BYLAWS OF
THE CHOW CHOW CLUB, INC.

(a New York Not For Profit Corporation)
(Revised July 16, 2023)

ARTICLE I
Name and Purpose

SECTION 1. *Name*. The corporate name of the Club is "The Chow Chow Club, Inc." referred to in these Bylaws as "the Club."

SECTION 2. *Seal*. The corporate seal of the Club shall be in such form as may from time to time be adopted by the Board of Directors.

SECTION 3. *Colors.* The Club colors shall be light blue and gold.

SECTION 4. *Purpose.* The purpose of the Club shall be:

(a) to define and publish a description of the Chow Chow as the standard of the breed, as approved by the American Kennel Club, as the only standard of excellence by which Chow Chows shall be judged and to urge members and breeders to accept this standard*;*

(b) to encourage and promote quality in the breeding of purebred Chow Chows to the standard of the breed and to do all possible to bring their natural qualities to perfection;

(c) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, performance, and companion events.

(d) to conduct sanctioned matches, specialty shows, performance, and companion events and any other events for which the club is eligible under the rules and regulations of the American Kennel Club.

(e) to encourage the organization of independent local Chow Chow specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;

(f) to exercise all corporate powers vested in the Club by the laws of the State of New York pursuant to which the Club was incorporated and by its Certificate of Incorporation.

SECTION 5. *Not For Profit.* No part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual. All property of the Club shall be devoted exclusively to furthering the purposes of the Club and on dissolution of the Club, such property shall be distributed as determined by Article IX

SECTION 6. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

ARTICLE II
Membership

SECTION 1. There shall be four types of regular membership in the Club which are open to persons who are in good standing with the American Kennel Club and who subscribe to the purposes of the Club and its Code of Ethics.

(a) Resident Membership - is open to such persons over the age of 18 years who reside in the United States of America or its territories and possessions. Resident Members may vote and hold any office.

(b) International Membership – is open to such persons over the age of 18 years who reside outside of the United States of America. International Members may not vote nor hold any office.

(c) Junior Membership - is open to persons under 18 years of age who reside in the United States of America. Junior Membership is a non-voting, non- office holding membership which may automatically convert to Regular Membership at age 18 providing the person's dues are current and there are no disciplinary actions affecting the person.

(d) Life Membership. Life Membership is a membership to which any Resident member who has been a member of the Club for twenty-five consecutive years and who has rendered exceptional service to the Club or the breed may be elected by the Board of Directors. Life Members retain all of the rights and limitations of their Resident type of membership but do not pay dues.

Change of Membership Type – Any Resident or International member may request that his membership type be changed, and the Board may change a membership type on its own motion, on proof satisfactory to the Board that a member's residence has changed from Resident to International or from International to Resident. If, during the term of his office, any director or officer changes his residence to be outside the United States of America, he shall promptly resign his office or be removed from office by the Board of Directors

SECTION 2. *Election to Regular Membership*. Each applicant for regular membership shall apply on a form approved by the Board of Directors and supplied by the Corresponding Secretary, and which shall provide that the applicant agrees to abide by these Bylaws, by the Club's Code of Ethics and by the rules of the American Kennel Club. The applicant shall state the name, address and occupation of the applicant plus such other information as the Board may require. The application shall carry the endorsement of two members in good standing with the Club who shall not be of the same household or the same immediate family as the applicant or each other. The prospective applicant shall submit an application fee equal in amount to the dues payment for the current year with his application. The applicant's name will be published in the next issue of the official publication of the Club for comment pro or con provided to the Corresponding Secretary within forty-five (45) days of publication. After the comment period expires, the application will be held for action by the Board of-Directors at its next meeting. Affirmative vote by secret ballot of two-thirds (2/3rds) of the members of the Board of Directors present at a meeting of the Board shall be required to elect the applicant. The Corresponding Secretary shall

promptly notify both the applicant and the applicant's endorsers that an application which did not receive the two-thirds (2/3rds) affirmative vote by the Board of Directors may be presented by one of the applicant's endorsers at the next annual meeting of the Club. An affirmative vote by secret ballot by three-fourths (3/4ths) of the membership present and voting shall be required to elect an applicant. When an applicant has been elected to membership, the Corresponding Secretary shall notify the Applicant, forward the new member's name, address and application fee to the Treasurer to be applied to the Applicant's dues for the current year and shall forward the new member's application to the Recording Secretary. An applicant who is not elected to membership by the Board of Directors or by the membership at the annual meeting shall have his application and fee promptly returned by the Corresponding Secretary and may not reapply for membership within 12 months of the date the application is returned to the applicant. No applicant who is the spouse, parent, child or sibling of or who resides in the same household as a person who has been suspended or who has resigned while facing disciplinary charges shall be considered for membership in the Club until the expiration of such suspension or five (5) years following the date of such resignation.

SECTION 3. *Election to Life Membership*. A Resident member in good standing believed to have the qualifications stated in Section 2 may be nominated for Life membership by letter (s) submitted to the Recording Secretary by two members in good standing with the Club who are not immediately related to, and who do not reside with, each other or the nominee. The letter(s) of nomination should list the specific activities of the nominee which the sponsoring members believe qualify the nominees as having rendered exceptional services to the Club or the breed. The Board of Directors shall cause the qualifications of the proposed member to be verified. Once the qualifications are verified, the Board of Directors shall approve or deny the nomination. Affirmative vote by secret ballot of two-thirds of the Board members present at a meeting of the Board shall be required to elect the nominee. The Corresponding Secretary shall notify the nominee of the Board's decision.

SECTION 4. *Dues.* The fiscal year of the Club shall begin on the 1st day of November and end on the 31st day of October. Membership dues shall be determined by the Board of Directors annually. The Board shall not increase the dues more than $20.00 annually. Dues shall be payable on or before the 1st day of November of each year. During the month of September the Treasurer shall send to each member a statement of his dues for the ensuing fiscal year. The Treasurer shall send a second statement on December 1st to those regular members whose dues are unpaid, giving notice of lapse of membership if dues are not received on or before December 31st. Those members who are elected to membership after September1st shall be considered to be paid for the following fiscal year. Any member whose dues are not paid for the current fiscal year may not vote and shall not be entitled to any other privileges or benefits of membership.

SECTION 5. *Termination of Membership*. Membership may be terminated:

(a) by resignation. Any member may resign from the Club upon written notice to the Recording Secretary; but resignation will have no effect on any debt owed to the Club. Obligations other

than dues are considered a debt to the Club and must be paid in full prior to resignation.

(b) by lapsing. A regular membership will be considered as lapsed and automatically terminated if such member's dues for the ensuing year have not been received by the Treasurer on or before December 31;

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.

ARTICLE III
Directors and Officers

SECTION 1. *Management.* The property and general management of the affairs of the Club shall be vested in the Board of Directors. [New York Not for Profit Corporation § 701]

SECTION 2. *Board of Directors*. The Board of Directors of the Club ("the Board") shall consist of the following officers who must be Resident members in good standing with the Club: a President; a Vice- President; a Recording Secretary; a Corresponding Secretary; a Treasurer; and a Delegate to the American Kennel Club, each serving a term of two (2) years. Additionally, nine (9) Directors who shall be Resident members in good standing of the Club, each serving a term of three (3) years. The Directors shall be classified such that three directors are elected each year. Officers and Directors shall serve for their stated term and until their successors are elected and take office. Unless the context requires otherwise, the word "directors" used generally in these Bylaws includes the officers. Directors and officers shall perform the duties of their respective positions in good faith and with the care an ordinary prudent person in a like position would exercise under similar circumstances. [New York Not-for Profit Corporation § 717] With the exception of the Recording Secretary, the Corresponding Secretary, the Treasurer, and the American Kennel Club Delegate, who are exempt from these term limits provided they are candidates for reelection to the same office, no Board Member shall be eligible for reelection to the same office who has served two (2) consecutive full terms on the Board. Such Officer or Director shall not again be eligible for election to the same office for a period of two (2) years.

SECTION 3. *Duties of the Officers*. The Club's officers shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings. The American Kennel Club Delegate shall be considered elected and qualified to the Board while pending his approval by the American Kennel Club.

(a) *President.* The President shall preside at all meetings of the Club and of the Board and shall be a member ex-officio with the right to vote, of all Committees except the Nominating Committee. He shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws. The President shall be bonded in the same amount as the Treasurer.

(b) *The Vice-President* shall have the duties and exercise the powers of the President in case

of the President's death, absence or incapacity.

Recording Secretary. The Recording Secretary shall: send out notice of all Board meetings and facilitate the setup of Board conference calls; keep the minutes of all Board and Club meetings including the record of any votes taken; keep a record of members' addresses for the purpose of sending out ballots and send out, receive, and tabulate all mail ballots except as otherwise specified in these Bylaws; call the roll when required; notify the Officers and Directors of their election to office; and carry out such other duties as are prescribed in these Bylaws. The Recording Secretary shall keep a roll of the members of the club who are in good standing with their addresses, which shall be sent to any member in good standing, upon written request, not more than once every club year, and carry out such other duties as are prescribed in these bylaws.
The unqualified word "secretary" when used alone refers to the Recording Secretary and not to the Corresponding Secretary.

(d) *Corresponding Secretary*. The Corresponding Secretary shall: be the recipient of all correspondence from the general public directed to the Club except as otherwise specified in these Bylaws; have charge of the Club's correspondence; make an annual report to the Board of Directors of correspondence received and answers sent; and shall promptly submit to the Recording Secretary any matters requiring the attention of the Board; notify chairmen of committees of their appointments and their committee duties; send all notices from the Board to the membership including notice of the annual membership meeting; after the comment period ends, distribute all membership applications and comments to the Recording Secretary for distribution to the Board promptly after the period for comments expires; notify all membership applicants of the Board's action on their application and new members of their election to membership; and forward to the Recording Secretary and to the Treasurer the new member's name and contact information; handle all matters including balloting or polling relating to the selection of the Regular Judge and the Sweepstakes Judge for the Club's Specialty Show and report the results to the Board. The Corresponding Secretary in the month of March of each year shall confirm in writing that the Club's registered agent agrees to continue in this capacity for the next year and the address for the registered agent's office for the ensuing year. The Corresponding Secretary shall have the duty of notifying the Secretary of State of the State of New York of any change in the registered agent or registered office of the Club which has been approved by the Board of Directors.

(e) *Treasurer.* The Treasurer of the Club shall keep a roll of the members of the Club segregated by type of membership and shall collect and receive all moneys due or belonging to the Club. Moneys shall be deposited in a bank or other financial institution approved by the Board, in the name of the Club. All books shall at all times be open to inspection by the directors. Written financial reports shall be given not less than quarterly to the Board of the condition of the Club's finances. At the annual meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The Treasurer and President shall be bonded in such amount as the Board of Directors shall determine. The Treasurer's books shall be audited at least once each year by a committee of the Club or a firm appointed by the President with the approval of the Board (Club Auditor). The Board may appoint members of the Club to receive funds for such activities as the Board specifies. Such appointees shall on a monthly basis forward all funds received to the Treasurer and provide a complete written accounting to the Treasurer of all funds received. The Treasurer shall set up such financial accounts only as the Board approves and shall

be a signatory on all such accounts together with the President and with such other persons as the Board approves.

(f) *American Kennel Club Delegate.* The Delegate to the American Kennel Club is expected to attend meetings of the American Kennel Club Delegates, represent the directive of the Board of Directors on matters requiring a vote and report to the membership at the Annual Meeting on the proceedings of the American Kennel Club.

SECTION 4. V*acancies.* Any vacancies occurring in the Board of Directors shall be filled until the next annual election by a majority vote of the remaining members of the Board; except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of Vice-President shall be filled by a qualified individual appointed by the Board. The person so chosen by the Board shall have those qualifications specified in Section 3 of this Article.

SECTION 5. *Compensation.* Directors will receive no compensation for their services. By resolution, a majority of the entire Board of Directors may authorize reasonable reimbursement commensurate with the services performed for any officer. Any Director or officer may serve the Club in any other capacity as an agent, employee, or otherwise and receive reimbursement in that capacity. [New York Not For Profit Corporation §§ 202(12), 515(b)]

SECTION 6. *Liability of Directors.* Except as expressly provided by New York Not for Profit Corporation Law, no person serving without compensation as a director or officer of the Club shall be liable to any person, other than the Club itself, based solely on his or her conduct in the execution of such office unless the conduct of such director with respect to the person asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting liability. For purposes of this Section 6, such director shall not be considered compensated by reason of payment of his or her actual expenses incurred in the execution of such office. [New York Not for Profit Corporation §720(a)]

SECTION 7. *Indemnification* The Club may indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a director, officer, employee, or agent of the Club in accordance with New York Not for Profit Corporation statutes §§ 722, 723.

ARTICLE IV
Meetings, Voting

SECTION 1. Membership Meetings

(a) *Annual Meeting*. The annual meeting of the Club shall be held in March, April, or May of each year, preferably in conjunction with the annual specialty show, at a place, date, and hour designated by

the Board of Directors. Written notice of the annual meeting shall be sent to each member by the Corresponding Secretary sent by first class mail through the United States Postal Service (or any other method authorized by a member, pursuant to subsection 1C of this Article) at least 30 days and no more than sixty (60) days prior to the date of the meeting. The notice of annual meetings shall set forth the place, date, and time of the meeting. The quorum of the annual meeting shall be 10% of the members eligible to vote and in good standing.

(b) Special Meetings. Special meetings of the membership stating the specific purpose for which the special meeting is being requested may be called by the President or shall be called by the President upon written request of a majority of the Board members then in office delivered to the Recording Secretary or upon receipt by the Recording Secretary of a petition signed by ten percent (10%) of the members eligible to vote and in good standing. Such special meetings shall be held at such date, place, and time as may be designated by the Board of Directors. Written notice of such meeting shall be sent to each member by the Corresponding Secretary, sent by first class mail through the United States postal service or any other method authorized by a member pursuant to subsection 1C of this Article. at least 30 days and not more than 60 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and that no other club business may be transacted. The quorum for such a meeting shall be 10% of the members in good standing.

(c) Alternative Notice. Any member may waive receiving any notice from the Club by first class mail through the United States postal service by obtaining from and then submitting to the Corresponding Secretary a form approved by the Board of Directors which specifies an e-mail address or a facsimile address to which the member requests that all notices and correspondence (excluding ballots) from the Club be sent and further states that all notices and correspondence sent to this address by the transmission means designated will be effective notice for all purposes to the member when a facsimile transmission or electronic transmission is confirmed and the member waives his right to receive any notices or correspondence by first class mail through the United States Postal Service. It is the sole responsibility of each member to maintain current addresses with the Recording Secretary.

(d) Voting. Only those members of the Club eligible to vote and in good standing shall be entitled to one vote, to be cast in person at meetings of the membership or by mail ballot. There shall be no voting by proxy. There shall be no voting by mail except: (i) for the election of the Officers and Board of Directors, and (ii) for the election of the Regular Judge and Sweepstakes Judge of the Club's Specialty Show, and (iii) for the revision of the Breed Standard, and (iv) for the amendment of these Bylaws, and (v) for such other items as a majority of the Board of Directors shall elect to submit to the membership for its approval or opinion. A member elected to membership in the Club after a ballot has been mailed is not eligible to vote on that ballot. The Recording Secretary and the Corresponding Secretary shall send notices concerning nominations or balloting only to those members eligible to vote and in good standing.

SECTION 2. *Board of Directors Meetings*

(a) Annual Meeting. The Board of Directors shall meet in person within a period of seven (7) days preceding or following the annual membership meeting of the Club. The annual meeting of the Board of Directors shall not be permitted to be conducted by teleconference or video conference nor may any Board member participate in the annual meeting by such means. The Board shall determine the specific date, time and place of the annual Board meeting providing

it is held within the time period specified above and in the same locale as the annual membership meeting.

(b) *Regular Meetings.* The Board of Directors may hold such other regular meetings at such dates, times and places as the Board of Directors may determine. By resolution, the Board of Directors may schedule regular meetings at fixed intervals and times. All regular meetings of the Board of Directors will be called by the Board.

(c) *Special Meetings.* Special Meetings of the Board of Directors will be called by the President, or if the President is absent or is unable or refuses to act, by the Vice President or by any two Directors. Special meetings, unless held in conjunction with the annual meeting, shall be conducted by telephone meeting only as defined in Section 2h.

(d) *Notice of the Annual Meeting and Regular Meetings.* Written notice of the date, time, and place of the Annual Board Meeting or any regular meeting of the Board shall be sent by the Recording Secretary by first class mail through the United States postal service to each Board member's last known address of the Board member (or any other method authorized by the Board member , pursuant to Section 1C of this Article) at least thirty (30) days and no more than sixty (60) days before the meeting. No additional notice of regular meetings regularly scheduled by board resolution is required other than the resolution itself.

(e) *Notice of Special Meetings*. Written notice of special meetings shall state the date, time with time zone and, place (with an annual meeting) and purpose of the special meeting and states that no other business will be conducted and shall be sent by first class mail through the United States postal service by the Recording Secretary to the last known address of each member of the Board (or sent by email or facsimile in accordance with the provisions outlined in Section 1C) not less than seven (7) days prior to the meeting.

(f) *Quorum.* A majority of the authorized number of the members of the Board of Directors constitutes a quorum of the Board for the transaction of business. If no quorum is present, the meeting shall be adjourned.

(g) *Voting*. Each Director and each officer shall have one (1) vote. There shall be no voting by proxy. A majority of the members of the Board of Directors shall constitute a quorum. If a quorum is not present, the meeting shall be adjourned.

(h) *Telephone Meetings.* Except for the annual meeting of the Board of Directors and subject to the provisions for notice required by these Bylaws, the Board of Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can simultaneously hear each other. Participation in the meeting constitutes presence in person at the meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. The conference call shall be coordinated through the office of the Recording Secretary. All members of the Board of Directors must be provided the information to access the conference equipment at the same time as they are given notice of the meeting. Attendance and all votes shall be taken by roll call unless a secret ballot is requested. If a secret ballot is requested, the Recording Secretary shall send the ballots within seven (7) days of the meeting, and the

ballots must be returned to and received by the Recording Secretary within twenty-one (21) days of the date of the ballot, which shall be dated with the same date that the Recording Secretary mailed the ballots. The Recording Secretary shall prepare and distribute within ten (10) days following the return date of the ballot the results of any written Board ballot that is sent out and required to be returned to the Recording Secretary.

ARTICLE V
Club Year, Voting, Nominations and Annual Election

SECTION 1. *Club Year.* The Club's fiscal year shall begin on the 1st day of November and end on the last day of October.

SECTION 2. *Annual Election*. The annual election of Officers and Directors shall be conducted by secret ballot.

SECTION 3. *Qualification of Nominees*. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws. All nominees, whether selected by the nominating committee or by petition, shall have the following qualifications: the nominee shall be a Resident Member and have been a member of the Club for the three (3) preceding years, and if being re-nominated as a Director to the Board of Directors, the nominee shall have attended at least two-thirds (2/3rds) of the annual Board meetings and shall have participated in at least two-thirds (2/3rds) of other meetings of the Board of Directors during his term as a Director, and further, the delegate to the American Kennel Club shall have attended at least fifty percent (50%) of the American Kennel Club's Delegates' meetings occurring after the American Kennel Club's approval of the delegate. No person may be a candidate for more than one position. No two members of the same household may both hold office or serve on the Board concurrently. It shall be the duty of the Recording Secretary to verify the qualifications of each nominee.

SECTION 4. *Selection of the Nominating Committee.* The Board of Directors, at its annual meeting, shall elect the chairman and two regular members to constitute the nominating committee and a first alternate and a second alternate to serve in numerical order if vacancies occur on the nominating committee. The three members, and the two alternates shall be members eligible to vote and in good standing, no more than one of whom may be a member of the current Board of Directors. The Nominating Committee may conduct its business by mail, telephone, e-mail or facsimile.

SECTION 5. *Nominations by the Nominating Committee.* The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each position on the Board of Directors whose term is expiring or where a vacancy was filled by the Board and shall procure the written acceptance of each nominee so chosen in writing. The Committee should consider maintenance of geographical representation of the membership on the Board to the extent that it is practicable to do so. On or before August 1st, the Committee shall then submit its slate of candidates, together with their acceptance, to the Recording Secretary. The

Recording Secretary shall mail the list of nominees, including the full name of each candidate and the city and state in which the candidate resides to each member on or before September 1st, together with the provisions of Sections 3 and 6.

SECTION 6. *Additional Nominations*. Additional nominations of eligible members who shall have the qualifications stated in Section 3 above may be made by Resident Members of the Club by written petition addressed to the Recording Secretary and received on or before October 1st, signed by ten Resident Members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate.

SECTION 7. *Election by Acclimation.* If no valid additional nominations are received on or before October 1st by the Recording Secretary for a position, the Nominating Committee's slate for that position shall be declared elected as of January 1st, on which date the new Board of Directors will begin its term and no balloting will be required.

SECTION 8. *Election by Balloting.* If one or more valid additional nominations are received on or before October 1st by the Recording Secretary for any officer or director whose term is expiring or where a vacancy was filled by the Board, the Recording Secretary shall mail to each member eligible to vote and in good standing by November 1st, a ballot listing all of the nominees for each position in alphabetical order, together with a return envelope addressed to the independent firm or group designated by the Board of Directors marked "ballot" and bearing the name of the member to whom it was sent. Each voter, after marking his ballot, shall seal it in the envelope addressed to the independent firm or group designated by the Board of Directors. Only one ballot shall be placed in each ballot envelope. To be valid, the ballot must be received by the designated firm or group on or before December 1st. The Recording Secretary shall send the independent firm or group a current list of the voting members in good standing together with a copy of this section (8) and Section 9 below at the same time the ballots are placed in the mail. An "independent firm or group" is one in which no member, or spouse of a member, or person residing in the household of a member is an agent or representative of the independent firm or group.

SECTION 9. *Tabulation of Ballots and Report of Results.* Upon receipt of the ballots, the firm or group shall hold them unopened until December 2nd. Ballot envelopes received after December 1, or with insufficient postage, or which have no match to the membership list or which have no return sender's name shall not be opened but shall be set aside and preserved as specified below. The remaining envelopes shall be opened and the enclosed ballot attached to the ballot envelope in which it arrived. Any ballot envelope with more than one ballot in it shall n o t be counted and shall also be preserved. Of the remaining ballots, the firm shall report for each office: (1) the number of votes cast for each candidate for that office; and (2) the number of ballots with more votes and the number of ballots with less votes than allowed for that office (i.e. there is no vote for an office or three votes were possible but only two were cast (less votes) or there were three allowable votes for an office (example directors positions for the class whose term is expiring) but the member cast four votes (therefore all invalid). A final summary report stating (1) the total number of ballots received; (2) the number of ballots not opened with a summary of the reason they

were not opened (i.e. arrived after the deadline, etc.); (3) the number of ballots not counted because there was more than one ballot in the ballot envelope and (4) the information set out in items (1) and (2) above for the remaining ballots shall be delivered to the Recording Secretary on or before December 15. The firm shall preserve all unopened ballot envelopes and all opened ballot envelopes with their respective ballots attached until June 15th of the next year at which time they shall be destroyed.

SECTION 10. *Results of Election*. For each office, the candidate receiving the largest number of votes shall be declared elected. Those elected shall begin their term January 1st. Each retiring Board Member shall turn over to his successor in office all properties and records relating to his office not later than January 31st. If, at the time of his election, any elected candidate is unable to serve for any reason, such candidate's position shall be filled by the new Board of Directors in the manner provided by Article 3, Section 3.4. In case of a tie vote, the winner shall be determined as soon as possible by a poll of the new Board of Directors by the Incumbent Recording Secretary. The results of the voting will be announced at the annual meeting.

SECTION 11. *No Nominations by Any Other Method.* Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

ARTICLE VI
Committees

SECTION 1. *Committees.* The President with Board approval may each year appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Special committees may also be appointed by the Board to aid it on particular projects. Such committees are advisory to the Board and do not have the authority to bind the Board or the Club and shall always be subject to the final authority of the Board. At the first meeting of the Board of Directors in each new year, or as soon thereafter as practicable, the President shall appoint all committee chairpersons, except the Chairperson of the Nominating Committee, subject to the approval of the Board of Directors.

SECTION 2. *Appointees*. Any committee appointment, excepting the Nominating Committee, may be terminated, with or without cause, by a majority vote of the full membership of the Board upon written notice to the appointee. All documents, work product, and assets acquired by or created by committee members in the service of the committee are the property of the Club and shall be delivered to the Corresponding Secretary within thirty (30) days of notice of termination of service. The President may appoint successors to those persons whose service has been terminated, subject to the approval of the Board of Directors.

ARTICLE VII
Discipline

SECTION 1. *American Kennel Club Suspension*. Any member who is suspended from any of the privileges of the American Kennel Club shall automatically be suspended from all privileges of the Club for a like period.

SECTION 2. *Charges*. Any member may prefer charges (the complaining member) against another member (the accused member) for alleged misconduct prejudicial to the best interests of the Club or breed. Written charges with supporting evidence must be filed in duplicate with the Corresponding Secretary, accompanied by a deposit of three hundred seventy-five dollars ($375.00) which shall be forfeited if no part of the charges are sustained by the Board following a hearing or if the Board declines to entertain jurisdiction of the charges. The Corresponding Secretary shall promptly send a copy of the charges and supporting evidence to the defendant and request a response within thirty (30) days. Upon the expiration of said thirty (30) days, the Corresponding Secretary shall send a copy of the charges and the response, if any, together with the supporting evidence, if any, supplied by either party to each member of the Board or present them at a Board meeting. At the same time, the Corresponding Secretary shall send any supporting evidence supplied by the accused member to the complaining member. The Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If a majority of the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board or a Committee of not less than three members of the Board, within five (5) days of the next Annual Board meeting, providing that the hearing date is at least forty (40) days after the Board voted to entertain jurisdiction of the charges. The Corresponding Secretary shall promptly send to the complaining member and the accused member by certified mail, return receipt requested at least thirty (30) days in advance of the hearing, a notice that provides the following information: (1) The date, time, and place of the hearing and whether the hearing will be before the full Board or a three member committee of the Board (2) the complaining member and the accused member have the option of presenting their cases in writing to the Corresponding Secretary (with written confirmation that all information was supplied to the other party) prior to the hearing or appearing in person at the hearing (3) assurances that both the complaining member and the accused member may personally appear or participate via telephone conference call in their behalf and bring witnesses if they desire, and (4) that neither complaining member nor accused member may be represented by legal counsel at the hearing.

SECTION 3. *Board Hearing*. The Board or Board Committee shall have complete authority to set other procedural and evidentiary rules, but both complaining member and the accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complaining member and the accused member the Board or Committee may, by a two thirds (2/3rds) majority vote by secret ballot of those present, suspend the accused from all privileges of the Club for not more than six (6) months from the date of the hearing or until the next Annual Meeting if that will occur after six (6) months. The Board

may choose a lesser penalty of "reprimand" instead of suspension following a hearing. If it deems that a six- month suspension is insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the accused member's right to appear before his fellow members at the ensuing Club meeting which considers the recommendation of the Board or Board Committee. Immediately after the Board or Board Committee has reached a decision, its finding shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary shall then immediately notify each of the parties of the decision and penalty, if any. If the accused member resigns or if any part of the charge is upheld, the three hundred seventy-five-dollar ($375.00) deposit paid by the complaining member shall be returned to the complaining member.

SECTION 4. *Expulsion*. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board as provided in Section 4 of this Article. The accused member shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the accused member, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two-thirds (2/3rds) vote of those present, eligible to vote and in good standing and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VIII
Amendments

SECTION 1. *Proposed Amendments*. Amendments to these Bylaws and to the Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership eligible to vote and in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members eligible to vote and in good standing with recommendations of the Board by the Recording Secretary for vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. *Adoption of Amendments*. A copy of each proposed amendment shall be mailed by the Recording Secretary to each member eligible to vote and in good standing accompanied by a ballot on which the member may vote for or against each amendment. The notice with the proposed amendments shall specify a date of not less than thirty (30) days after the date of mailing by which date the ballots must be received by the firm or group designated by the Board to receive and count the ballots. The favorable vote of two-thirds (2/3rds) of the members eligible to vote and in good standing whose ballots are returned within the time limit shall be required to adopt any amendment. The procedure described in Article V, Sections 8 and 9 shall be followed in handling such ballots to assure secrecy of the vote.

SECTION 3. *American Kennel Club Approval*. No amendment to the Bylaws or to the Standard for the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE IX
Dissolution

SECTION 1. *Dissolution.* The Club may be dissolved at any time by the written consent of not less than two- thirds (2/3rds) of the members eligible to vote and in good standing. In the event of the dissolution of the Club other than for purposes of reorganization, whether voluntary or involuntary, or by operation of the law, none of the property of the Club, nor any proceeds thereof, nor any assets of the Club, shall be distributed to any members of the Club, but after payment of debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X
Order of Business

SECTION 1. *Membership Meetings*. At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call
Minutes of the last meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Report of the Delegate to the American Kennel Club
Reports of Committees (optional)
Unfinished Business
New Business
Adjournment

SECTION 2. *Board Meetings.* At the meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Reading of the minutes of the last meeting
Report of the President
Report of the Recording Secretary
Report of the Corresponding Secretary
Report of the Treasurer
Report of the Delegate to the American Kennel Club
Reports of Committees
Unfinished Business

New member applications
New Business
Adjournment

ARTICLE XI
Parliamentary Authority

SECTION 1. *Parliamentary Authority.* The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any other special rules of order the Club may adopt.

This Constitution and Bylaws shall take effect immediately upon their approval by the American Kennel Club. All former Bylaws are thereby repealed.