be made to all members on an annual basis, through the publishing of such fees in the newsletter of the Corporation. Membership fees are due by the first day of each fiscal year. Non-payment of fees by February 28 of each year shall entitle the Corporation to charge a late penalty in addition to the membership fee, in an amount to be determined by the Directors of the Corporation from time to time. No change to membership fees or late penalties shall be made without 30 days prior notification to the membership in the newsletter of the Corporation.
- (g) Any person who is eligible for admission to membership may, upon the prescribed fee, be admitted as a member by resolution of the directors.
- (h) A member may withdraw upon providing 30 days written notice to the Membership Secretary. Membership fees are not refundable.
- (i) Memberships may be terminated as follows:

- i) Resignation: any member in good standing may resign from the Canadian Shetland Sheepdog Association upon providing written notice to the Membership Secretary.
  - ii) Lapsing: a membership shall be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the fiscal year.
  - iii) Expulsion: A membership may be terminated by expulsion. (As defined in Section 9, Discipline, Item (c) herein)
- (j) An individual must be a member for one full year prior to being granted voting privileges. Only regular members and regular life members are entitled to vote.

## **5. MEETINGS OF MEMBERS**

### **(a) Biennial General Meetings**

- (i) A meeting of members shall be held in conjunction with the biennial Canadian Shetland Sheepdog Association National Specialty Show. Notice of the said meeting, specifying the location, time and all other required information, shall be provided by notification to the membership in the preceding newsletter of the Corporation, and shall not be held in the same region (as defined in Section 7 herein) in two consecutive years.
- (ii) At the Biennial General meeting, voting shall be limited to those voting members in good standing.
- (iii) Fifteen percent of the regular members, including one third of the directors of the Corporation personally present at the opening of a meeting, shall constitute a quorum.
- (iv) No regular member or regular life member is entitled to more than one vote on any questions, unless they act as an appointed proxy as provided herein.
- (v) Regular members and regular life members shall vote by a written ballot unless voting by a show of hands is approved by the membership before the taking of the vote. Questions at meetings shall be determined by majority vote unless the Act or these bylaws otherwise provide.
- (vi) There shall be voting allowed by use of proxy. Any proxy holder must be either the spouse of the member executing such proxy, or must be a member of the Corporation. Proxies must be in written form and a reminder of a right to use a proxy will be attached to the notice of meeting provided to members.
- (vii) The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order, and the agenda for such meetings shall include without being limited to:

## ORDER OF BUSINESS

Call to Order  
Reading of the previous meeting  
Treasurer's Report  
Auditor's Report  
Correspondence  
Report of Standing Committees  
Report of Special Committees  
Old Business  
New Business  
Any Other Business  
Adjournment

### (b) Special Meetings

- (i) The president may call a special meeting of members at any time but shall do so upon the written request of at least 10% of the regular members.
- (ii) All business transacted at a special meeting of members at an annual meeting of the members, other than consideration of financial statements and an auditors report, election of directors and reappointment of an incumbent auditor, is deemed to be special business.
- (iii) No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgment thereon.
- (iv) Notice of the time and place of a meeting of members shall be sent, not less than 30 days or more than 45 days before the meeting, to each member entitled to attend the meeting and to the auditor and such notification shall be by publishing such notice in the newsletter of the Corporation.
- (v) Quorum of such Special meetings shall be 65% of the members in good standing of the Corporation.
- (vi) No regular member or regular life member is entitled to more than one vote on any questions, unless they act as an appointed proxy as provided herein.
- (vii) Regular members and regular life members shall vote by a written ballot unless voting by a show of hands is approved by the membership before the taking of the vote. Questions at meetings shall be determined by majority vote unless the Act or these bylaws otherwise provide.
- (viii) There shall be voting allowed by use of proxy. Any proxy holder must be either the spouse of the member executing such proxy, or must be a member of the Corporation. Proxies must be in written form and a reminder of a right to use a proxy will be attached to the notice of meeting

provided to members.

- (ix) The latest revised edition of Roberts Rules of Order shall govern the conduct of Special Meetings.
- (c) Directors Meetings
  - a. A meeting of the Board of Directors may be called at any location and time at the discretion of the President.
  - b. Electronic meetings via email are acceptable. In such event all directors shall have access via the electronic means chosen, and shall be able to communicate directly with each other.
  - c. Quorum shall consist of 51% (being not less than 2) of Directors.
- (d) Regional Meetings
  - a. The Regional Directors from each region shall conduct at least one regional meeting during each calendar year and shall notify all regional members by mail or email of such meetings at least thirty days in advance. Such meetings shall be held at the time and location convenient to the Regional Directors.
  - b. The Regional Directors shall ensure the minutes of all regional meetings are sent to the Corporate Secretary.
  - c. The minutes of all regional meetings shall be published in the Corporate Newsletter.

## **6. ELECTIONS**

- (a) A Nomination Committee, consisting of 5 Regular members must nominate candidates for election of Corporate Directors. The election committee shall be chaired by a member appointed by the President. That chairperson shall then appoint four regular members to the election committee.
- (b) All candidates must be regular members.  
Nominations for election as directors shall be submitted in writing to the board by no later than August 1 of each election year. Nomination forms will be made available from the Newsletter editor and the heads of each regional committee.
- (c) Voting will be by written ballot following a mailing to each regular and regular life member, with final returns of such ballots to be completed on November 1 of each election year, and the newly elected directors shall commence their positions on the following January 1 of each election year.
- (d) There shall be voting allowed by use of proxy. Any proxy holder must be either the spouse of the member executing such proxy, or must be a member of the Corporation. Proxies must be in written form and a reminder of a right to use a proxy will be attached to the notice of meeting provided in the mailing to members.

- (e) The election committee shall preside over tabulation and any requirement of a secret ballot. Publication of results will follow in the next newsletter of the Corporation. The election committee shall oversee nominations and administer the election process including tabulation ballots and forwarding results to the Newspaper editor for publication.
- (f) Regional directors shall be nominated by the regions as provided for in Section 7, and such nominees shall be submitted to the election committee by August 1 of each year, to be included in the election process provided herein.

## **7. DIRECTORS**

- (a) There shall be sixteen directors, who shall manage the activities and affairs of the Corporation.
- (b) The directors of the corporation shall consist of a president, vice-president, recording and corresponding secretary, treasurer, past president, membership secretary, newsletter editor and 9 other regular members who shall be Regional Directors and shall come from within the 9 regions of Canada being:
  - 1. BC, NWT, Yukon
  - 2. Alberta
  - 3. Saskatchewan
  - 4. Manitoba
  - 5. Ontario South
  - 6. Ontario North
  - 7. Ontario East, Quebec
  - 8. New Brunswick, PEI, NFL & Labrador
  - 9. Nova Scotia
- (c) No more than three directors may reside in the same region.
- (d) Directors shall be elected at the annual/bi-annual meeting.
- (e) Directors hold office for a two year term, or until the conclusion of the meeting at which their successors are elected.
- (f) The regular members may, by resolution at a meeting called for that purpose, remove any director(s) from office.
- (g) Where there is a vacancy on the board of directors and;
  - (i) where there is a quorum of directors, the remaining directors;
    - a) may exercise all the powers of the directors; or
    - b) may fill the vacancy until the next annual meeting;
  - (ii) where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing regular members to fill any vacancies.

- (h) Every director shall be given, by letter, e-mail, telephone or otherwise, at least 5 days notice of every meeting of directors.
- (i) Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- (j) The quorum at board meetings shall be a majority of the board and under no circumstances shall be less than two directors. No director shall be entitled to remuneration unless authorized by a meeting of the members of the Corporation.
- (k) Meetings may be held by teleconference or such other electronic means as the directors may choose. In such event all directors shall have access via the electronic means chosen, and shall be able to communicate directly with each other.
- (l) The Board may create such additional standing committees as are desired to advance the work of the Corporation, and shall supervise and direct the operations of such committees. Any such committee may be created, altered or amended by a majority vote of the Board. Ad hoc committees may from time to time be appointed by the Board to aid the Board with specific projects.

## **8. DUTIES OF DIRECTORS AND OFFICERS**

- (a) President
  - Shall preside at all meetings of the Corporation and Directors
  - Shall supervise the officers' execution of their duties
  - Shall be a member of any and all committees created by the Directors
- (b) Vice-President
  - Shall carry out the duties of the President in the President's absence
  - Shall act as chair of any committees created by the Directors
- (c) Past President
  - Shall provide such guidance and advice to the Directors and Corporation as may be possible.
  - Shall act as monitor of the rules of procedure of the Corporation and its meetings.
- (d) Recording and Corresponding Secretary
  - Shall keep minutes of the meetings of the Corporation and Directors and provide such minutes to the Newsletter secretary for publication.
  - Shall handle all correspondence needs of the Corporation and its Directors.
  - Shall maintain all records of the Corporation with the exception of the financial and membership records.

- (e) Membership Secretary
  - Shall maintain a record of members and their status
  - Shall provide a list of regular and regular life members to the President at each meeting of the Corporation to determine voting eligibility.
  - Shall prepare and deal with correspondence to new members.
  - Shall handle all matters relating to payment of annual membership dues, membership applications and renewals.
  
- (f) Treasurer
  - Shall maintain the corporate seal and financial records necessary to comply with the requirements of ~~the accountant or auditor of the Corporation and the requirements of the Canada Corporations Act.~~
  - Shall render financial statements to the Directors and membership as required and provide the audited annual statement to the Annual General meeting of the Corporation.
  - Shall maintain the accounts of the Corporation in a financial institution in the name of the Corporation. All transactions in said accounts shall be completed upon the written authorization of any two of the Treasurer, President, Vice-President and Recording and Corresponding Secretary.
  
- (g) Newsletter Editor
  - Shall be responsible for preparation, distribution and all matters relating to the Newsletter of the Corporation.
  - Shall publish the newsletter a minimum of four times per calendar year.
  
- (h) Regional Directors
  - Shall provide input to the Board of Directors in relation to the decisions of their regional committees and bodies.
  
- (i) Unless otherwise directed by vote of the directors, documentation required to be completed on behalf of the Corporation shall be signed by a minimum of two directors, at least one of whom shall be the president, vice-president or treasurer.

## **9. DISCIPLINE**

- (a) Any member who is suspended, expelled or deprived of privileges of the Canadian Kennel Club shall automatically be suspended from the Corporation on like terms and conditions, without further action by the board.
  
- (b) Any member may, in writing, lodge a complaint against another member for conduct prejudicial to the best interests of the Corporation or the Canadian Shetland Sheepdog breed. Details must be provided in duplicate to the Membership Secretary, together with such fee as has been established by the board. Such fee shall be forfeited in the event that the complaint is not proceeded with or is determined to be unjustified. The Membership Secretary, upon receiving such complaint, shall within 30 days forward a copy of it together with a notice of hearing to the member who is the subject of such complaint, and each member of the board, or in the alternative any committee established to deal with such complaints. The date of hearing shall be within 90 days of the date of forwarding to the member who is the subject of the complaint. A

minimum of four members of the board or an established complaint committee shall administer the hearing and shall determine by majority vote whether the complaint is justified, taking in to account fairness and the rules of natural justice. In the event that the complaint is determined to be justified, the board or complaint committee shall determine, by majority vote, the appropriate penalty to be administered. Notice of the outcome of the hearing shall be provided to the parties within 30 days of the date of the hearing.

- (c) In the event that the board or complaint committee determine that the proper penalty is expulsion of a member, the board or complaint committee shall make such recommendation at the next following annual meeting of the Corporation, and following a reading of the complaint, the findings and recommendation, and following an opportunity to speak by the member who is the subject of the complaint, the regular membership shall vote by written ballot on whether to expel. Expulsion may take place on the approval of 2/3 of the regular members. In the event that expulsion is not approved the matter shall be returned to the board or complaint committee for determination of the proper lesser penalty.

In the event that it is not practical to hold the expulsion meeting at the next annual meeting, the directors may at their discretion authorize a mail-in vote by the regular members. In such event the member who is the subject of the complaint shall be provided the opportunity to include a written submission for inclusion in the information mailed to the regular members. From the time that the board or complaints committee determine that expulsion shall be recommended, until such time as the regular members vote upon such expulsion, the voting rights of the member who is the subject matter of the complaint shall be suspended.

## **10. FINANCIAL DISCLOSURE**

- (a) The Directors shall place before the members at every biennial general meeting:
  - (i) financial statements for the years not previously reviewed
  - (ii) any further information respecting the financial affairs of the association.
- (b) The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors, and shall have no borrowing power.
- (c) No financial statement shall be released or circulated unless it has been approved by the directors and is accompanied by the report of the treasurer.
- (d) The Treasurer shall provide transparency to all the club's transactions by appending the details of these to the monthly financial statements of the club.
- (e) The corporation shall, not less than 15 days before each annual meeting, send a copy of its financial statements and current treasurer's report to each member and to the Director, Corporations Branch, Canada.

- (f) The corporation shall file such information and tax returns as are required by Corporations Branch, Canada.

## **11. AMENDMENTS TO BYLAWS**

- (a) The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the corporation.
- (b) The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by two thirds majority of those present, confirm, reject, or amend the bylaw, amendment or repeal.
- (c) A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the regular members.
- (d) If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.
- (e) The regular members may submit a proposal for a change of bylaws, if such proposal has been signed by ten regular members and provided to the Recording and Correspondence Secretary at least 45 days prior to the annual meeting of the Corporation, at which time such proposal shall be submitted to the members on the terms provided above.
- (f) The repeal or amendment of bylaws or the enactment of a new bylaw relating to the requirements of subsection 155(2) of the Act shall not be enforced or acted upon until the approval of the Minister has been obtained.

## **12. LIQUIDATION AND DISSOLUTION**

The Corporation may be dissolved under the requirements of the Canada Corporations Act, and a motion for such dissolution having received the support in writing of 2/3 of the regular members at an annual or special meeting. The remaining property of the corporation shall, in the course of liquidation and dissolution, be transferred to the Canadian Kennel Club.

## **13. HEAD OFFICE**

Until changed in accordance with the Canada Corporations Act, the Head Office of the Corporation shall be c/o Cathie Kraemer 484 Queens Bush Road, Port Elgin, Ontario NOH 2C4.