

AMENDED AND RESTATED
CONSTITUTION AND BYLAWS
OF
THE AMERICAN TEDDY ROOSEVELT TERRIER CLUB

Originally signed by the ATRTC Board of Directors on July 27, 2017
and subsequently amended and accepted by the membership
on March 1, 2024.

**AMENDED AND RESTATED CONSTITUTION AND BYLAWS
OF
THE AMERICAN TEDDY ROOSEVELT TERRIER CLUB**

CONSTITUTION

ARTICLE I

Name and Objectives

SECTION 1. Name.

The name of the club shall be the American Teddy Roosevelt Terrier Club (“Club”).

SECTION 2. Objectives.

The objectives of the Club shall be as follows:

- (a) to encourage and promote quality breeding of purebred Teddy Roosevelt Terriers and to enhance their natural breed qualities;
- (b) to inspire members and breeders to accept the American Kennel Club (“AKC”) adopted breed standard as the only standard of excellence by which Teddy Roosevelt Terriers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows;
- (d) to conduct sanctioned matches, dog shows, and any other events for which the Club is eligible under the Rules and Regulations of the American Kennel Club;
- (e) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club.

SECTION 3. Not for Profit.

In accordance with federal, state, and local law, no part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, Officers, Directors, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth in Article I of the Constitution.

SECTION 4. General Rules.

The voting Club members in good standing shall adopt and from time to time revise such Bylaws as may be required to carry out the Club objectives. A voting member in good standing is defined as a Club Member who has completed the Probationary period, abides by the rules of the AKC and the Club including but not limited to the Club's objectives, Bylaws, and the AKC Code of Sportsmanship and is not in arrears on dues payment. The Bylaws are subject to and governed by the Laws of the State of Delaware as set forth in Title 8 of the Delaware Code and the Articles of Incorporation of the American Teddy Roosevelt Terrier Club. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions set forth at Title 8 of Delaware State Code, the Delaware State Code shall control.

SECTION 5. Registered Agent and Registered Office.

The registered agent and registered office of the Club in the State of Delaware shall be as set forth in the Club's Certificate of Incorporation, as it may be amended.

SECTION 6. Principal and Other Offices.

The Board of Directors of the Club (the "Board" or "Directors") shall have the discretion to determine (and may change) the location of the Club's principal office. The Board may also cause the Club to have offices within or outside the State of Delaware or the United States as it deems appropriate.

BYLAWS

ARTICLE I

Membership and Membership Meetings

SECTION 1. Eligibility.

To be eligible to join the Club, applicants must be in good standing with the American Kennel Club, consent to the objectives of this Club, agree to comply with Club Bylaws, and be sponsored by two (2) voting Club members in good standing. There shall be four (4) types of voting memberships and four (4) types of non-voting memberships in the Club as described in detail below.

(A) The four (4) types of voting memberships are:

1. Individual Membership - shall be available to any eligible person. Dues for individual membership each year shall be as determined by the Board.

2. Family Membership - shall be available, on an optional basis, to any two eligible persons who are over eighteen years of age and who reside at the same address. Dues for family membership each year shall be less than twice the dues for an individual member, but otherwise as determined by the Board; and each of the two parties in a family membership shall have the opportunity to vote and have all other rights, privileges, and obligations as an individual member, although, in the discretion of the Board, duplicate mailings (other than for balloting purposes) need not be sent to both parties in a family membership.

3. Lifetime Membership – shall be available to voting Club members in good standing who have been actively involved in club activities and have possessed such membership for fifteen (15) consecutive years. Upon completion of the fifteenth year of membership, the Secretary will present the member’s name to the Board for approval as a lifetime member. A lifetime member shall be exempt from dues and shall be eligible to vote and have all other rights, privileges, and obligations of members.

4. Esteemed Membership - at the discretion of the Board of Directors, is available for any individual who has rendered exceptional service to the Club and/or the Teddy Roosevelt Terrier breed. Such individual considered for this membership election shall be proposed by a voting Club member in good standing through a Director and shall be approved by an affirmative two-thirds (2/3) vote of the Board members present for approval. Such member shall be exempt from payment of dues and shall be eligible to vote and have all other rights, privileges, and obligations of members. The recipient shall be given an appropriate notification of this esteemed membership.

(B) The four (4) classes of membership that are not eligible to vote or hold office are as follows:

1. Junior Member - for persons under eighteen years of age. Dues for a Junior Membership shall be as determined by the Board. This non-voting membership class is eligible for Club awards. Once the junior member reaches eighteen (18) years of age, upon request of the member, the nonvoting membership can be converted to a Probationary Membership.

2. Probationary Membership - for one (1) year following membership approval, new members shall be placed into the Probationary Membership category. Dues for probationary members are the same as for individual membership. During probationary membership, members shall not have the right to vote or hold office but shall possess all other rights and privileges of

members. In special circumstances, the Board can vote to end probationary membership early and transition the member to voting membership, prior to expiration of the probationary year, if necessary to meet Club needs.

3. Distinguished Membership - at the discretion of the Board of Directors, is available for any individual who has rendered exceptional service to the canine community at large. Such individual considered for this membership election shall be proposed by a voting Club member in good standing through a Director and shall be approved by an affirmative two-thirds (2/3) vote of the Board members present for approval. Such member shall be exempt from payment of dues and shall not be eligible to vote or hold office. The recipient shall be given an appropriate notification of this distinguished membership.

4. Breeder-Sponsored Membership - individuals may be sponsored for breeder-sponsored membership by their breeder and an additional sponsor, both of whom must be voting Club members in good standing. Breeder-sponsored members may hold this class of membership for a period of one year or less. Breeder-sponsored members are exempt from the payment of dues and are not eligible to vote or hold office but shall possess all other rights and privileges of members. This membership will convert to Probationary Membership at the beginning of the official club year and upon payment of dues.

SECTION 2. Dues.

The Board shall set annual dues for each type of membership. The annual dues shall not exceed fifty dollars (\$50.00) each year per member. Dues are payable on or before the 1st day of January of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Club Treasurer shall send a dues statement to each member for the current year. At the discretion of the Board of Directors, a non-refundable initiation fee may be imposed with respect to each new member; and such fee shall be in the amount as determined by the Board of Directors and due on the date the prospective member is elected to the Club.

Should actions occur which terminate the membership, there will be no refunds for unused dues under any circumstances.

SECTION 3. Election to Membership.

Each applicant for membership shall apply on a Board approved application form, which shall require that the applicant agrees to abide by the Constitution and Bylaws, as well as the rules of the American Kennel Club, including, but not limited to, the AKC Code of Sportsmanship. The application shall state his or her name, address, email address, and phone number, and it shall include the endorsement of two (2) current voting Club members in good standing who have agreed to act as endorsers of the applicant. Together with the application, the prospective

member shall submit payment for the current year dues as well as any initiation fee owed to the Club Treasurer. Membership applications may be voted on at any meeting of the Board by a secret vote of two-thirds (2/3) of the Directors present at a meeting held in person, by teleconference or virtually, or by mail, email, or fax. A virtual meeting designation is defined as any time an electronic/virtual link is provided for meeting attendance. An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next annual meeting of the Club, and the members may elect such applicant to membership by secret vote with a favorable vote of seventy-five percent (75%) of the voting Club members in good standing present and voting.

SECTION 4. Termination of Membership.

Membership may be terminated by resignation, lapse, expulsion, revocation of one or more membership sponsors, or suspension by the American Kennel Club, as follows:

(a) Resignation. Any member in good standing may resign from the Club upon written notice to the Secretary or President; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the Club, and they become incurred on the first day of each fiscal year;

(b) Lapse. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 60 days after the first day of the membership year; however, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are unpaid as of the date of that meeting;

(c) Expulsion. A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

(d) Revocation of one or more membership sponsors. A probationary or breeder-sponsored membership may be terminated if one or more of the member's sponsors revokes their sponsorship.

(e) Suspension by the American Kennel Club. A membership may be terminated based on the findings and discipline/suspension issued by the American Kennel Club.

SECTION 5. Reinstatement of Membership.

Any person whose membership in the Club is terminated under Section 4 of this Article may rejoin the Club by re-applying for membership in accordance with the requirements of Section 3 of this Article.

SECTION 6. Annual Meeting of Members.

The annual meeting of the members of the Club shall be held each year in November, at a place, date and hour as designated by Board of Directors, and may be held in person or by teleconference or virtually. Written notice of such annual meeting shall be mailed, emailed, or faxed by the Secretary to each member at least fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. The quorum for the annual meeting shall be twenty percent (20%) of the voting Club members in good standing.

SECTION 7. Special Meetings of Members.

Special meetings of Club members 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 electronically. 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, emailed, or faxed by the Secretary at least five (5) days and not more than ten (10) 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 twenty percent (20%) of the voting Club members in good standing.

SECTION 8. Manner of Acting.

At any meeting of members of the Club, voting shall be limited to those eligible Club members in good standing. The Club may conduct any of its meetings and/or business via live videoconference or teleconference, in accordance with state law provided that (a) all members are provided with the means to participate; (b) identify themselves by name and confirm that they are members in good standing; (c) can simultaneously hear each other during the meeting; and (d) agree to participate in this manner. A voting Club member in good standing so participating in a meeting by these alternate means is deemed to be present at the meeting and will count toward the meeting quorum requirements. Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, the vote of the majority of eligible members present at a meeting at which a quorum is present, provided the total number of ballots/votes cast exceed the quorum requirement, shall be necessary for the adoption of any manner voted upon by the eligible voting Club members in good standing.

SECTION 9. Member Liability, Compensation, and Reimbursement.

The members shall not be individually liable for the debts or obligations of the Club. No member shall receive any compensation for services rendered to the Club, unless such compensation is approved in advance by the Board. A member may be reimbursed for expenses reasonably incurred on behalf of the Club, if approved by the Board of Directors. Reimbursement requests must include documentation to support the request.

ARTICLE II

Board of Directors and Board of Directors Meetings

SECTION 1. General Powers and Duties.

General management of the Club's affairs is entrusted to the Board of Directors, and the Board may exercise all such powers of the Club as are not by law directed or required to be exercised by the members.

SECTION 2. Number, Tenure, and Qualifications.

The Board shall be comprised of seven (7) Directors which includes the President, Vice President, Secretary, three (3) general Board members, and a Board-appointed Treasurer. With the exception of the Treasurer who is Board appointed with unlimited terms, the Directors shall be elected for two-year terms at the Club's annual meeting as provided in Article IV and shall serve until their successors are elected. The President and two (2) general Board members will be elected in even-numbered years; the Vice President, Secretary, and the remaining Board member will be elected in odd-numbered years. Each Director shall hold office until his or her successor shall have acceded to the Board. Procedures for the election of Directors shall be as set out in Article IV of these Bylaws. Continuous service on the Board shall be and is subject to the following limitations: An incumbent Director shall be eligible for re-nomination or election to a second full two-year term in the same position on the Board. Following expiration of the second term in the same Board position, members may not be nominated for another consecutive term in that position.

The following qualifications are required to hold a position as a Board member: Individual must be a United States citizen; must be a voting Club member in good standing for one (1) year after completing Probationary Membership; must be actively involved in Club functions such as meeting attendance and service to the Club; and must be active in conformation, companion dog, or performance events or must provide an extensive knowledge of the breed, its history, or the AKC rules and regulations.

The following qualifications are required to hold a position as a Club Officer: Individual must meet qualifications of a Board member as above and must have served at least one (1) term as a Board member.

SECTION 3. Resignation.

Any Director may resign at any time by giving written notice to the President or Secretary of the Club. Such resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Removal.

Any Director may be removed at any time by a vote of the majority of the eligible voting Club members in good standing. The Director(s) to be removed shall not participate in the vote or count towards the quorum required for the vote approval.

SECTION 5. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by a majority vote of the remaining Board members. Each Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor. No Director shall serve more than two (2) consecutive elected terms in the same position.

SECTION 6. Compensation and/or Reimbursement.

No Director shall receive any compensation for services rendered to the Club as a Director, but a Director may be reimbursed for reasonable and customary expenses incurred on behalf of the Club (or compensated pursuant to Article I, Section 9), but only if approved by the Board. Reimbursement requests must include documentation to support the request.

SECTION 7. Regular Meetings of Directors.

In each calendar year, the Board of Directors shall meet quarterly (“regular meetings”). Notice of each regular meeting of Directors shall follow the same notice requirements provided for annual Club member meetings in accordance with Article I, Section 6. Any regular meeting of Directors may be conducted in person or by teleconference or virtually.

SECTION 8. Special Meetings of Directors.

Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any three (3) Directors. Special meetings of the Board of Directors may be held at such place or by electronic, teleconference, or virtual methods as shall be specified or fixed in the call for such meeting or notice thereof. Notice of each special meeting shall be mailed, emailed, or faxed by or at the direction of the Secretary to each Director, at least five (5) days and not more than ten (10) days prior to the day on which the meeting is to be held, and such notice shall state the purpose of the meeting.

In urgent circumstances, the President or Secretary can call an emergency special meeting; and the Board can vote to waive the special meeting notice requirements if due to the circumstances, the Board cannot wait five (5) days to satisfy the full special meeting notice requirement. However, even in emergency circumstances, the Secretary shall attempt to provide to Directors as much advance notice (up to the five days) of the special meeting as practicable.

SECTION 9. Manner of Acting.

Except as otherwise provided by statute, the Articles of Incorporation, or these Bylaws, the vote of a majority of the Directors present at a meeting or attending virtually, at which a quorum is present shall be necessary for adoption of any matter voted upon by the Directors.

The Board of Directors may conduct any of its meetings and/or business via teleconference or live videoconference in accordance with Delaware State Law provided that all members so participating: (a) are provided with the means to participate; (b) identify themselves by name and confirm that they are Board members in good standing; (c) can simultaneously hear each other during the meeting; and (d) agree to participate in this manner. For purposes of this Section and Section 11 below, at any regular or special Board meeting, a Board member so participating in a meeting by these alternate means is deemed to be present in person at the meeting and counts toward quorum requirements.

SECTION 10. Informal Action.

Any action to be taken at a meeting of the Board of Directors may be taken without a meeting if at least two-thirds (2/3) of the Directors consent in writing to taking the action via mail, email, or fax rather than at a Board meeting.

SECTION 11. Quorum.

A majority of the total number of Directors as at the time specified by the Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Secretary shall give all absent Directors written notice of such adjourned date.

ARTICLE III

Officers and Board Appointees

SECTION 1. Officers.

The Officers of this Club shall consist of the President, Vice President, Secretary, and Treasurer. The President, Vice President, and Secretary shall be elected by the voting Club membership in good standing at the annual meeting, to hold office until their respective successors are elected, qualify, and take office. The Treasurer shall be appointed by the Board of Directors annually. No two offices may be held by the same person, at the same time, and no individual may serve as an Officer in the same position for more than two consecutive elected two-year terms with the exception of the Treasurer who will serve a term of one year with an unlimited number of terms permitted.

A) The President shall preside at all meetings of the members and of the Board of Directors. The President shall be responsible for the general and active management of the business of the Club, shall see that all orders and resolutions of the Board are carried into effect; and shall execute the bonds, mortgages, and contracts of the Club, and shall see that Officer duties are properly performed. The President shall also have the power to accept and receive donations, gifts, devises, and bequests made to the Club and to agree to any conditions or limitations thereto and to give receipts and acquittance, therefore. In addition, the President shall submit a report of the operations of the Club for the preceding year to the members at their annual meeting; and shall report to the Board other matters which may be of interest to the Club.

B) The Vice President shall perform such duties as shall be assigned to him or her by the President or the Board of Directors. In the absence or incapacity of the President, the Vice President shall have all the powers and shall perform all the duties of the President.

C) The Secretary shall keep a record of all meetings of the Club and of the Board and of all matters of which a record shall be ordered by the Club; 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. The Secretary shall also keep a roll of Club member addresses and contact information and carry out such other duties as are prescribed in these Bylaws. The Secretary shall also perform such other duties as shall be assigned to him or her from time to time by the President or the Board of Directors. The Secretary shall have custody of the Club seal and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed.

SECTION 2. Board Appointees.

A) The Treasurer is appointed by the Board of Directors at the first meeting after the annual election and will serve as a voting Board member. The Treasurer will serve a term of one year with an unlimited number of terms permitted. The Treasurer shall keep full and correct account of receipts and disbursements in the Club books and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such banks for deposit as may be designated by the Board of Directors. The Treasurer shall present a report of all Club funds received and disbursed for the previous year at the annual meeting of members. The Treasurer shall dispose of Club funds as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at every Board meeting or whenever else they may require it of him or her, an account of all his or her transactions as Treasurer and of the financial condition of the Club. Financial statements shall be reviewed and reconciled by the Audit Committee on a regular basis at the discretion of the Board. The Treasurer may be bonded at the Board's discretion for an amount to be determined by the Board.

[B) The AKC Delegate, among other duties, shall report to the Club all actions and matters discussed at the AKC's Quarterly Delegate Meetings. The AKC Delegate is appointed by the Board of Directors at the first meeting of the Board after the annual election and will serve a

term of one year with unlimited number of terms permitted. The AKC Delegate position is not a Board position.]

C) The Board of Directors may select other member appointees and assign their respective duties to them, from time to time, as it deems advisable.

SECTION 3. Resignations.

Any Officer may resign at any time by giving a written notice to the President or Secretary of the Club. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies.

Any vacancy occurring in any office may be filled by a majority vote of the Board of Directors at its first regular meeting following the creation of such vacancy or at a special Board meeting called for that purpose 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 Officer appointed to fill a vacancy shall hold office for the unexpired term of his predecessor. No Officer shall serve more than two (2) consecutive elected terms in the same position.

ARTICLE IV

The Club Year, Voting, Nominations, Elections

SECTION 1. Club Year.

The Club's fiscal and official year shall begin on the 1st day of January and end on the 31st day of December.

SECTION 2. Voting.

At any meeting of members of the Club, voting shall be limited to those eligible voting Club members in good standing who are present at the meeting, as defined by the Bylaws, except for the annual election of Directors and Officers (which shall be decided by the eligible voting membership as provided in this Article) and amendment(s) to the Bylaws and Breed Standard (which may only be adopted by written ballot cast by mail or by electronic balloting, as provided in Article VIII), as well as any other matter the Board of Directors may decide to submit for the decision of the eligible voting members by written or electronic ballot as in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs. The vote of the majority of eligible voting members present at a meeting at which a quorum is present or the vote of the

majority of these members casting ballots if the voting is by mail or electronic balloting, provided the total number of ballots cast exceed the quorum requirement, shall be necessary for the adoption of any manner voted upon by these members. Voting by proxy shall not be permitted.

SECTION 3. Annual Election of Directors and Officers.

At the annual meeting of members for the election of Directors and Officers, the vote shall be conducted by secret ballot. For ballots to be valid, they must be received by the Secretary by October 31st via mail, hand delivery, scanned in an email, or submitted through an established and approved electronic voting procedure, as adopted by the Board of Directors. Ballots shall be counted prior to the annual meeting of members by a Tally Committee as set out in Article V, Section 2 or by representatives of a firm of independent accountants engaged by the Club to perform this function. The person receiving the largest number of votes 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 Board of Directors in the manner provided by Article III, Section 4.

SECTION 4. Nominations and Ballots.

Club nomination and election procedures shall be as follows:

A) Nominating Committee and Candidate Authority

During the month of August, a Nominating Committee shall be constituted in the manner set out in Article V, Section 1. The Nominating Committee may conduct its business by first class mail, electronic mail, teleconference, videoconference, or other permitted electronic means. All nominees, whether by Nominating Committee selection or by petition, must meet the Qualifications stated in Article II, Section 2. No person may be a candidate in a Club election who has not been nominated in accordance with these Bylaws.

B) Nominations by the Committee.

The Nominating Committee shall nominate from among the eligible members one candidate for each open Officer and Board position and shall procure the acceptance of each nominee so chosen. After such procurement, the Committee shall report their nominations to the Secretary in writing no later than September 1st. The Secretary shall send the proposed slate to the membership by September 10th.

C) Nominations by Petition.

Additional nominations for Officer or Board positions who meet the Qualifications stated in Article II, Section 2 may be made by written petition addressed to the Secretary and received at his or her regular address on or before September 30th. The nomination must be signed and endorsed by two voting Club members in good standing and be accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position. Additional nominations which are

provided for herein may be made only from among those eligible members who have not accepted a nomination of the Nominating Committee.

SECTION 5. Uncontested Elections.

If no valid additional nominations for Board or Officer positions are received by the Secretary on or before September 30th, nominations shall close; and the Nominating Committee's slate shall be declared elected at the time of the annual meeting of members, with no balloting required.

SECTION 6. Contested Elections.

If one or more valid additional nominations for open Officer or Board positions are received by the Secretary on or before September 30th, the Secretary shall, on or before October 15th, distribute electronically, by email or by First Class Mail to each voting Club member in good standing a secret ballot listing all of the nominees in alphabetical order. Ballots must be returned by October 31st to the Secretary or a designated Club member as appointed by the Board. Voting results shall be announced at the annual meeting of members. However, in the case of a tie vote for any one position, the Secretary will conduct a run-off election between the candidates who received the same number of votes following the same procedures identified above. Cumulative voting shall be and is prohibited.

ARTICLE V

Committees

SECTION 1. Nominating Committee.

During the month of August, a Nominating Committee shall be formed by the Board. The Committee shall consist of three members and two alternates, each of whom shall be voting Club members in good standing, not more than one of whom may be a member of the Board. The President shall designate a chairman for the Committee from those individuals selected or appointed, and such designation is subject to Board approval. The Secretary shall immediately notify the committeemen and alternates of their selection. It shall be the Nominating Committee chairperson's duty to call a Committee meeting, which shall be held before the end of August.

SECTION 2. Tally Committee.

In the case of a contested election, a Tally Committee composed of one (1) Board member and two (2) voting Club members in good standing shall be appointed by the Board to count and tally the ballots.

SECTION 3. Audit Committee.

An Audit Committee shall be formed by the Board at the first meeting following the annual election. The Audit Committee shall be composed of one (1) Board member and two (2) voting Club members in good standing. The Audit Committee will review and reconcile all of the Club's financial transactions, statements, and bank balances on a regular basis at the direction of the Board of Directors.

SECTION 4. Standing and Special Committees.

The Board may each year appoint standing committees to advance the work of the Club in such matters that 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 5. Committee Appointment Termination.

Any committee appointment may be terminated by a majority vote of the Board members present upon written or email 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 shall be, and herewith is, 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 the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of one-hundred dollars (\$100) which 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 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 Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or of the breed, it may refuse to entertain jurisdiction. If the charges do not fall within the authority of the Club, the deposit shall be returned. If the Board entertains jurisdiction of the charges, it shall fix a hearing date by the Board or a Committee of not less

than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Secretary shall send one (1) copy of the charges to the accused member by registered mail and first-class mail together and at least 10 days notice prior to the scheduled hearing date. The notice shall also include an assurance that the accused member may personally appear in his or her own defense and bring witnesses if he or she wishes.

SECTION 3. Board Hearing.

The Board or Committee shall act as a neutral decision maker and the accused member and complainant shall be treated uniformly and both have the right to bring their own counsel to the hearing. Should the charges be sustained after hearing on the evidence and testimony presented by complainant and accused member, the Board or Committee may, by a majority vote of those present, suspend the accused member from all privileges of the Club for not more than twelve (12) 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 a case, the suspension shall not restrict the accused member's right to appear before his or her 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.

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

ARTICLE VII

Miscellaneous

SECTION 1. Corporate Seal.

The corporate seal of the Club shall be circular in form, bearing the name of the Club in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by

causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced, including electronically.

SECTION 2. Depositories.

All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies, or other depositories.

SECTION 3. Checks, Drafts, Notes, Etc.

All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Club shall be signed by the Treasurer or President or agent(s) of the Club as designated by these Bylaws or otherwise directed by the Board.

SECTION 4. Transmission of Notices to Members.

The Club shall notify members of all the Club business, including annual, regular and special meeting notices, dues notices, meeting minutes, newsletters, and other material to the email address of record or by United States Postal Service mail to the address of record of each member. To receive notifications of all the Club's business via electronic mail, members must provide the Club with a written authorization agreeing to such a method of communication. Such authorization, which is revocable, shall also provide for a release to the Club from any claims if an emailed notice is received late or is not received by the person to whom it is directed due to circumstances beyond the Club's control.

ARTICLE VIII

Amendments

SECTION 1. Amendments by Petition.

Amendments to the Bylaws (or the Breed Standard) may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent (20%) of the voting Club members in good standing. Proposed amendments to the Breed Standard must follow the procedures established by the AKC Board of Directors, be reviewed and recommended for approval by the Board, and then be submitted by the Secretary for a vote of all eligible voting Club members in good standing in accordance with Section 2 below.

SECTION 2. Amendment Procedure.

These Bylaws (or the Breed Standard) may be amended at any time as in accordance with AKC regulations by a majority of the ballots cast by secret vote, provided a copy of the proposed amendment(s) has been mailed or emailed by the Secretary to each voting Club member in good

standing on the date sent, accompanied by a secret written or electronic ballot on which a choice for or against the action to be taken shall be indicated. If the vote will take place in person at a membership meeting, the proposed amendment(s) must be included in the notice of the meeting, and the amendment(s) shall be sent to each voting Club member in good standing at least two (2) weeks prior to the date of the meeting in the aforementioned manner or as to comply with all AKC procedures and in accordance with Delaware State Law. Balloting shall close fourteen (14) days from the date sent. Balloting procedures shall be followed in handling such ballots to assure secrecy of the vote.

[SECTION 3. AKC Approval of Amendments.

No amendment to these Bylaws or to the Breed Standard that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.]

ARTICLE IX

Dissolution

SECTION 1. Dissolution.

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the voting Club members in good standing and in accordance with Delaware State Law. 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 unless otherwise prohibited by Delaware State Law.

ARTICLE X

Order of Business

SECTION 1. Club Meetings.

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

Roll call
Minutes of last meeting
Report of President
Report of Secretary

Report of Treasurer
Reports of Committees
Election of Board of Directors (at annual meeting)
Unfinished business
New business
Adjournment

SECTION 2. Board Meetings.

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 Secretary
Report of Treasurer
Reports of Committees
Election of new members
Unfinished business
New business
Adjournment

SECTION 3. Miscellaneous.

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