

American Spaniel Club, Inc.
BYLAWS

ARTICLE I
Membership

SECTION 1. Classes of Membership. There shall be two classes of membership, Full and Associate.

SECTION 2. Full Membership Eligibility. There shall be five types of Full Membership, open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:

- (a) Individual Membership - Individuals eighteen (18) years of age and over may be elected to Full Membership, and shall have, upon election, all rights, duties, and privileges of membership including the right to vote and hold office.
- (b) Household Membership - Two adult members residing in the household may be elected to Full Membership, and each one shall have, upon election, all rights, duties, and privileges accorded to individuals including each eligible to vote and hold office.
- (c) Junior Membership - Individuals under eighteen (18) years of age may be elected to Full Membership, and shall have, upon election, all rights, duties, and privileges of Full Membership, except the right to vote or to hold office.
- (d) A Flushing Spaniel Specialty Club may be elected to Full Membership, and shall have, upon election, all voting rights accorded to individuals. These rights, duties, and privileges shall be exercised only through its accredited representative, whose name shall be filed with the Secretary of the American Spaniel Club, accompanied by certification of the appointment of the representative from the Secretary of the Flushing Spaniel Specialty Club.
- (e) Life Membership which shall include all voting rights and the right to hold office that may be accorded to an individual upon completion of twenty-five (25) CONSECUTIVE years of good standing as a Full Member of the American Spaniel Club.

SECTION 3. Associate Membership Eligibility. Associate Membership is a limited membership which entitles the member to participate in all club activities with the following exceptions:

- (a) Associate Members are not eligible to vote on any Club matter;
- (b) Associate Members are not eligible to be an Officer or Director of the Club;
- (c) Associate Members are not eligible to nominate a litter or enter a puppy dog or bitch in an American Spaniel Club Futurity; and
- (d) Associate Members are not eligible to nominate or vote on judges for the Flushing Spaniel or National Specialty shows.

There shall be two types of Associate Membership, open to all persons who are in good standing with the American Kennel Club and who subscribe to the purposes of this Club:

- (e) Individual Associate Membership - Individuals eighteen (18) years of age and over may join American Spaniel Club as Associate Members, and shall have, upon joining, all rights, duties, and privileges of Associate Membership.
- (f) Household Associate Membership - A Household of two adults may join American Spaniel Club as Associate Members, and shall have, upon joining, all rights, duties, and privileges of Associate Membership.

SECTION 4. Dues.

- (a) Full Membership dues shall be fixed from time to time by vote of the Board of Directors not to exceed \$100.00 for a Household Membership, \$100.00 for a Club, \$75.00 for individuals over eighteen (18) years of age, and \$50.00 for individuals under eighteen (18) years of age or Life Members and shall be due and payable on or before February 1 of each year. During the month of November, the Secretary, Treasurer or Assistant Treasurer shall notify the membership of the dues for the ensuing year.
- (b) Associate Membership dues shall be fixed from time to time by vote of the Board of Directors not to exceed \$40.00 for a Household of two adults over eighteen (18) years of age or \$25.00 for individuals over eighteen (18) years of age and shall be due and payable on or before February 1 of each year.

During the month of November, the Secretary, Treasurer or Assistant Treasurer shall notify the membership of the dues for the ensuing year.

- (c) The Board may assess a mailing surcharge to members who are not residents of the United States, its territories or possessions.

SECTION 5. Election to Full Membership.

- (a) Each applicant for Full 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 American Spaniel Club, Inc. Articles of Incorporation and By-Laws, Code of Ethics, and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant and it must have the endorsement on a form as approved by the Board of Directors of two Full Members in good standing NOT of the same household or members of the applicant's household or immediate family. As used in these *By-laws*, immediate family is defined as spouse, domestic partner, parent, sibling and offspring. Accompanying the application, the prospective member shall submit dues payment for the current year and an initiation fee that shall be set and published annually by vote of the Board of Directors. Applications shall be signed by the Director of the Zone in which the applicant resides, or by the President in the case of applicants who are not residents of the United States, its territories or possessions.
- (b) Individual candidates for Full Membership, and Households who are candidates for Full Membership must be personally known to and proposed and seconded by two (2) Full Members of the American Spaniel Club who have known the candidate at least six months. The endorsers are NOT to be members of the same household or immediate family, or members of the applicant's household or immediate family.
- (c) Applications, fees and sponsor information shall be received by the Assistant Treasurer .
- (d) Names of applicants and sponsors shall be published to the membership in the ASC newsletter. Members will have thirty 30 days from the date of the publication to submit their written comments, concerns or objections about proposed new members to the Assistant Treasurer. The Board of Directors will

review said comments, concerns, or objections prior to voting on the membership application.

- (e) Specialty Club applicants must apply on a form as approved by the Board of Directors and must be known to, and proposed and seconded by four (4) members of the Specialty Club, NOT of the same household or same immediate family as each other, who are also Full Members of the American Spaniel Club. Such applications shall be signed by the Director of the Zone in which the Club is located.
- (f) Applicants may be elected to Full Membership at a meeting of the Board of Directors. Affirmative votes by secret, written ballot of 2/3 of the Directors present at a meeting of the Board shall be required to elect an applicant.
- (g) A Full Membership application that has received a negative vote by the Board may be presented by the applicant at the next annual meeting of the Club, and the Club may elect such applicant by favorable vote of 75% of the Full members present. Voting shall be by secret, written ballot.

SECTION 6. Joining as an Associate Member.

- (a) Each applicant for an Associate Membership shall apply on a form or other method as approved by the Board of Directors, and which shall provide that the applicant agrees to abide by the American Spaniel Club, Inc. Articles of Incorporation and By-Laws, Code of Ethics, and the rules of the American Kennel Club. The application shall state the name, address, and occupation of the applicant.
- (b) Applications and fees shall be received by the Assistant Treasurer.
- (c) The Assistant Treasurer will notify the applicant that they are Associate Members of American Spaniel Club.

SECTION 7. Termination of Membership. All Memberships may be terminated:

- (a) By resignation. Any member in good standing may resign from the Club upon written notice to the Secretary, but no member may resign when in debt to the Club. All financial obligations to the Club, including dues, are considered a debt to the Club and must be paid in full prior to resignation.

- (b) By lapsing. Any membership will be considered as lapsed and automatically terminated without notice of any kind if such member's dues remain unpaid 30 days after the due date of February 1 of each year. The Board may grant, as determined in the Board's sole and absolute discretion, an additional grace period (not to exceed sixty (60) days) to such delinquent members in meritorious cases. In no instance may a person whose membership has lapsed be entitled to any of the privileges and benefits of this Club, including without limitation no person may vote whose dues are past due for the current year as of the date of the meeting for any vote or the date ballots are mailed to the membership for any vote.

- (c) By expulsion. Any Membership may be terminated by expulsion as provided in Article VI of these By-laws.

ARTICLE II

Meetings

SECTION 1. Annual Meeting. The Annual Meeting of the Club shall be held in conjunction with the Club's Flushing Spaniel Show, normally held in the month of January, if possible, or at the National Specialty if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed, emailed or published by the Secretary to each member at least 30 days prior to the date of the meeting. The quorum for the Annual Meeting shall be 10% of the Full Members in good standing.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail, or shall be called by the Secretary upon receipt of a petition signed by 10% of the Full Members of the Club who are in good standing. Such meeting shall be held at such place, date, and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed or emailed, and may be published by the Secretary at least 14 days and not more than 30 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be 10% of the Full Members in good standing.

SECTION 4. Board Meetings. The first meeting of the Board shall be held following the election of Officers and Directors. Other meetings of the Board of Directors shall be held at

such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed or emailed by the Secretary to each member of the Board at least 14 days prior to the date of the meeting. The quorum for a Board Meeting shall be a majority of the Board.

SECTION 5. Board Business. The Board of Directors may also conduct business by telephone conference (including disciplinary hearings), or video conference or by any other method permitted by the laws of the state in which the club is incorporated Items voted upon by any method other than "in-person" meetings must be confirmed in writing to the Secretary within 7 days.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors.

The Board of Directors shall consist of the President, First Vice-President, Second Vice-President, a Zone Director for each Zone into which the membership is divided, and six (6) Directors at large, all of whom are Full Members in good standing and residents of the United States. The Officers and Directors At Large shall be elected by the Full Members. In each Zone into which the membership is divided, the Full Members of that Zone shall elect a Zone Director and an Alternate, also a Full Member in good standing and a resident of the United States, who may in the absence or incapacity of the regularly elected Zone Director, attend such Board of Directors' meetings and exercise therein the rights, powers, and privileges of the absent Director. When the Zone Director is present at Board of Directors' meetings, the Alternate may also attend, but may not vote at such meetings. The general management of the Club shall be entrusted to the Board of Directors. The Board of Directors shall elect, from its membership, a Chairman of the Board. The Board of Directors shall also appoint a Treasurer, a Secretary, an Assistant Treasurer and a Delegate to the AKC, and may appoint an Assistant Secretary, none of whom need be a member of the Board. Appointed officers and the AKC Delegate shall be Full Members in good standing and shall take charge of their offices in the manner prescribed by the Board of Directors.

- (a) Directors-at-large. Directors at large shall be elected for a three (3) year term.
- (b) All other Officers and Zone Directors. All Officers and Zone Directors shall be elected for a two (2) year term.
- (c) Succession in Office. No Officer member of the Board shall be elected for more than three (3) consecutive terms in the same office. No member of the Board shall serve on the Board in any capacity for more than six (6) consecutive years. Election of a member to fill an unexpired term, for the purpose of succession, shall be considered to have served a full term in office if he or she serves at least one-half (1/2), plus one (1) day of a full term.
- (d) Terms of service on the Board as set forth in (c) above do not apply to appointed Officers and Alternate Zone Directors.

SECTION 2. Duties of Officers.

- (a) President. The President shall perform the usual duties and shall be the Chief Executive Officer, shall preside at all membership meetings, and shall perform such other duties as may be assigned by the Board of Directors. All contracts on behalf of the Club shall be executed by the President, or by such officer as he or she may designate. The President shall be an ex-officio member, without vote, of all Standing and Special Committees except the Nominating Committees. The President shall also have those powers and duties imposed or granted by these By-laws.
- (b) Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall perform such additional duties as may be assigned to him or her by the Board. In the absence of the Chairman of the Board, the President shall act as Chairman.
- (c) First Vice-President. The First Vice-President shall perform the duties and exercise the powers of the President during the President's absence or incapacity. He or she shall also perform such duties as may be assigned to him or her by the President or by the Board of Directors.
- (d) Second Vice-President. The Second Vice-President shall have such general administrative duties as may be assigned to him or her by the President or by

the Board of Directors. The Second Vice-President shall also act as liaison between the Board of Directors and Cocker Spaniel Specialty Clubs. During the absence or incapacity of the First Vice-President, the Second Vice-President shall perform the duties and powers of the First Vice-President.

- (e) Treasurer. The Treasurer shall keep the financial records of the Club in such a manner as shall be directed by the Board of Directors; shall be responsible for the collection, deposit, custody, and control of the funds of the Club, subject to the supervision of the Board of Directors; shall report to the Board of Directors at every meeting the condition of the Club's finances and each item of receipt or payment not previously reported; shall at each membership meeting render a written account of all monies received and expended since the preceding membership meeting; shall maintain a record of the membership and of delinquent members of the Club and shall furnish such a list whenever required in connection with the operation of the Club's business; and shall be responsible for the disbursement of the funds within the approved budget and with the disbursement of such other monies as are authorized by the Board. The Treasurer shall keep a separate record of account for the Annual and National Specialty Shows, which shall be reported in the fiscal year in which the Show is held. The Treasurer shall be bonded in the amount to be determined by the Board of Directors. The Treasurer shall attend meetings of the Board, but shall not vote unless otherwise elected to be a member of the Board.

- (f) Secretary. The Secretary shall record all of the proceedings of the membership and of the Board; (mail or email and may also publish to all members of the Club a copy of the Minutes of all membership meetings and provide the members of the Board with copies of the minutes of all Board meetings); act as custodian of, and hold such books, records, and correspondence submitted to him or her, of which may come into his or her possession by virtue of the Office of Secretary and the records and books pertaining to the Office of Secretary; conduct the correspondence of the Club (furnish newly elected applicants with a copy of the Club's Articles of Incorporation and By-Laws, issue notices of all meetings, maintain a mailing list, mail ballots to all members as required by these By-laws and receive such ballots back from the members); and perform such duties as may be

assigned by the President or by the Board of Directors. The Secretary shall work under the direction of the President. Any question regarding the Secretary's duties shall be referred to the Board for its decision.

Compensation of the Secretary shall be fixed by the Board of Directors. The Secretary shall not vote unless otherwise elected to be a member of the Board.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the Board except that a vacancy in the office of President shall be filled automatically by the First Vice President and a vacancy in the office of the First Vice President shall be filled automatically by the Second Vice President. The resulting vacancy in the office of Second Vice President shall be filled by the Board.

SECTION 4. Club Credentials. Use of the Club stationery, past or present, or logos and insignia of the ASC Inc., by any persons other than current officers and members of the Board of Directors, or anyone specifically authorized by the Board of Directors, is prohibited. Also restricted is use of such stationery for any purposes other than the official business of this Club.

SECTION 5. Financial Reviews. The Board of Directors shall have the books and accounts of the Treasurer reviewed at least once a year, either by a qualified professional approved by said Board or by a financial review committee appointed by said Board. Each time the office of the Treasurer changes, the review shall be performed by a qualified professional approved by the Board and completed within 90 days of such change. A summary of the professional or review committee's report shall be published.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year. The Club's fiscal year shall begin on the first day of October and end on the thirtieth day of September. The Club's official year shall begin in January immediately at the conclusion of the election at the Annual Meeting and shall continue through the election at the next Annual Meeting. The elected officers and directors shall take office immediately upon the conclusion of the January Annual Meeting and each retiring

office shall turn over to his or her successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 2. Nominations and Ballots. No person may be a candidate in a Club election who has not been nominated in accordance with these By-Laws. No person shall be eligible for nomination as a Director or Officer if election to such office will occur prior to three (3) years of continuous membership in the Club immediately preceding such election. By August 1st each year, the Board shall select a National Nominating Committee consisting of not more than five (5) members and five (5) alternates (all shall be Full Members in good standing) and not more than one of whom shall be a member of the incumbent Board. Each of the Zones shall be represented and the Board will designate a Chairman for the Committee. In addition, the Board shall designate for each Zone a Zone Nominating Committee consisting of three (3) members and one (1) alternate, all shall be Full Members in good standing and reside in their respective Zone. It is recommended that Zone Nominating Committee members be proposed by those Board members from their Zone. The Board shall designate a Chairman for each committee. The National Nominating Committee and each Zone Nominating Committee may conduct its business electronically, by mail, email, facsimile, telephone and/or conference calls.

The names and addresses of each member selected to the National Nominating Committee, Zone Nominating Committee, and each Alternate of the Nominating Committee members shall be communicated to the membership by August 10th each year.

- (a) The National Nominating Committee shall obtain a written summary or resume for all possible candidates to include background, skills, ASC and other dog club experience. The Committee shall nominate, from among the eligible Full Members of the Club, one candidate for each office and for each other position on the Board of Directors, and shall procure the written acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so, as well as qualifications and breed and Club involvement. The Committee shall then submit its slate of candidates to the Secretary by September 20th. The Secretary shall, within three (3) days thereafter, notify the Zone Nominating Chairmen of the National Nominating Committee's nominations.

- (b) Each Zone Nominating Committee shall obtain a written summary or resume for all possible candidates to include background, skills, ASC and other dog club experience. Each Zone Nominating Committee shall nominate from among the eligible Full Members of the Zone, a Zone Director and Alternate Zone Director, both of whom are members residing in that Zone. The Chairman of each Zone Nominating Committee shall submit its slate of candidates, with written acceptance of nominees to the Secretary by October 15th. The Secretary shall communicate the list for officers, directors-at-large, zone directors, and alternate zone directors, including the full name of each candidate, and the name of the State in which he resides, to each Full Member of the Club on or before October 25th, so that additional nominations may be made by the Full Members, if they so desire.
- (c) Additional nominations of eligible Full Members to the National Slate may be made by written petition addressed to the Secretary and received at his regular address on or before November 15th, signed by five (5) Full Members from each Zone and accompanied by the written acceptance of each such nominee signifying his willingness to be a candidate, in addition to a summary or resume, and short biography of the nominee.
- (d) Additional nominations of eligible Full Members to a position of Zone Director or alternate, may be made by written petition addressed to the Secretary and received at his regular address on or before November 15th, signed by ten (10) Full Members in the respective Zone, and accompanied by the written acceptance of each such nominee signifying his or her willingness to be a candidate in addition to a short biography of the nominee.
- (e) No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from those members who have not accepted a nomination of the Nominating Committee.
- (f) If no valid nominations are received by the Secretary on or before November 15th, the Nominating Committees' slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.
- (g) If one or more valid additional nominations are received by the Secretary on or before November 15th, the Secretary shall, on or before December 1st,

mail to each Full Member in good standing a ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and a return envelope addressed to the Secretary marked "ballot" and bearing the name of the Full Member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope that, in turn, shall be placed in the second envelope addressed to the Secretary. The inspectors of election shall check the returns against the list of Full Members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting.

- (h) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

SECTION 3. Voting. At the Annual Meeting or at a special meeting of the Club, voting shall be limited to those Full Members in good standing who are present at the meeting, except for the annual election of Officers and Directors and amendments to the Articles Certificate of Incorporation and By-Laws, the standard for the breed, and Code of Ethics which shall be decided by secret ballot conducted in any manner provided for by the laws of the state in which the club is incorporated. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the Full Members by written ballot cast by mail or by electronic balloting by an independent firm in accordance with state law and AKC policy. Voting may be conducted in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs.

SECTION 4. Annual Election.

(a). In the event of a contested election, an election chairman shall be appointed, preferably the Chairman of the Legal Committee, who, in turn, shall appoint no fewer than three tellers, none of whom shall be the Secretary, at least one week prior to the Annual Meeting to count the ballots. The Secretary shall bring the ballots to the site of the Annual Meeting where they shall be counted by the election committee. Only ballots received no later than four (4) days prior to the Annual Meeting will be opened and counted. The Election Chairman shall present a written report at the Annual Meeting over his signature, setting forth the tally of

votes in the following manner: The number of votes cast, the number of votes necessary for election and the number of votes received for each contested position. The person receiving the largest number of votes received for each position shall be declared elected. If any nominee, at the time of the meeting, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III Section 3. The Secretary shall retain the ballots for thirty (30) days from the day of the Annual Meeting at which the election results are announced.

(b). In the event of a contested election, the Board may secure the services of a recognized outside professional firm to conduct the election, count the ballots, and make the report at the Annual Meeting.

ARTICLE V

Committees

SECTION 1. The Board may, each year, appoint standing committees to advance the work of the Club in such matters as specialty shows, field trials, obedience trials, trophies, annual prizes, membership, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by the Board upon written notice to the appointee and the Board may appoint successors to those persons whose services have been terminated.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from any of 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 Full Member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$75,

\$25 of which is non-refundable and the remainder shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Secretary shall promptly send a copy of the charge to each member of the Board, 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 club or the breed. If the Board considers that the charges do not allege conduct that would be prejudicial to the best interests of the club or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date time and place of a hearing by the Board or a Committee of not less than three (3) members and two (2) alternates of the Board, not less than three (3) weeks nor more than eight (8) weeks thereafter. The Board or Committee may extend this limit no more than four (4) weeks in case of illness or unforeseen circumstances. The Secretary shall promptly send one copy of the charges to the accused member by registered or certified 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. The accused must respond to appropriate notification within ten (10) days of receipt, by certified or registered mail, stating if he or she will be in attendance, with or without witnesses.

SECTION 3. Board Hearing. The Board or Committee 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 or Committee may by a majority vote of those present, penalize the defendant by reprimand, or a fine or suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next Annual Meeting, if that will occur after six (6) months. 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 recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a Full 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 or Committee as provided in Section 3 of the Article. 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 findings and recommendations, and

shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot in the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

SECTION 5. The Treasurer of the American Spaniel Club shall collect all monetary penalties.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Certificate of Incorporation and By-Laws, the Code of Ethics and to the Breed Standard may be proposed by the Board of Directors or by a written petition addressed to the Secretary, signed by any Full Member in good standing, and co-signed by an additional 20% of the Full Members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the entire Full Membership for written comment within sixty (60) days of receipt by publishing in the official ASC Newsletter or by mail notification. Written comments must be returned to the Secretary within sixty (60) days in order to be considered by the Board (or appropriate committee) in preparing its report and/or finalizing the proposed amendments. Any proposed amendments for voting shall be submitted to the Full Membership ninety (90) days after the date of the final comment period.

SECTION 2. The Certificate of Incorporation and By-Laws, the Code of Ethics and the Breed Standard may be amended provided a copy of the proposed amendment has been mailed or sent in accordance with AKC's procedure on Electronic Balloting for Parent Clubs by the Secretary to each Full Member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. The notice shall specify a date not less than thirty (30) days after the mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-third (2/3) of the Full Members in good standing who return valid ballots within the time limit shall be required to effect any such amendment. So that ballots may remain secret, each voter, after marking his/her ballot, shall seal it in the blank envelope sent out with the ballot and which in turn shall be placed in the second envelope addressed to the Secretary marked "Ballot" and bearing the name of the Full member to whom it was sent. The inspectors of voting shall check the returned envelopes against the list of Full members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes and shall certify the eligibility of the voters as well as the results of the vote.

SECTION 3. Once a proposed amendment has been addressed by the Board, presented to the Full Membership and voted upon by the Full Membership in accordance with these By-Laws, the same amendment, or amendment with similar intent, shall not be proposed by written petition for any period less than five (5) years.

SECTION 4. No amendment to the Articles Inc. and By-Laws 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 VIII

Indemnification of Officers and Directors

Section 1. Indemnification. To the fullest extent permitted by law, the Club shall indemnify any officer or, Director thereof or any former officer or, Director who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (whether or not by or on behalf of the Club) by reason of the fact that such person is or was a Director or officer of the Club, against expenses (including, but not limited to, reasonable attorneys' fees and cost of the proceeding), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with or in defense of such action, suit or proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Club; provided, that with respect to: (1) any criminal action or proceeding, such person had no reasonable cause to believe that his conduct was unlawful; or (2) any civil claim, issue or matter, such person shall not be guilty of gross negligence or willful misconduct in the performance of his duties to the Club. Termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that such person had reasonable cause to believe that his conduct was unlawful, that such person did not act in good faith or in a manner which he reasonably believed to be in or opposed to the best interests of the Club, or that such person is guilty of gross negligence or willful misconduct in the performance of his duties to the Club, all such matters being determined solely and exclusively for the purpose of indemnification as herein provided.

Indemnification under the preceding paragraph shall be made by the Club only as authorized in each specific case upon the determination that indemnification of such person is proper in the circumstances because he has met the applicable standards of conduct as set forth herein. Such determination shall be made in a written opinion by independent legal counsel selected by the Board of Directors. Indemnification so determined may be paid, in part, before the termination of such action, suit or proceeding upon the receipt by the Club of an undertaking by or on behalf of the person claiming such indemnification to repay all sums so advanced if it is subsequently determined that he is not entitled thereto as provided in this Article.

To the extent that a Director or officer of the Club has been successful on the merits or otherwise in the defense of any action suit or proceeding, whether civil or criminal, such person shall be indemnified against such expenses (including costs and attorneys' fees) actually and reasonably incurred by him in connection therewith and shall continue to afford protection to such person regardless of whether such person remains a Director, or officer of the Club.

Indemnification provided herein shall be exclusive of any and all other rights and claims to which those indemnified may be entitled as against the Club, and every Director or officer thereof under any By-law, resolution, agreement or law and any request for payment hereunder shall be deemed a waiver of all such other rights, claims or demands as against the Club and each Director, and officer thereof. The indemnification provided herein shall inure to the benefit of the heirs, executors, administrators and successors of any person entitled thereto under the provision of this Article.

Section 2. The Club shall purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Club against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Club would have the power to indemnify him against such liability under the provision of this Article.

Section 3. Nothing in this Article shall be deemed to obligate the Club to indemnify any member of the Club who is or has been a director or officer of the Club with respect to any duties or obligations assumed or liability incurred by him under and by virtue of these By-laws that were assumed or incurred outside of his conduct specifically related to the fulfillment of his duties as an officer or Director of the Club.

ARTICLE IX

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the Full Members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary 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 given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X

Order of Business

SECTION 1. 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:

- Roll Call
- Minutes of Last Meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Election of Officers and Board (at annual meeting)
- Unfinished Business
- New Business
- Adjournment

SECTION 2. 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
- Report of President
- Report of Secretary
- Report of Treasurer
- Unfinished Business
- Reports of Committees
- Election of New Members
- New Business
- Adjournment

ARTICLE XI

Parliamentary Authority

SECTION 1. Robert's Rules of Order.

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