

Articles of Incorporation and By-laws of The Newfoundland Club of Northern California

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INDEX

Articles of Incorporation

- Article I Name and Objectives
 - Section 1. Club Name
- Article II Status and Purpose
 - Section 1. Mutual Benefit Corporation
 - Section 2. Purpose

By-Laws

- Article 0 Club Objectives, Status and By-laws
 - Section 1. Club Objectives
 - Section 2. Non-profit Status
 - Section 3. By-Laws
- Article I Election to Membership
 - Section 1. Membership Definitions
 - Section 2. Dues
 - Section 3. Application For and Election to Membership
 - Section 4. Termination of Membership
- Article II Meetings and Voting
 - Section 1. Conduct of Meetings
 - Section 2. Club Meetings
 - Section 3. Special Club Meetings
 - Section 4. Board of Directors Meeting
 - Section 5. Special Board of Directors Meetings
 - Section 6. Voting
- Article III Directors and Officers
 - Section 1. Board of Directors
 - Section 2. Officers
 - Section 3. Vacancies
- Article IV The Club Year, Annual Meeting and Elections
 - Section 1. Club Year
 - Section 2. Annual Meeting
 - Section 3. Nominations
 - Section 4. Elections
- Article V Committees
 - Section 1. Appointment of Standing and Ad Hoc Committees
 - Section 2. Termination of Committee Appointments
 - Section 3. Committee Responsibilities
 - Section 4. Committee Members Terms of Office
 - Section 5. Ad hoc Committee – Terms of Membership
 - Section 6. Committee Meetings
 - Section 7. Committees – Order of Business
- Article VI Discipline
 - Section 1. Newfoundland Club of America or American Kennel Club Suspension
 - Section 2. Charges
 - Section 3. Board of Directors' Hearing
 - Section 4. Expulsion
- Article VII Amendments
 - Section 1. Proposed Amendments to Articles of Incorporation and By-laws
 - Section 2. Amendment of the Articles of Incorporation
 - Section 3. Amendment of the By-laws
- Article VIII Dissolution
 - Section 1. Dissolution
- Article IX Order of Business
 - Section 1. Order of Business at Club Meetings
 - Section 2. Order of Business at Board of Directors Meetings

ARTICLES OF INCORPORATION

Article I Name and Objectives

Section 1. Club Name

The name of this Corporation is The Newfoundland Club of Northern California, Inc

Article II Status and Purpose

Section 1. Mutual Benefit Corporation

This corporation is a nonprofit Mutual Benefit Corporation, organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

Section 2. Purpose

The specific purpose of this corporation is to advance the interests of the Newfoundland breed of dog and to encourage sporting competition at dog shows and performance events.

BY-LAWS

Article 0 Club Objectives, Status and By-laws

Section 1. Club Objectives

The principle objectives of the Club shall be:

- (a) To encourage and promote the breeding, understanding, and appreciation of the purebred Newfoundland dog, and to perform and to encourage such activities as will bring its natural qualities to perfection;
- (b) To urge members and others to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Newfoundland dog shall be judged;
- (c) To do all in its power to protect and advance the interests of the breed by encouraging friendly and sportsman-like competition at dog shows, obedience trials, field trials and matches;
- (d) To conduct sanctioned and licensed specialty shows, obedience trials, and field trials under the rules of the American Kennel Club;
- (e) To cooperate with and encourage the objectives and sanctions of the Newfoundland Club of America and to do such other things as may be deemed expedient in the best interests of the Club;
- (f) To propagate and encourage the practice and enjoyment of the various of the dog fancy, especially with regard to the Newfoundland breed, through participation in dog showing, obedience competition, field trials, breeding, and such other activities as will enable the owner or prospective owner of Newfoundland dogs to derive the greatest pleasure possible from his activities in pursuit of the ultimate benefit of the breed and of the dogs who are its members.

Section 2. Non-profit Status

The club shall not be conducted or operated for profit; and no part of any profits or any property or cash left over from dues or donations to the Club shall inure to the benefit of any member or individual.

Section 3. By-Laws

The members of the Club shall adopt and may from time to time revise such By-laws as may be required to carry out these objectives.

Article I Election to Membership

Section 1. Membership Definitions

There shall be six classes of membership within the Newfoundland Club of Northern California: Associate, General, Family, Life, Junior, and Honorary. The first two (2) of these classes shall be restricted to persons eighteen (18) years of age, or older. General Memberships shall be limited to residents of that part of California north of, and not including, San Luis Obispo, Kern and Inyo Counties; or that part of Nevada north of, and not including Clark County. General Members who move their residences outside the designated area will

automatically be converted to Associate Members until re-establishing residence within the area. Members, of any class, will be considered in good standing if their dues are current and they are not otherwise indebted to the club. Members placed on suspension under the provisions of Article VI, Section 3, will not be considered to be in good standing.

(a) Associate Membership

Associate Members shall receive copies of the Newfoundland Club of Northern California newsletter, and may attend Club meetings, debate Club issues and participate in all Club functions, social and otherwise, with the following exceptions: They shall not vote on official Club business; hold elective offices; or hold appointed leadership position. All new members joining the Newfoundland Club of Northern California shall automatically begin as Associate Members upon receipt of an application and fee by the appropriate Club officer.

(b) General Membership

General Members hold all the rights and privileges and responsibilities of Associate Members and shall in addition have the right to vote on official Club business and hold elected office; or hold appointed leadership positions within the Club. The General Membership shall consist of all members in good standing of the Newfoundland Club of Northern California prior to adjournment of the 1984 Annual Meeting, and those members after that date that have been Associate Members for at least six months, and have been duly elected into General Membership as set forth in Section 3, below.

(c) Family Membership

Family Membership shall be open to two adults and any children under 18 years of age living in the same household. Each adult shall enjoy all rights and privileges of Associate or General Membership, as defined in parts (a) and (b) above. Minor members shall have all the rights and privileges of Associate Membership only.

(d) Life Membership

Life Memberships may be made available by the Board of Directors with the consent of the General Membership. Life Members shall be the equivalent of General Memberships, except that Life Members shall be exempt from paying annual dues. The Board of Directors may define various categories of Life Memberships.

(e) Junior Membership

Junior Membership shall be open to all persons under 18 years of age who are not already part of a Family Membership. Junior Membership shall have all the rights and privileges of Associate Membership, except they may, by act of the Board of Directors, pay reduced annual dues.

(f) Honorary Membership

Honorary Membership may be conferred upon persons who have made an outstanding contribution to the welfare of the Newfoundland dog. Honorary Memberships shall have all the rights and privileges of Associate Membership. Honorary Members shall be exempt from paying dues.

Section 2. Dues

(a) Payment and Setting of Dues

On or after January 1 of each year, each member not already a life member shall pay dues of such an amount as the Board of Directors shall determine. The Membership chair shall have published in the December issue of the Club's Newsletter a membership renewal application and dues notice.

Section 3. Application For and Election to Membership

(a) Application for Associate Membership

An applicant for Associate Membership shall submit a completed application form to the appropriate Club officer, together with such dues and initiation fees as shall be fixed from time to time by the Board of Directors. The Application form shall be approved, and may be modified from time to time, by the Board of Directors. On the Application form, the applicant shall furnish their name and address, and agree to abide by the Articles of Incorporation, By-Laws of this Club, and Ethics Guide of the Newfoundland Club of America, and the rules of the American Kennel Club.

(b) Application for Election to General Membership

Any person in good standing, who has been an Associate Member for at least six (6) months, or a Junior Member, or a minor Family Member passing their eighteenth (18th) birthday after having been affiliated with the Club for at least six (6) months, may apply for election to General Membership. Applications shall be in the form of an "Application To Become a General Member" sent to the appropriate Club officer and published in the Club newsletter before the day of the general meeting, at which their conversion from Associate to General Membership is to be part of the agenda for that meeting. The statement shall specify the time and place of attendance, as an Associate Member, of at least one prior general meeting. Furthermore the

application shall have the written endorsement of one General Member of the Newfoundland Club of Northern California. An affirmative vote, conducted by secret ballot, of at least three fourths (3/4ths) of the General Membership in attendance at the business meeting is required to approve the conversion from Associate to General Membership. No applicant who has been rejected for conversion from Associate to General Membership may be again considered at any meeting held within twelve (12) months after the last such rejection.

(c) **Eligibility for Membership Application**

Any person currently suspended or expelled from the Newfoundland Club of America or the American Kennel Club is not eligible to apply for membership in this club or to apply for conversion from Associate Membership to General Membership. Any person who has been expelled from this Club is not eligible to reapply for membership for two (2) years from the date of expulsion. Any person convicted of neglect or abuse of any animal is not eligible for membership.

Section 4. Termination of Membership

(a) **Associate Membership Termination**

Associate Membership may be terminated by;

- (1) Resignation in the form of a written notice to the Corresponding Secretary; but resignation shall not affect or cancel any obligation for dues or any other debt to the Club which has accrued prior to resignation.
- (2) Conversion of membership to General Membership according to the rules set forth in Section 3 above.
- (3) Lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid for more than 45 days following the first day of the fiscal year.
- (4) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.

(b) **General Membership Termination**

General Membership may be terminated by;

- (1) Resignation in the form of a written notice to the Corresponding Secretary; but resignation shall not affect or cancel any obligation for dues or any other debt to the Club which has accrued prior to resignation.
- (2) Conversion of membership to Associate Membership by the Member's written notice to the Corresponding Secretary.
- (3) Lapsing. A membership will be considered lapsed and automatically terminated if such member's dues remain unpaid for more than 45 days following the first day of the fiscal year. In no case may a person be entitled to vote at any Club meeting while their dues are delinquent.
- (4) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these By-Laws.
- (5) Conversion of membership to Associate Membership when moving residence outside the geographic area set forth in Section 1.

Article II Meetings and Voting

Section 1. Conduct of Meetings

All categories of meetings of this Club shall be conducted in accordance with the current edition of Robert's Rules of Order except where superseded by these By-laws.

Section 2. Club Meetings

Meetings of the Club shall be held within a hundred (100) mile airline radius of the city of Oakland, California at such time and place as may be designated by the Board of Directors. There shall be at least, but not limited to, one (1) general meeting per quarter. Written notice of each meeting shall be mailed by the Corresponding Secretary or published in the Club's newsletter at least ten (10) days prior to the date of the meeting. The quorum for such a meeting shall be fifteen percent (15%) of the General Membership.

Section 3. Special Club Meetings

Club meetings may be called by the Club President, or by the majority vote of the members of the Board of Directors who are present and voting at any regular or special meeting of the Board of Directors, and shall be called by the Corresponding Secretary upon receipt of a petition signed by fifteen percent (15%) or more of the General Members of the Club who are in good standing. Such special meetings shall be held within the region designated for general meetings, except that, upon receipt of written consent of 50% or more of the members in good standing the meeting may be held elsewhere. The meeting shall be held at such place, date, and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed by the Corresponding Secretary or published in the Club's newsletter at least seven (7)

days and not more than fifteen (15) days prior to the date of the meeting and said notice shall state the purpose(s) of the meeting, and no other club business may be transacted thereat. The quorum for such a meeting shall be 15% of the General Membership.

Section 4. Board of Directors Meeting

- (a) Meetings of the Board of Directors shall be held within the region designated for general meetings at such place, date, and hour as may be designated by the Board of Directors. There shall be at least, but not limited to, one (1) Board of Directors meeting per quarter. Written notice of each meeting shall be mailed by the Corresponding Secretary or published in the Club's newsletter at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.
- (b) A cancelled Board of Directors meeting may only be rescheduled by the President with the oral consent of sixty percent (60%) of the Board of Directors members. Board of Directors meetings must be held on Saturday or Sunday except with the oral approval of sixty percent (60%) of the Board of Directors members. Board of Directors members unable to attend a scheduled meeting of the Board of Directors are required to notify the President at least twenty four (24) hours prior to the meeting.
- (c) All votes of the Board of Directors shall be considered roll call votes and recorded in the minutes. The minority voter(s) shall be identified and may insert a short statement of reason in the minutes.

Section 5. Special Board of Directors Meetings

- (a) Special meetings of the Board of Directors may be called by the President, and shall be called by the Corresponding Secretary upon receipt of a written request signed by at least three (3) Board of Directors members. Such special Board of Directors meetings, whether face to face or by conference call shall be held at such date and hour as may be designated by the person or persons authorized herein to call such a meeting. Special Board of Directors meetings held face to face shall be held within the region designated for general meetings. Written notice of such meeting shall be mailed by the Corresponding Secretary at least five (5) days prior to the meeting, or electronic notice shall be filed at least three (3) days and not more than five (5) days prior to the meeting. Electronic notification must be acknowledged by the recipient to be valid. Any such notice shall state the purpose(s) of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board of Directors.

Section 6. Voting

- (a) Each General Member whose dues are paid for the current year is considered to be a voting member and may vote at each meeting of the Club at which he is present. Proxy voting will not be permitted at any Club meeting. Voting by absentee ballot will be permitted in three (3) instances:
 - (1) At the annual meeting, for the election of Officers and Directors only
 - (2) For amendments to the Club's Articles of Incorporation or By-laws as set forth in Article VII, Sections 2 & 3.
 - (3) For a vote of dissolution as specified in Article VIII, Section 1.

Article III Directors and Officers

Section 1. Board of Directors

The Board of Directors shall be composed of the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer, and three other persons all of whom shall be General Members in good standing and all of whom shall be elected for one (1) year terms at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. Only the Board of Directors may approve any contracts that are in the name of the Club or in any way obligate the Club. The first order of business for the first Board meeting of the Club year shall be the establishment of general rules, procedures, policies and timetables. These shall be reported to the Club's newsletter at the earliest time practicable.

Section 2. Officers

The Club's officers, consisting of the President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board of Directors and its meetings. The immediate past President is entitled to become a non-voting member of the Board of Directors for a period of one (1) year.

- (a) The President

Shall preside at all meetings of the Club and of the Board of Directors, and shall have the duties and powers normally appurtenant to the office of President in addition to these particularly specified in these By-laws.

The President or his designee may negotiate a contract in the name of the club. However, prior to agreeing to any contract, approval must be obtained from the Board of Directors. The President shall appoint a Parliamentarian who shall:

- (1) Be familiar with Robert's Rules of Order and these By-laws.
 - (2) Attend all Club and Board of Directors Meetings of the Club.
 - (3) Provide information to members to help in running a smoothly flowing meeting which is impartially fair to all participants.
- (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 and shall serve as Program Chair.
- (c) The Recording Secretary
Shall keep a record of all meetings of the club and of the Board of Directors and all matters of which a record shall be ordered by the Club.
- (d) The Corresponding Secretary
Shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and Directors of their election to office, keep a roll of members of the Club with their addresses and shall have charge of answering all inquiries to the Club and such other correspondence as may be delegated to him and carry out such other duties as are prescribed in these By-laws.
- (e) The Treasurer
Shall collect and receive all moneys due or belonging to the Club. He shall deposit the same in a bank designated by the Board of Directors, in the name of the Club. His books shall at all times be open to inspection by the Board of Directors and he shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he shall render an accounting of all moneys received and expended during the previous fiscal year. He shall prepare a Club budget for the following fiscal year, for consideration by the Board of Directors during the fourth (4th) quarter of each fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. At the end of the annual meeting an audit committee consisting of the Past Treasurer, the Treasurer and two (2) General Members appointed by the incoming Board of Directors, shall conduct an audit of the Treasurer's books, and a written report shall be submitted to the Board of Directors within sixty (60) days.

Section 3. Vacancies

- (a) Any vacancies occurring on the Board of Directors or among the officers during the year shall be filled for the un-expired term of office by a majority vote of the then members of the Board of Directors at its first regular meeting following the creation of such vacancy, or at a special Board of Directors meeting called for the purpose, except that a vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy shall be filled by the Board of Directors.
- (b) If a Board member fails to attend three (3) Board of Director meetings during his term, the Board MAY declare the position vacant.

Article IV The Club Year, Annual Meeting and Elections

Section 1. Club Year

The Club's fiscal year shall begin on the 1st day of January and end on the 31st of December. The Club's official year shall begin immediately upon the conclusion of the Annual Meeting and shall continue through the next Annual Meeting.

Section 2. Annual Meeting

The Annual Meeting shall be held during the first (1st) quarter of the Club's fiscal year, at least four (4) weeks after the first (1st) general meeting of the year. Officers and Directors for the ensuing year shall be elected at the Annual Meeting by secret, written ballot from among those nominated in accordance with Section 3 of this Article. They shall take office upon the conclusion of the Annual Meeting and each retiring officer shall turn over to his successor in office all properties and records relating to the office within thirty (30) days after the election. Any officer who fails to turn over such records and properties within thirty (30) days may be suspended from all privileges of the Club until this transfer is affected.

Section 3. Nominations

- (a) No person may be a candidate in a Club election who has not been nominated in accordance with these By-laws. During the fourth (4th) quarter of the Club's fiscal year the Board of Directors shall select a Nominating

Committee consisting of three (3) members and two (2) alternates, all of whom are General Members in good standing, and not more than one (1) of whom shall be a member of the Board of Directors. The Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Board of Directors shall name a Chair and it shall be his duty to call a Committee meeting which shall be held on or before December 10th.

- (b) The Committee shall nominate at least one (1) candidate for each office, and three (3) candidates for the other three (3) positions on the Board, and, after securing the consent of each person nominated shall immediately report their nominations to the Corresponding Secretary in writing.
- (c) Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, at least ten (10) days prior to the first general meeting of the Club's fiscal year, cause the notification of each member in writing of the candidates so nominated.
- (d) Additional nominations may be made at the first general meeting in the Club's fiscal year by any General Member in attendance provided that the person so nominated does not decline when his name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his proposer shall present to the Corresponding Secretary a written statement from the proposed candidate signifying his willingness to be a candidate. No person may be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those who have not accepted a nomination from the nominating committee.
- (e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this Section.
- (f) After receipt of the Nominating Committee's report and any additional nominations in accordance with paragraph (c) and (d) of this Section, if all positions of the Board of Directors are nominated unopposed, then the slate shall be declared elected to take office at the conclusion of the next annual meeting. The Corresponding Secretary shall inform the membership if no balloting is required.

Section 4. Elections

The election of officers and directors shall be held by written mailed ballot. The Corresponding Secretary must prepare and mail ballots to all voting members not later than ten (10) days after the first general meeting of the Club's fiscal year. Ballots are to be returned to the Corresponding Secretary. During the annual meeting, the Corresponding Secretary and two members of the Nominating Committee shall tabulate the ballots of those members whose dues for the current year are paid; then the new officer's names will be announced. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The three (3) nominated candidates for the other positions on the Board who received the greatest number of votes for such positions shall be declared elected.

Article V Committees

Section 1. Appointment of Standing and Ad Hoc Committees

Subject to Board of Directors approval, the President shall appoint a Chair and members to such standing and ad hoc committees as may advance the work of the Club. The Chair of any committee must be a General Member as required by Article I, Section 1, Paragraph b. Among the standing committees shall be the following:

- Newf Rescue
- Ways and Means
- Membership
- Newspaper
- Working Dog
- Regional Specialty

Ad hoc committees may be created to carry out such tasks as the planning and management of specific shows, matches, tests or trials, the award of trophies, prizes or honors; the carrying out of special studies and the preparation of reports, or the informal hearing of grievances.

Section 2. Termination of Committee Appointments

Any committee appointment may be terminated by a majority vote of the full membership of the Board of Directors upon written notice to the appointee; and the Board of Directors may appoint successors to those persons whose services have been terminated.

Section 3. Committee Responsibilities

Each committee shall promptly communicate to the President a brief summary of the business transacted at

each meeting. Minutes may be used to satisfy this requirement. Committees shall make recommendations to the Board of Directors, and shall implement such actions as the Board of Directors may direct. Committees shall always be subject to the final authority of the Board of Directors. Chairs of committees or events may be designated by the President to negotiate contracts as needed to their assigned duties. However, the contracts are limited to the board-approved budget of the function or event and prior to agreeing to any contract, approval must be obtained from the Board of Directors.

Section 4. Committee Members Terms of Office

The normal term of membership on a standing committee shall correspond with the Club year. However, the members of such a committee shall continue to serve until the newly-elected President shall announce the new membership of the committee.

Section 5. Ad hoc Committee – Terms of Membership

Members of an ad hoc committee shall normally continue to serve until the task of the committee is completed and a final accounting has been made to the Board of Directors, subject to reconfirmation by a newly elected Board of Directors at its first meeting.

Section 6. Committee Meetings

Committee meetings shall be open to all Club members. Exceptions to this rule shall be made on a meeting by meeting basis, for cause, by the President, and may be overruled by the Board of Directors. Chairs shall make reasonable effort to inform interested Club Members of meeting times and places.

Section 7. Committees – Order of Business

The first order of business for each ad hoc committee and the first order of business for the first meeting of the Club year for each standing committee shall be the establishment of general rules, procedures, policies and timetables. These shall be reported to the Club's newsletter at the earliest time practicable.

Article VI Discipline

Section 1. Newfoundland Club of America or American Kennel Club Suspension

Any member who is suspended from the privileges of or expelled from the Newfoundland Club of America automatically shall be suspended from the privileges of this Club for a like period. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

Section 2. Charges

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or breed and/or failure to abide by the Articles of Incorporation, By-laws, or Ethics Guide of this Club. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or breed. If the Board of Directors considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or breed, it may refuse to entertain jurisdiction. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of a hearing by the Board of Directors not less than three (3) weeks or more than six (6) weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

Section 3. Board of Directors' Hearing

The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six (6) months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the

Recording Secretary. The Corresponding Secretary shall notify each of the parties of the Board of Directors' decision and penalty, if any.

Section 4. Expulsion

Expulsion of a member from the Club may be accomplished only at a meeting of the Club following a Board of Directors hearing and upon the Board of Directors' recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or a Special meeting of the Club to be held within sixty (60) days but not earlier than thirty (30) days after the day of the Board of Directors' recommendation of expulsion. The defendant 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 Board of Directors' findings and recommendation, and shall invite the defendant, if present, to speak in his own behalf if he wishes. The membership shall then vote by secret ballot on the proposed expulsion. A two third (2/3rd) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board of Director's suspension shall stand.

Article VII Amendments

Section 1. Proposed Amendments to Articles of Incorporation and By-laws

Amendments to the Articles of Incorporation and By-laws may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by fifteen percent (15%) of the General Membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board of Directors by the Corresponding Secretary for a vote within three (3) months of the date when the petition was received by the Corresponding Secretary.

Section 2. Amendment of the Articles of Incorporation

The Articles of Incorporation may be amended by a three quarter (3/4) vote of the General Members in good standing. An Amendment election may be held at any regular meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member, together with a notice of intent to discuss them at meeting. Alternatively, an amendment election may be held by mail, subsequent to a meeting at which the proposed amendments have been discussed, and at least two weeks prior to which the proposed amendments have been mailed to each member, together with a notice of intent to discuss them at the meeting.

Section 3. Amendment of the By-laws

The By-laws may be amended by a two-thirds (2/3rd) vote of the General Membership voting in an amendment election held in conformance to either of the methods prescribed above for Articles of Incorporation amendment elections.

Article VIII 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 General Membership. In the event of the dissolution of the Club, whether voluntary or by operation of 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 the debts of the Club its property and assets shall be donated to a charitable organization for the benefit of dogs selected by the Board of Directors.

Article IX Order of Business

Section 1. Order of Business at Club Meetings

At the meetings of the Club, the order of business, so far as the character and nature of the meeting may permit shall be as follows:

- Call to Order
- Roll Call
- Minutes of the Last Meeting
- Report of the Board of Directors
- Report of President

Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of Committees
Election of Officers and Board of Directors (at annual meeting)
Election of New General Members
Unfinished Business
New Business
Adjournment

Section 2. Order of Business at Board of Directors Meetings

At meetings of the board of Directors, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Call to Order
Roll Call
Reading of Minutes of Last Meeting
Report of Corresponding Secretary
Report of Recording Secretary
Report of Treasurer
Reports of Committees
Unfinished business
New Business
Adjournment

End of By-laws