

S.T.C.A. BYLAWS

ARTICLE I.

General Provisions

Section 1. Name. The name of this corporation is SILKY TERRIER CLUB OF AMERICA (hereafter referred to in these bylaws as "STCA" or "corporation").

Section 2. Principal Office. The Board of Directors ("Board") shall have the authority to set and change the precise location of the principal office and such other offices as the Board determines are necessary for the proper administration of the corporation.

Section 3. Purposes and Limitations. The corporation is a nonprofit mutual benefit corporation organized under California law. The corporation is formed to:

- (a) Encourage and promote quality in the breeding of purebred Silky Terriers and to do all possible to bring their natural qualities to perfection.
- (b) Accept and follow the standard of the breed as adopted by the Silky Terrier Club of America and approved by the American Kennel Club.
- (c) Do all in its power to protect and advance the interest of the breed by encouraging sportsmanlike competition at dog shows and performance events.
- (d) Do all in its power to promote education of its members as well as the general public about the breed.
- (e) Support health research and rescue of Silky Terriers.
- (f) Support and promote study and research on the history, character, breeding and genetics of the Silky Terrier.
- (g) Maintain historical records on the breed.
- (h) Do all in its power to protect the breed from indiscriminate breeding, puppy mills and the buying and selling of litter lots of the breed.
- (i) Conduct sanctioned matches and licensed specialty shows under the rules and regulations of the American Kennel Club.
- (j) Discourage false advertising, claims and statements pertaining to the breed.

ARTICLE II. Members

Section 1. Voting Members. STCA is organized with members, but without capital stock. There shall be two (2) types of voting members:

- (a) Standard.** An individual eighteen years of age or older, who subscribes to the purposes of STCA and who is in good standing with The American Kennel Club (AKC) and resident of United States, shall be eligible for Standard membership. Such individuals shall be admitted to membership upon approval by a 2/3 vote of the Board and the payment of such dues. Voting members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law, including but not limited to the right to serve on the Board and as an officer of the corporation under qualification requirements as provided further here in.
- (b) Life Members.** After forty (40) years of continuous membership, a Standard membership shall convert to a Life Membership. Life members shall be exempt from the payment of dues, and shall hold all privileges of Standard membership. Members of STCA who were accorded Life Membership prior to the adoption of these Bylaws shall not be affected by this provision to the extent it decreases the Life Members benefits or status.

Section 2. Non-voting Foreign Members. An individual eighteen years of age or older who is not a permanent resident of the United States shall be eligible for membership in STCA as a non-voting member. Such individuals shall be admitted to membership upon approval by a 2/3 vote of the Board and the payment of such dues. Foreign members may participate in STCA events and receive information provided to all members. However Foreign members may not vote at membership or Board meetings, may not serve on the Board or as an officer, and may not be counted as part of the quorum at any meeting. Foreign members shall be non-voting members of the corporation and shall not have any of the voting rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 3. Election to Membership. Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by these constitution and bylaws and the rules of The American Kennel Club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected by secret ballot at any meeting of the Board or by secret vote of the directors by mail. Affirmative votes of 2/3 of the directors present at a meeting of the board, or by unanimous written consent. 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 by secret ballot and a favorable vote of 75% of the members present and voting. Applicants for Membership, who have been rejected by the club may not reapply within 12 months after such rejection.

Section 4. Termination of Membership

- (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. Obligations, other than dues, are considered a debt to the club and they become incurred on the first (1st) day of each fiscal year
- (b) By lapsing** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid (30 days after the first (1st) day of the fiscal year; however the board may grant an additional (30 days) of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
- (c) By expulsion** A membership may be terminated by expulsion as provided in these bylaws.

Section 5. Dues The amount of the annual dues is not to exceed \$75.00 annually. Dues are to be paid on Jan 1st of each year with 30 day grace period. A 30 day extension may be given but any dues received after March 1st being delinquent and membership considered lapsed. A dues renewal notice to be mailed by Membership Chair 30 days prior to Jan. 1st which may be included in Newsletter.

- (a) Standard Members-** Each Standard voting member must pay, within the time and on the conditions set by the Board, the dues set from time to time by the Board for Standard voting members. The dues levied on voting members shall be equal for all Standard voting members. Life members shall not be subject to the payment of dues
- (b) Foreign Members-** Each Foreign member must pay, within the time and on the conditions set by the Board, the dues set from time to time by the Board for foreign members. Dues for Foreign members shall be the same as dues for individual Standard members, except that an additional amount may be added for postal expenses.

Section 6. Good Standing.

A member whose dues are paid for the current year, and who is not suspended from all AKC privileges or from the privileges of this club, is considered to be a member in good standing. Alleged violations of any rules, code of ethics, bylaws, etc. must be handled in accordance with the club's Disciplinary Article of the Bylaws.

Section 7. Termination of Membership. Membership shall terminate on the occurrence of any of the following event.

- (a) Resignation of a member may be given in writing to the Secretary who will then present to the Board. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- (b) Failure of a member to pay any dues set by the Board within the period of time fixed by the Board after they become due and payable; however, the Board may grant an additional thirty (30) days in meritorious cases. In no case may a person

whose dues are unpaid be entitled to vote at any club meeting as of the date of that meeting.

(c) Expulsion pursuant to Discipline Article of the bylaws.

Section 8. Liability of Members. Except as provided by law, no member is liable for the corporation's debts, liabilities, or obligations

Section 9. Transfer of Memberships. A membership or any right arising from membership may not be transferred to another person without the prior written approval of the Board.

Section 10. Limitations. No individual shall hold more than one membership in the corporation.

ARTICLE III. Meetings

Section 1. Meetings of Members.

- (a) **Annual Meeting** of the members shall be held in conjunction with the Annual National Specialty at a date and time as set forth by Board of Directors. At this meeting, any proper business may be transacted, subject to any limitations in law or these bylaws. Written notice of the annual membership meeting shall be given in accordance with the procedures provided in section 14 below. Only voting members may vote at the annual meeting. Items must be on the meeting agenda to be discussed.
- (b) **Special Meetings** of the members for any lawful purpose may be called at any time by (1) the Board, (2) the President, or (3) five percent (5%) of the members. A special meeting of members shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with section 14 below, stating that a meeting will be held at a specified time and date. If the meeting is called by anyone other than the Board, the meeting date shall be at least thirty-five (35), but not more than ninety (90) days after receipt of the request. If the Board calls the meeting, the meeting date may be any date for which appropriate notice is given in accordance with Section 2 below. If notice of a requested special meeting is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Only business, the general nature of which was set forth in the notice of this meeting may be transacted at a special meeting.

Section 2. Notice of Meetings and Contents of Notice.

- (a) **Written notice** of every meeting of voting members shall be mailed by the Secretary to each member at least thirty (30) days prior to the date of the meeting, or the call for such meeting may be embodied in STCA's Newsletter to be sent to each member at least thirty (30) days prior to the date of the meeting.

- (b) **Contents of Notice.** The notice shall state the place, date and time of the meeting. The notice shall state those matters which the Board of Directors intends to present to the members.
- (c) **Manner of Giving Notice for Meetings.** Notice of any meeting of members shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class or certified mail, that notice shall be given not less than 20 days before the meeting.
- (d) **Notice given by electronic transmission** by the corporation shall be valid if it complies with Corporations Code Section 20 and AKC rules governing such. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation after either of the following:
 - (1) The corporation is unable to deliver two consecutive notices to the member by that means.
 - (2) The inability to so deliver the notices to the member becomes known by the Secretary or other person responsible for the giving of the notice.

Section 3. Waiver of Notice or Consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if

- (1) a quorum is present
- (2) before or after the meeting, each member who is not present in person, signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes.

The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included, if that objection is expressly made at the meeting.

Section 4. Quorum. Ten percent (10%) of the voting members shall constitute a quorum for the transaction of business at any meeting of members. Provided, however, that if any meeting of members is actually attended by less than one-third of the voting power, the only matters that may be voted on are those for which the general nature of the action was specified on the notice of the meeting.

Section 5. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any

action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum (or by a greater number if required by law or by the articles of incorporation or these bylaws). Any meeting may be adjourned by a majority of those members in attendance, whether or not a quorum is present.

Section 6. Act of the Members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by law, or by the articles of incorporation or these bylaws.

Section 7. Eligibility to Vote/Number of Votes. Voting members entitled to vote at any meeting of members or by ballot shall be all those in good standing as of the date the vote is taken. Each voting member shall be entitled to one (1) vote at any annual or special meeting of members.

Section 8. Proxies. Proxy voting is not allowed.

Section 9. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with the following procedure. The Board may submit specific questions for decision of the members by written ballot cast by mail. A reasonable time for ballot's to be returned shall be thirty (30) days after mailing of ballots. Any written ballot pursuant to this section shall:

- 1) set forth the proposed action,
- 2) provide opportunity to specify approval/disapproval of any proposed action
- 3) provide a reasonable time within which to return the ballot

The cover letter or memo soliciting ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the action submitted. The solicitation must specify the time by which the ballot must be received by the corporation in order to be counted. Approval of an action by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Directors may be elected by written ballot under this section. If directors are to be elected by written ballot and the Board adopts a nomination procedure for the election process, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots. The double envelope process shall be used in all ballots. The secretary will mail out to each member a ballot with required information together with a blank envelope and a return envelope addressed to the Secretary (or designated professional firm) 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 heir ballot, shall seal it in the blank envelope, which in turn shall be placed

in the second envelope addressed to the Secretary (or designated professional firm). The inspectors of election (or designated professional firm) shall check the returns against the list of 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 membership. A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for at least three years.

ARTICLE IV. Directors and Officers

Section 1. Powers of Board of Directors. The Board, subject to restrictions of law, the Articles of Incorporation, and these bylaws, shall exercise all powers of the corporation. Without limitation on its general power, except as specified herein, the Board may do the following:

- (a) **Policies.** Adopt policies, rules and procedures for the management and operation of the corporation.
- (b) **Bonds.** Club to purchase necessary bonds to cover where required.
- (c) **Contributions.** Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.
- (d) **Gifts.** Receive and accept gifts, devises, bequests, donations, annuities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, and to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation.
- (e) **Fiscal Year.** Jan 1st through Dec 31st
- (f) **Seal.** Adopt and use a corporate seal provided that the name of the corporation and the state are shown on it. The seal may be affixed to such instruments as the Board shall direct. However, the lack of a corporate seal shall not, by itself, affect the legality of any document executed on behalf of the corporation.
- (g) **Contracts.** Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- (h) **Property.** Acquire, construct and possess real and personal property.
- (i) **Bank Accounts** and Special Funds. Establish one (1) or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- (j) **Committees.** Appoint committees as provided in these bylaws.
- (k) **Ex officio** members of the Board. Appoint any number of non-voting ex officio directors who the Board believes will make a contribution to the activities and operation of the corporation. Ex officio directors shall serve at the pleasure of the Board in an advisory capacity only and shall not have any of the rights or obligations applicable to voting directors under the law or these bylaws.

- (l) **Lobbying/Political Activity.** Lobby local, state, and federal agencies and officials and engage in political activity on issues important to the members of STCA.
- (m) **Other.** Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number/Qualifications

(a) Number. The Board shall consist of nine (9) voting directors, four (4) of whom shall be elected as director/officers, as follows:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Five (5) additional directors

(b) Qualifications. Every director and officer/director must be an individual who has been a voting member in good standing of STCA for at least the three (3) previous consecutive years. Non-voting foreign members of the corporation are not eligible to serve on the Board as voting directors.

Section 3 Terms of Office. The term of office for all directors shall be two (2) years and all directors shall serve until expiration of the term for which elected and until a successor has been elected and qualified. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected.

Section 4. Reduction of Number of Directors. No change of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Resignations/Removals. Except as provided below, any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Pursuant to California Corporations Code Section 7222, any director or officer/director may be removed from the Board by a vote of the members.

Section 6. Vacancies. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (a) the death or resignation of any director,
- (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony,
- (c) the vote of the members to remove any director(s),
- (d) the increase of the authorized number of directors,

- (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

Section 7. Filling Vacancies. Except for vacancies created by removal of a director by the members, vacancies on the Board may be filled by a majority vote of the remaining directors on the Board at any properly called Board meeting, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancies not filled by the directors. Any individual filling a vacancy pursuant to this section shall be a member of the corporation in good standing. Individuals appointed to fill a vacancy shall serve until the end of the term of the director whose vacancy they are filling.

Section 8 Annual and Special Board Meetings. An annual meeting of the Board shall be held during week of the annual meeting of members. Other special meetings of the Board may be held from time to time on the call of the President or any three (3) directors. The time and purpose for any special meeting shall be set by the person(s) calling such meeting.

Section 9. Notice of Board Meetings. Notice of meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or, or by electronic transmission by the corporation (Corporations Code Section 20). Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, or when received, if delivered personally or by telephone or on its confirmation of delivery if by electronic transmission. A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

Section 10. Place and Time of Meetings. Meetings of the Board shall be held at whatever place and time is designated from time to time by the Board or persons calling the meeting and, in the absence of any designation, shall be held at the principal office of the corporation.

Section 11. Board meetings by Telephone, Video Conference, Electronic Transmission.

Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently.
- (b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation.

Section 12. Quorum. A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business.

Section 13. Act of the Board. Unless otherwise restricted by law or these bylaws, every act, or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of a director(s), if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section. 14. Adjournment. A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Any business that might have been transacted at a meeting as originally noticed may be transacted at an adjourned and rescheduled meeting.

Section 15. Closed Meetings. Any meeting of the Board may be closed by the Board so that only directors and individuals deemed necessary by the President are present. Members of the corporation who are not directors may attend any Board meeting unless excluded by the President as described in this Section.

Section 16. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all directors on the board individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes. An action by written consent shall have the same force and effect as a unanimous vote of the directors. For purposes of this section only, "all directors on the board" does not include an "interested director" as defined in Section 5233 of the California Corporations Code insofar as it is made applicable pursuant to Section 7238 of the California Corporations Code.

Section 17. Compensation of Directors. Directors shall not receive compensation for their services as directors. Directors may, at the discretion of the Board, receive reimbursement for travel and other actual expenses related to activities on behalf of the corporation if authorized by the Board or a committee having such authority.

Section 18. Voting Power. For all purposes, the voting power of each voting director shall be one vote.

Section 19. Property Rights. No director shall have any property rights in any assets of the corporation.

Section 20. Special Appointments.

- (a) **AKC Delegate:** A delegate to the AKC shall be selected by the Board of Directors subject to the approval of the AKC. The AKC delegate must be a voting member in good standing of STCA.
- (b) **Newsletter Editor:** A Club Newsletter Editor shall be selected by the Board to carry out duties as prescribed by the Board. The Newsletter Editor must be a voting member in good standing of STCA.

**ARTICLE V.
Officers**

Section 1. Officers. The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer, as elected pursuant to Article III above.

Section 2. Compensation of Officers. The elected officers of the corporation shall not receive compensation for their services.

Section 3. President. The President of the Board shall preside at all meetings of the members and the Board. The President shall be the chairperson of all committees. The President shall have the general powers and duties usually vested in the office of president of a corporation, and shall have whatever other powers and duties may be prescribed by the Board. The President may be an ex-officio member of all committees 'except' the nominating committee.

Section 4. Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. The Vice-President shall have whatever other powers and duties as may be prescribed from time to time by the Board.

Section 5. Secretary. The Secretary shall keep, or cause to be kept, at the principal office or other place that the Board may designate, a book of minutes of all membership meetings and meetings of the Board, stating the time and place, whether regular or special, and, if special, how authorized, the notice given, the names of those directors present, and the proceedings of those meetings. The Secretary shall keep, or cause to be kept, a regular showing of the names of the members and directors, their addresses and telephone numbers. In the absence of the President and the Vice-President, the Secretary shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. The Secretary shall give, or cause to be given, notice of all meetings; shall keep the seal of the corporation, if any, in safe custody; and shall have whatever powers and duties may be prescribed from time to time by the Board. Subject to the approval of the Board, the

Secretary may appoint an assistant to assist the Secretary in carrying out his/her duties. The assistant to the Secretary shall be a member of the Silky Terrier Club of America, Inc. and must be available to attend meetings of the Board. The Secretary may delegate any of his/her duties to the assistant, but shall retain oversight and responsibility for the duties of the office of Secretary.

Section 6. Treasurer. The Treasurer shall be the Chief Financial Officer of the corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gain, losses, capital and surplus. Except as limited by law, the books of account shall be open to inspection at all reasonable times by any member or director. The Treasurer shall cause to be filed all reports required by government entities, including but not limited to the Internal Revenue Service, the California Franchise Tax Board, and the Secretary of State. In the absence of the President, the Vice-President and the Secretary, the Treasurer shall perform all the duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. The Treasurer shall render to the President and directors, on request, an account of all of the transactions and of the financial condition of the corporation, and shall have whatever other powers and duties may be prescribed by the Board. At the annual meeting the Treasurer shall give an accounting of all monies received and expended during the previous year.

ARTICLE VI. Elections

Section 1. Election of Directors.

- (a) Nominations.** No person may be nominated for a position on the Board who has not been a member of STCA for three (3) consecutive years prior to nomination. Before August 10th. Board of directors shall select a Nominating Committee consisting of five (5) members and two (2) alternates, all of whom may have been members of STCA for three (3) consecutive years, and not more than one (1) of whom shall be a and its alternates of their selection. The Board shall appoint a chairman for the Committee, and it shall be his duty to call a Committee meeting which shall be held within fifteen (15) days after the Committee is notified of its selection. The Nominating Committee may conduct its business by mail and/or conference call with a written verification from each committee member on the final selection.
- (b) Nominating Committee** shall, on even numbered years, nominate from among the eligible members of STCA, two (2) candidates for office (President & Treasurer and two (2) candidates for the Board of Directors, and for odd numbered years, nominate (2) candidates for office (V President & Secretary) and three (3) for the Board of Directors, and shall procure the acceptance of each nominee so chosen. (The Nominating Committee shall consider geographical representation on the Board to the extent that it is practicable.) The Committee shall then submit its slate of nominees to the Secretary in writing, with

a brief resume of each nominee's qualifications. The Secretary shall send to the Newsletter Editor the list of the nominees for inclusion in the September Newsletter, to be mailed in the month of September, so additional nominations may be made by the members if they so desire.

(c) Additional nominations of eligible members may be made by written petition mailed to the Secretary at his regular address and postmarked no later than November 1st, with a brief resume of each nominee's qualifications, signed by five (5) members in good standing and endorsed by each such additional nominee signifying his willingness to be a candidate. Additional nominations, which are provided for herein, may be made only from among those members who were not nominated by the Nominating Committee or declined a nomination as provided above, and must be a member of STCA for three (3) year prior to petition. No person who has declined the Committee's nomination may be nominated by petition for the same position. No person shall be a candidate for more than one position.

(d) Nominations cannot be made in any manner other than as provided in **Article V, Sec. 1 above**. 1) If no valid additional nominations are received by the Secretary postmarked on or before November 1st, the Nominating Committee's slate shall be declared elected and no balloting will be required. 2) Newly elected directors will official take office Feb 1st each year after election.

Section 2, Ballots and Election If one (1) or more valid additional nominations are received by the Secretary postmarked on or before November 1, the following procedure will be followed:

- (a)** The Board shall select three (3) Inspectors of Election, none of whom shall be a nominee. On or before November 30 the Secretary shall mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order with their resume. Ballots to be mailed out per method described in Article III, Section 9 Returned ballots must be postmarked no later than Dec 30th. Names to be checked against membership list for eligibility.
- (b)** The Inspectors of Election shall meet prior to January 10 to verify the returns against the list of members in good standing prior to the opening of 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 published in the January issue of the Newsletter.
- (c)** The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board of Directors who receive the greatest number of votes for such positions shall be declared elected.

ARTICLE VII Committees

Section 1, Advisory Committees. The Board may establish advisory committees composed of any number of directors and non-directors. Advisory committees shall

provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

Section 2, Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner provided for in Article III of these bylaws.

ARTICLE VIII Discipline

Section 1 American Kennel Club Suspension. Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like time 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 \$50.00, 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 interest of the club or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or of the breed, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date of a hearing by the board or a committee of not less than three members of the board, not less than three weeks nor more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by 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.

Section 3, Board Hearing. The board or board 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 board committee may be a majority vote of those present reprimand. (A written reprimand directed exclusively to the member may be somewhat detailed but an official – published- reprimand should only indicate that subsequent to a board hearing "... member (X) was officially reprimanded as a result of charges filed by a member (Y)" 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 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 board committee.

Immediately after the board or board 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 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 board committee as provided in Section 3 of this 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 ballot on the proposed expulsion. A 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 9. Effect of Suspension or Expulsion. All rights of a member of the corporation shall cease upon suspension or expulsion from membership. In the case of expulsion, the member's membership in corporation shall terminate on the effective date of the expulsion. However, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to the corporation.

ARTICLE IX Amendments

Section 1. Amendment to Bylaws and Breed Standard Amendments may be proposed by the board of directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the Secretary for a vote within three (3) months of the date when petition received by Secretary. *See Procedure for ballots Article III, Section 9.*

Section 2. No amendment to the bylaws (or to the standard for the breed) that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club. Any amendments to the Articles of Incorporation and bylaws must also be in agreement with the California Statutes governing Non-profit organizations.

ARTICLE X. Dissolution

Section 1, Dissolution The club may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of 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.

Section 2. Remaining Assets. All remaining assets will be donated to charity.

ARTICLE XI Order of Business

Section 1. 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 Treasury
- Report of Committees
- Election of Members
- Unfinished Business
- New Business
- Adjournment

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

- Reading of Minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished business
- New Business
- Adjournment

ARTICLE XII 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 the meetings of the corporation in all cases to which they are applicable and in which they are not in conflict with the Articles of Incorporation, the Bylaws, or the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE XIII Miscellaneous

Section 1. Inspection of Records. The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Mutual Benefit Corporation Law.

Section 2. Annual Report. Within 120 days after the close of the corporation's fiscal year, the Board shall cause an annual report to be prepared in accordance with Section

8321 of the California Corporations Code. The report shall be made available to any member who requests a copy.

Section 3. Annual Statement of Transactions and Indemnifications. As part of the annual report described in Section 2 of this Article, the Board shall cause to be prepared a statement of any transaction of indemnification if required by Section 8322 of the California Corporations Code.

Section 4. Conflicts of Interest. Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual's personal interests and the interests of the corporation. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, he or she shall disclose the conflict to the Board or committee, as appropriate, and abstain from discussion or voting on the issue. For purposes of this section and these bylaws, a "conflict of interest" means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee which has the potential to financially benefit that Board or committee member or a member of that Board or committee member's immediate family. "Immediate family" means, spouse or same-sex/domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law. Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the President, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 5. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, membership lists, contributor lists, and research results, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board memorialized in a writing signed by the President.

Section 6. Required Disclosures. STCA shall comply with the disclosure requirements of federal and state agencies to which it is subject.

Section 7. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.