

**INTERNATIONAL WINDSPRITE CLUB, INC.
NONPROFIT CORPORATE BYLAWS**

ARTICLE I: NAME

1.01 Name

The legal name of this corporation shall be International Windsprite Club, Inc. The business of the corporation will be conducted as International Windsprite Club, Inc.

ARTICLE II: PURPOSES AND POWERS

2.01 Purpose

International Windsprite Club, Inc. – hereafter referred to as the “Corporation” is organized and operated exclusively for the purposes of establishing and maintaining a community of fellowship among its members to carry out social, recreational, and educational activities and to pursue economic and social benefits for its members and for any other purposes allowed in compliance with the requirements of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the “Code”) and corresponding provisions of any subsequent federal tax laws.

International Windsprite Club, Inc. is organized and operated to:

- a. further the advancement of the Windsprite (canine breed);
- b. bring together everyone interested in the breeding, showing, racing, coursing and promoting the breed of Windsprite;
- c. do all in its power to protect and advance the interests of this breed of purebred dog, and encourage sportsmanlike conduct at competition events;
- d. authorize and conduct sanctioned matches, dog shows, and performance events;
- e. assist, educate, and help owners and prospective owners in maintaining, caring for, training, showing, and breeding Windsprites.

2.02 Powers

In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

2.03 Nonprofit Status and Exempt Activities Limitation.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Code, as amended or supplemented. The Corporation shall not

permit any part of the net earnings or net assets of the Corporation to inure to the benefit of any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2.04 Distribution Upon Dissolution.

Upon the dissolution of the Corporation or the winding up of its affairs, after payment or provision for payment of the Corporation's liabilities has been made, the Corporation's remaining assets shall be distributed to a Corporation then existing and qualified under the provisions of Section 501(c)(3) or 501(c)(7) of the Code, as selected by the Board of Directors of the Corporation.

ARTICLE III: MEMBERSHIP

3.01 Membership Classes

The Corporation's membership shall include any person accepted into and in good standing in any of the member classes as defined by the Corporation's Board of Directors

There shall be 4 types of membership open to all persons who subscribe to the purposes of this Corporation.

Single membership Open to persons 18 years of age and older who enjoy all the privileges of the Corporation including voting and holding office.

Household membership Open to 2 persons 18 years of age and older residing at the same address and who enjoy all the privileges of the Corporation including voting and holding office. Each of the 2 is entitled to a separate vote. The household membership also includes all children under the age of 18.

Junior membership Open to all persons 10-17 years of age; cannot vote or hold office and may automatically convert to regular membership upon reaching their 18th birthday by filling out a Single membership application and paying their dues.

Honorary Membership Open to such persons as shall be elected by a $\frac{3}{4}$ majority of the Board of Directors. This membership will be for life. There will be no dues. The first honorary member approved by the Board shall be Michelle Henninger.

Membership is to be unrestricted as to residence.

In December any member can elect to change their membership status, i.e., from Single to Family or Family to Single by notifying the Corresponding Secretary of the Corporation and paying the appropriate dues.

3.02 Election to membership

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws of the International Windsprite Club. The application shall state the name and address of the applicant, and the application shall carry the endorsement of one member in good standing.

Accompanying the application, the prospective member shall submit dues payment for the current year. All applications are to be filed with the Corresponding Secretary, and the Secretary shall send either by regular mail or e-mail to each member a copy of the application. The membership will have one month to contact the IWC Board regarding the applicant. The application will be voted upon at the next meeting of the IWC Board after the 30 day notification period. The affirmative votes of 3/4 of the Board members present and voting at that meeting shall be required to elect the applicant. Applicants for membership who have been rejected by the Corporation may not reapply within 6 months after such rejection. Except that any applicant rejected for membership by the Board may be presented by the applicant endorser at the next meeting of the Corporation or at a Special Meeting called for that purpose, and the Corporation may elect such applicant by favorable vote of 3/4 of the members present.

3.03 Privileges of Membership

Only members who are in good standing shall have the right to vote on any question before the Corporation, to hold office, or to serve on the Board of Directors. All types of membership in good standing shall have the right to exercise any of the other rights and privileges of membership otherwise specifically provided in these Bylaws. The term "member" as used hereinafter shall mean member in good standing.

3.04 Termination of Membership

Membership may be terminated:

- (a) by resignation. Any member in good standing may resign from the Corporation upon written notice to the Corresponding Secretary, but no member may resign when in debt to the Corporation. Dues obligations are considered a debt to the Corporation and they become incurred on the first day of each calendar year.
- (b) by lapsing. A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the calendar year. In no case may a person be entitled to vote at any Corporation meeting whose dues are unpaid as of the date of that meeting.

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

Any person ceasing to be a member for any cause whatsoever and having at the time temporary possession of any Corporation property shall immediately on such cessation return to the Corporation such properties and shall be given a receipt for the same.

3.05 Dues

Membership dues shall be determined by the Board of Directors, payable on or before the first day of January of each year. No member may vote whose dues are not paid for the current year. For any single or household becoming members after July 1st, their membership dues will be ½ of the annual dues. During the month of November, the Treasurer shall send either by regular mail or e-mail to each member a statement of dues for the ensuing year if said notice is not contained in the November newsletter. Dues may be changed by a majority vote of the board membership present and voting

ARTICLE IV: BOARD OF DIRECTORS

4.01 Board of Directors

The Board of Directors shall be comprised of eleven (11) members, all of whom shall be members in good standing who are residents of the United States. Two of these Directors shall be elected every other year for 6 year terms beginning in the year 2016, at the Corporation's annual meeting as provided in Article V, and shall serve until their successors are elected. One Board position will be held by Michelle Henninger for as long as she wishes to hold that position. General management of the Corporation's affairs shall be entrusted to the Board of Directors. They shall elect the Corporation's Officers.

(a) **Legacy Board Members:** Legacy Status for Founders: As a token of recognition for their foundational role, Jean MacKenzie and Sidney Hoblit will hold Legacy Board Member positions. They will serve until they voluntarily decide to step down. As Jean MacKenzie or Sidney Hoblit decide to retire, their positions will be filled, maintaining the board size at 11 members.

(b) **Council of Elders:** Former Board members may participate in Board discussions in an Advisory, non-voting position as long as they wish.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Corporation shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- (a) All Directors shall be elected to serve a six-year term; however, the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that 2 members will leave the board every two years.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin July 1 and end June 30 of the sixth year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be 18 years of age, a citizen of the United States, and a member of the Corporation for six (6) years. The election of Directors to replace those who have fulfilled their term of office shall take place in June of every other year. The Annual Meeting shall be held in June at which the designated Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with 4.04 and 4.05 of this Article. They shall take office immediately upon the conclusion of the election.

- (a) **Voting.** At the Annual Meeting, or at a Special Meeting of the Corporation, voting shall be limited to those members in good standing who are present at the meeting, be it a physical location, a web location or a telephone conference call. With the exception that voting shall be conducted by secret ballots for the following: 1) Election of Directors and 2) changes to the Standard of the breed.
- (b) **Ballots.** All ballots are sent to the Corresponding Secretary. Voting by proxy shall not be permitted. To be valid, ballots must be received by the Corresponding Secretary before the opening of the Annual Meeting. The Corresponding Secretary shall count the ballots and present the results at the meeting, and the persons receiving the largest number of votes shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, the nominee with the next highest vote shall be declared elected

4.05 Nominations

Every candidate in a Corporation election must be nominated. During the month of February, in election years, the Board of Directors shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Corresponding Secretary shall immediately notify the committeepersons and alternates of their selection. The Board shall name a Chairman for the committee and it shall be that person's duty to call a committee meeting which shall be held on or before April 1st.

- (a) The Committee shall nominate one candidate for each of the available positions on the Board, and after securing the consent of each person so nominated, shall immediately report their nominations to the Corresponding Secretary in writing.
- (b) Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary, and received at his or her regular address, postmarked on or before May 15th. The petition must be signed by five members, and accompanied by the written acceptance of each additional nominee signifying his or her willingness to be a candidate.
- (c) Due to advances in technology, voting by secret electronic ballot may be used. If voting is held by mail, on or before May 30th, the Corresponding Secretary shall mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelope addressed to the Corresponding Secretary marked "Ballot" and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter after marking his or her ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Corresponding Secretary. The Corresponding Secretary shall check the return against the list of members in good standing prior to opening the outer envelopes and removing the blank envelopes, and shall verify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting.
- (d) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

4.06 Vacancies

- (a) Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose. The board of Directors may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.
- (b) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

4.06 Removal of Directors

A Director may be removed by a majority vote of the Board of Directors then in office, if:

- (a) the Director is absent and unexcused from two or more meetings of the Board of Directors in a twelve-month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance, and in that case, the Board Vice President or Secretary shall excuse the President. Or:

(b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings

(a) The first meeting of the Board shall be held immediately following the annual meeting and election. Other meetings of the Board of Directors shall be held at such times and places (be it a physical location, a web location or a teleconference) as are designated by the President or a majority vote of the entire Board. Written notice of each such meeting shall be mailed and/or emailed by the Corresponding Secretary to each member of the Board at least 10 days prior to the date of the meeting. The quorum for a Board meeting shall be a majority of the Board voting in person or by mail.

(b) Special Meetings. Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least 2-days notice to each Director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with New York statutes.

(d) The Board of Directors may conduct its business by mail, e-mail, web conference, Fax or teleconference. Items voted upon by teleconference call must be confirmed in writing within 7 days by the Recording Secretary of the Corporation.

4.08 Manner of Acting.

(a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(c) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means

of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and applicable state law or law of the U.S. territory.

ARTICLE V: OFFICERS

5.01 Board Officers

The Corporation's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to the Corporation and its meetings and the Board and its meetings. The officers shall be elected from among their number by the elected Board of Directors at the Board's discretion as to date of election and length of term. These officers shall serve until their successors are elected; 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 the Board. Each retiring officer shall turn over to his or her successor in office all properties and records relating to that office within thirty (30) days following their resignation. -One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required.

5.02 Term of Office

Each officer shall serve a six-year term of office. Each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

5.03 Removal and Resignation

Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any

resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board President

The Board President shall be the Chief Volunteer Officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

5.05 Vice President

In the absence or disability of the Board President, the Vice President shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The Vice President shall normally accede to the office of Board President upon the completion of the Board President's term of office.

5.06 Secretaries

A Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

(a) The Recording Secretary shall keep a record of all meetings of the Corporation and of the Board and of all matters of which a record shall be ordered by the Corporation. He or she shall have charge of all files and papers of the Corporation and of its seal. He or she shall have at all times an up-to-date list of the members of the Corporation and their addresses and shall keep a record of all Corporation-sponsored matches and shows. The Recording Secretary shall keep a record of all new membership applications and shall read them to the Board and publish them to the membership upon receipt. He or she shall perform such duties as are prescribed elsewhere in these Bylaws.

(b) The Corresponding Secretary shall conduct Corporation correspondence, notify new members of their membership, notify members of the meetings of the Corporation and the names of prospective members, and notify members of the Board of Directors of the meetings of the Board if said notices are not contained in the newsletter. He or she shall prepare an up-to-date list of members of the Corporation and their addresses and shall have it in the hands of the membership during the month of March. He or she shall perform such duties as are prescribed in these Bylaws or as may be assigned by the Board of Directors.

5.07 Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

The Treasurer shall collect and receive all monies due or belonging to the Corporation. He or she shall deposit the same in a bank designated by the Board, in the name of the Corporation. The Treasurer's books shall be open at all times to the inspection of the Board and membership. At every meeting he or she shall report to them the condition of the Corporation's finances as well as every item, receipt or payment not reported before. At the annual meeting he or she shall render an account of all monies received and expended during the previous fiscal year.

The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The premium of such bond shall be paid by the Corporation.

ARTICLE VI: Committees

6.01 Appointment

The Board will each year appoint standing committees to advance the work of the Corporation in such matters as dog shows, obedience trials, trophies, annual prizes, memberships, and other fields which may well be served by committees. Such committees shall always be subject to final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

6.02 Termination

Any committee appointed may be terminated by the majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated. Upon termination, the committee shall turn over to the Secretary all properties or records relating to that committee within thirty (30) days. In case of a committee member termination, such properties shall be turned over to the committee within thirty (30) days.

ARTICLE VII: Discipline

7..01 Charges

Any member may bring charges against a member for alleged misconduct prejudicial to the best interests of the Corporation or the sport. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Corporation or the sport. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Corporation it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

7.02 Rights While Under Charges

Any member who is currently under charges is entitled to all rights and privileges of membership until suspended by the Board if the charges are sustained.

7.03 Board Hearing

The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by majority vote of those present, suspend the defendant from all privileges of the Corporation 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 rights to appear before his or her fellow members at the ensuing Corporation 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 Recording Secretary, in turn, shall send to each of the parties, the Board's findings and penalty, if any.

7.04 Expulsion

Expulsion of a member from the Corporation may be accomplished only at a meeting of the Corporation following a Board hearing and upon the Board's recommendation as provided in Section 4 of this Article. Such proceedings may occur at a regular or special meeting of the Corporation to be held within sixty (60) days but not earlier than thirty (30) days after the date of

the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf if he or she wishes. The members shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If the expulsion is not so voted, the Board's suspension will stand.

ARTICLE VIII: INDEMNIFICATION

8.01 Indemnification

(a) **Mandatory Indemnification.** The Corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) **Permissible Indemnification.** The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article, and (ii) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws.

(d) **Indemnification of Officers, Agents and Employees.** An officer of the Corporation who is not a Director is entitled to mandatory indemnification under this Article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with the law of the state in which the nonprofit is incorporated and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE IX: MISCELLANEOUS

9.01 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, and a record of all actions taken by Board of Directors without a meeting. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

9.02 Fiscal Year

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

9.03 Conflict of Interest

The Board shall adopt and periodically review a Conflict of Interest Policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with Board delegated powers.

9.04 Nondiscrimination Policy

The officers, Directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE X: Amendments to the Bylaws and to the Breed Standard

10.01 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as an exempt corporation under Section 501(c)(7) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a majority vote of a quorum of Directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

10.02 The Standard of the Breed may be amended by the following procedure:

- (a) Amendments to the Standard of the Breed may be proposed either by the Board of Directors or by written petition from the general membership addressed to the Corresponding Secretary and signed by twenty percent (20%) of the membership in good standing. The Board of Directors shall promptly consider any proposed amendments and make its official recommendations.
- (b) The Corresponding Secretary must submit all proposed amendments, along with the Board's recommendations, to the general membership within 3 months of receiving the initial petition. The Corresponding Secretary shall mail to all members a notice containing a ballot and a copy of the proposed amendments so that each member may vote for or against the action to be taken. The notice shall specify a date at least 30 days after the date of mailing on which the ballots must be returned to the Corresponding Secretary to be counted. Voting by electronic ballot is also allowed.
- (c) The amendment shall pass if it receives the favorable vote of 2/3 of the members in good standing who return ballots by the due date.

ARTICLE XI: Order of Business

11.01 Corporation Meetings

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

- Roll Call (attendance record circulated)
- Reading of the minutes of last meeting of both the Corporation and Board
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting)
- Election of new members
- Unfinished business
- New business Adjournment

11.02. Meetings of the Board of Directors

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

- Roll Call

Reading of Minutes of last meeting of both the Corporation and Board
Report of Secretary
Report of Treasurer
Reports of Committees
Unfinished business
New business
Adjournment

ARTICLE XII: Parliamentary Authority

12.01 The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Corporation in all cases to which they are applicable and in which they are not consistent with these Bylaws and any other special rules of order the Corporation may adopt.

ARTICLE XIII:: AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated and amended Bylaws of the Corporation were approved by the Corporation's Board of Directors on December 12, 2024 and constitute a complete copy of the Bylaws of the Corporation.

President: Donna DeVoist
Date: December 12, 2024