

**CONSTITUTION
NAME AND OBJECTIVES
BICHON FRISE CLUB OF AMERICA**

Amended as of June 21, 2023

SECTION 1. The name of the club is Bichon Frise Club of America.

SECTION 2. The objectives of the club shall be to:

1. Encourage and promote quality in the breeding of pure-bred Bichon Frise and do all possible to bring their natural qualities to perfection.
2. 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.
3. Urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Bichon Frise shall be judged.
4. Do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at all events held under AKC Rules and Regulations.
5. Conduct sanctioned matches, and license events for which the club is eligible, under the Rules and Regulations of The American Kennel Club

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

SECTION 3. The property of the club is irrevocably dedicated to social welfare purposes. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

SECTION 4. The members of the Club shall adopt and may from time to time revise such bylaws as may be required to carry out these objectives.

**RESTATED ARTICLES of INCORPORATION of
BICHON FRISE CLUB OF AMERICA
ENTITY #563228**

The undersigned certify that:

1. They are the President and the Secretary, respectively, of Bichon Frise Club of America, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows in full:

I.

The name of this corporation is Bichon Frise Club of America.

II.

This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. The specific purposes of this corporation shall be to: (1) encourage and promote quality in the breeding of pure-bred Bichon Frise and do all possible to bring their natural qualities to perfection (2) 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 (3) urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which Bichon Frise shall be judged (4) do all in its power to protect and advance the interests of the breed and to encourage sportsman-like competition at all events held under AKC Rules and Regulations (5) conduct sanctioned matches, and license events for which the club is eligible, under the Rules and Regulations of the American Kennel Club. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

III.

- (a) This corporation is organized and operated exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code.
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code.

IV.

- (a) The property of this corporation is irrevocably dedicated to the social welfare purposes set forth in Article II hereof. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

- (b) On the dissolution or winding up of the corporation, after paying or adequately providing for the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) that is organized and operated exclusively for social welfare purposes and that has established its tax exempt status under section 501(c)(4) of the Internal Revenue Code.
3. The foregoing restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing restatement of the Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/21/23



Lillian Endo, President



Roslyn Allen, Secretary

**Amended and Restated Bylaws of
Bichon Frise Club of America**

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**Amended and Restated Bylaws of
BICHON FRISE CLUB OF AMERICA
a California Nonprofit Mutual Benefit Corporation**

ARTICLE 1 – NAME AND PURPOSE

1.1. NAME AND PURPOSE

- 1.1.1. The name and purpose of this Corporation are as set forth in the Corporation's Articles of Incorporation. The Corporation's name and purpose may be amended only by an amendment to the Articles of Incorporation as set forth in Section 10.4.
- 1.1.2. The Corporation may only engage in activity that is in furtherance of its purpose as set forth in its Articles of Incorporation.

ARTICLE 2 – MEMBERS

2.1. MEMBERSHIP GENERALLY

The Corporation shall have two classes of voting members, Regular/Household Members and Lifetime Regular/Household Members; and four classes of non-voting members, Associate/Associate Household Members, Junior Members, Foreign/Foreign Household Members, and Lifetime Foreign Members. The term "member" as used herein shall refer only to the voting members.

2.2. QUALIFICATION AND CLASSES OF MEMBERSHIP

- 2.2.1. All classes of voting and non-voting members are open to persons who are in good standing with The American Kennel Club (the "AKC") and who subscribe to the purposes of this Corporation.
- 2.2.2. Regular/Household Membership: Regular Members consist of individuals who are reputable citizens of the United States, 18 years of age or older, and who demonstrate a measurable commitment to the Bichon Frisé breed (the "Breed"). Household Members consist of two Regular Members residing in the same household. Regular/Household Members enjoy all club privileges, are eligible to serve on the Board of Directors (the "Board"), and have voting rights as defined under the California Nonprofit Mutual Benefit Corporation Law (the "Nonprofit Law") as further set forth in these bylaws. Each member of the household shall be entitled to one vote.
- 2.2.3. Lifetime Regular/Household Membership: Lifetime Regular/Household Members consist of persons who have been a Regular/Household Member in good standing for 30 years or more. Lifetime Regular/Household Members shall retain all rights available to Regular/Household Members, including the right to vote and serve on the Board, but shall not be required to pay dues.
- 2.2.4. Associate/Associate Household Membership: Associate Members consist of individuals who are reputable citizens of the United States, 18 years of age or older, and who are interested in supporting the Corporation and learning more about the Breed. Associate Household Members consist of two Associate Members residing in the same household. Associate/Associate Household Members shall enjoy certain Corporation privileges, but are not eligible to serve on the Board and do not have voting rights as defined under the Nonprofit Law.

- 2.2.5. Junior Membership: Junior Members shall consist of youth between the ages of 10 and 18 years of age who are reputable citizens of the United States. Junior members shall not pay dues and shall not be eligible to serve on the Board, may not endorse others for membership, and do not have any voting rights as defined under the Nonprofit Law. Junior Members in good standing shall become Regular Members upon reaching the age of 18.
- 2.2.6. Foreign/Foreign Household Membership: Foreign Members consist of individuals who are reputable citizens of a country other than the United States, 18 years of age or older, and who subscribe to the purpose and principles of the Corporation. Foreign Household Members consist of two Foreign Members residing in the same household. Foreign Members shall not be eligible to serve on the Board, may not endorse others for membership, and do not have any voting rights as defined under the Nonprofit Law.
- 2.2.7. Lifetime Foreign Membership: Lifetime Foreign Members consist of any individuals who have been Foreign Members in good standing for 30 years or more. Lifetime Foreign Members shall retain all rights available to Foreign Members, but shall not pay dues.
- 2.2.8. Each applicant for membership shall apply on a form as approved by the Board of Directors (referred to in these bylaws as the "Board") and which shall provide that the applicant agrees to abide by the constitution and bylaws of the Corporation and the rules and regulations of the AKC. All applications for membership shall be filed with the Recording Secretary.
- 2.2.9. Applicants shall be voted upon by secret ballot at any duly held meeting of the Board at which a quorum is present. The affirmative vote of two-thirds of the directors present shall be required to approve an applicant for membership.

2.3. RIGHTS OF MEMBERSHIP

All members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, the disposition of all or substantially all of the assets of the Corporation, any merger and its principal terms and any amendment of those terms, any election to dissolve the Corporation, and amendments to Breed standards.

2.4. MEMBERS FEES, DUES AND ASSESSMENTS

The membership year runs from July 1 to June 30, with dues payable on or before July 1 each year. No later than the first week of June, the Recording Secretary shall send to each member a statement of dues for the fiscal year. Such dues, fees and assessments shall be in amounts to be fixed from time to time by the Board, but shall not exceed \$150 per year. A membership shall be considered lapsed if a member's dues have not been paid by October 1.

2.5. MEMBERS IN GOOD STANDING

Members who have paid the required dues, fees and assessments in accordance with these bylaws and are not suspended by the AKC shall be members in good standing.

2.6. RESIGNATION, EXPIRATION AND SUSPENSION OF MEMBERSHIP

- 2.6.1. A member may resign from membership at any time; provided, however, that resignation from membership shall not relieve the resigning member from any obligation for dues, assessments, fees,

charges incurred, and services or benefits actually rendered or assessed prior to the date of resignation and shall not entitle the resigning member to any refund of dues, fees or charges previously paid.

- 2.6.2. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.
- 2.6.3. Any member who is suspended from any privileges of the AKC shall have their membership in this Corporation suspended for the same period. A person whose membership is suspended shall not be a member during the period of suspension, but shall be obligated to pay all dues, fees and assessments coming due during the period of suspension.

2.7. TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

- 2.7.1. The member's failure to pay dues, fees or assessments as set by the Board within the period specified by the Board after they are due and payable;
- 2.7.2. Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- 2.7.3. Upon a member's death; or
- 2.7.4. The good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

2.8. PROCEDURES FOR SUSPENSION OR TERMINATION OF MEMBERSHIP

Pursuant to Subsection 2.7.4, an individual member may assert charges against another individual member for alleged misconduct prejudicial to the best interests of the Corporation. Written notarized charges containing specific facts signed under oath (the "Charges") must be filed in duplicate with the Recording Secretary together with a deposit of \$50, which shall be forfeited if such charges are not sustained or entertained by the Board. The Recording Secretary shall promptly send a copy of the Charges to each director or present them at a Board meeting. The Board shall first consider whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the Corporation. If grounds appear to exist for suspending or terminating a member for engaging in conduct materially and seriously prejudicial to the Corporation's purposes and interests, or for the occurrence of any other event as detailed under Section 2.7, the following procedure shall be followed:

- 2.8.1. The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.
- 2.8.2. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the

written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

- 2.8.3. The Board, committee or person shall decide whether the member should be terminated, expelled, sanctioned, or suspended in any way. The decision of the Board, committee or person shall be final.
- 2.8.4. Any action challenging a suspension, termination, or expulsion of membership, or a sanction, including a claim alleging defective notice, must be commenced within one year after the date of the suspension, termination, expulsion, or sanction.
- 2.8.5. Notwithstanding anything to the contrary, the Board may adopt rules that immediately suspend a member's rights of membership if such member violates the statutory or constitutional rights of members or violates any other rule adopted by the Board necessary for the proper operation of the Corporation. Following such suspension, the Board shall comply with the notice and hearing provisions of this Section 2.8.

2.9. TRANSFER OF MEMBERSHIP

No membership or right arising from membership shall be transferred.

2.10. MEETINGS OF MEMBERS

An annual meeting shall be held each year between April 15 and June 30, in conjunction with the National Specialty Show, at a date, time and place to be determined by the Board. At the annual meeting, any proper business may be transacted, subject to Section 2.12.

2.11. SPECIAL MEETINGS

- 2.11.1. The Board, the President of the Board or five percent or more of the members may call a special members' meeting for any lawful purpose at any time.
- 2.11.2. A special members' meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, the Vice President or the Recording Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a members' meeting may be held when the meeting is called by the Board.
- 2.11.3. No business other than the business that was set forth in the notice of the meeting may be transacted at a special meeting.

2.12. NOTICE OF MEETINGS

- 2.12.1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the annual meeting, the notice shall state the matters that

the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

2.12.2. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- 2.12.2.1. Removing a director without cause;
- 2.12.2.2. Filling vacancies on the Board;
- 2.12.2.3. Amending the Articles of Incorporation;
- 2.12.2.4. Electing to wind up and dissolve the Corporation;
- 2.12.2.5. Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any organization in which a director has a material financial interest; or
- 2.12.2.6. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights or any class or classes as specified in the Articles or bylaws, when the Corporation is in the process of winding up.

2.12.3. Notice of any members' meeting shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date (except in the case of a special meeting, in which case any contrary provisions specified in Section 2.11.2 shall prevail). The notice shall be given either personally, or by first-class, registered, or certified mail, electronic transmission (pursuant to Section 2.12.4, below), or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice.

2.12.4. Notice may be given by electronic transmission (including, without limitation, by electronic mail (e-mail) only if the requirements of Section 10.1.1 are satisfied and the electronic transmission is preceded by or includes a clear written statement to the recipient as to:

- 2.12.4.1. Any right of the recipient to have the record provided or made available on paper or in nonelectronic form;
- 2.12.4.2. Whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation; and
- 2.12.4.3. The procedures the recipient must use to withdraw the consent.

2.12.5. An affidavit of mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Recording Secretary, Corresponding Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

2.12.6. Notice may not be given to a member by electronic transmission if either:

- 2.12.6.1. The Corporation is unable to deliver two consecutive notices to the member by that means; or
- 2.12.6.2. The inability to so deliver notices to the member becomes known to the Recording Secretary, the Corresponding Secretary, or any other person responsible for giving notice.

2.13. QUORUM

Ten percent (10%) of the members present at a duly held meeting of members shall constitute a quorum for the transaction of business.

2.14. VOTING

2.14.1. Subject to the Nonprofit Law, all members in good standing on the record date as determined under Section 2.5 of this Article shall be entitled to vote at any members' meeting.

2.14.2. Each member entitled to vote may cast one vote on each matter submitted to a vote of members.

2.14.3. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member eligible to vote at the meeting. The Board may provide for members to vote by ballot via e-mail or electronic message board or network, but only as follows:

2.14.3.1. Members may vote via e-mail when their e-mail is directed to the e-mail address that the Corporation has provided from time to time to members for sending such communications to the Corporation.

2.14.3.2. Members may vote via electronic message board or network that the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting.

2.14.3.3. Voting via e-mail, electronic message board and network shall only be permitted and valid if the Corporation has placed in effect reasonable measures to verify that the sender is the member purporting to send the transmission and that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on the matter, shall be deemed the act of the members unless the vote of a greater number is required by the Nonprofit Law, these bylaws, or the Articles of Incorporation.

2.15. WAIVER OF NOTICE

2.15.1. The transaction of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if:

2.15.1.1. a quorum is present, and

2.15.1.2. either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 2.12.2 of this Article, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

2.15.2. A member's attendance at a meeting shall constitute a waiver of notice of 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. 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 the objection is expressly made at the meeting.

2.16. ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

2.17. ACTION BY WRITTEN BALLOT

2.17.1. This Corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 2.12.3 of this Article. All solicitations of votes by written ballot shall:

- 2.17.1.1. State the number of responses needed to meet the quorum requirement;
- 2.17.1.2. State, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and
- 2.17.1.3. Specify the time by which the ballot must be received in order to be counted.

2.17.2. Each ballot so distributed shall:

- 2.17.2.1. Set forth the proposed action;
- 2.17.2.2. Give the members an opportunity to specify approval or disapproval of each proposal; and
- 2.17.2.3. Provide a reasonable time in which to return the ballot to the Corporation.

2.17.3. If approved by the Board, any ballot that is sent by electronic transmission may be returned to the Corporation by the same means.

2.17.4. If the Corporation has 100 or more members, any written ballot distributed to 10 or more members shall afford an opportunity on the written ballot form to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon by such written ballot. In addition, it shall provide (subject to reasonable specified conditions) that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

2.17.5. In any election of directors, a written ballot that a member marks "withhold" or otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

2.17.6. Approval by written ballot shall be valid only when:

- 2.17.6.1. The number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

2.17.6.2. The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

2.17.7. A written ballot may not be revoked.

2.17.8. All written ballots shall be filed with the Recording Secretary of the Corporation and maintained in the corporate records for at least four years.

2.18. RECORD DATE

2.18.1. For purposes of establishing the members entitled to receive notice of any meeting, the Board may, in advance, fix a record date that is not more than 90 nor less than 10 days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be 10 days before the date of the meeting.

2.18.2. For purposes of establishing the members entitled to vote at any meeting, the Board may, in advance, fix a record date that is not more than 60 days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be 10 days before the date of the meeting.

2.18.3. For purposes of establishing the members entitled to vote by written ballot, the Board may, in advance, fix a record date that is not more than 60 days before the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date shall be 10 days before the day on which the first written ballot is mailed or solicited.

2.18.4. For purposes of establishing the members entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date that is not more than 60 days prior to such action. If not otherwise fixed by the Board, the record date shall be 10 days prior to such action.

For purposes of this Section, a person holding a membership at the close of business on the record date shall be a member of record.

2.19. ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

ARTICLE 3 – DIRECTORS AND OFFICERS, ELECTION AND REMOVAL

3.1 POWERS

General management of the Corporation's affairs is entrusted to the Board. The activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board, acting as a body. The Board may delegate the management of the activities of the Corporation to any

person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

3.2 NUMBER

- 3.2.1 The Board shall have 11 directors consisting of six at-large directors and the five elected officers, namely the offices of President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. Such number shall be referred to herein as the “authorized number” of directors.
- 3.2.2 The authorized number of directors may be increased or decreased only by amending Section 3.2.1 of the bylaws. In the event that the Corporation would like to increase the authorized number of directors, an amendment to Section 3.2.1 increasing the authorized number of directors must be done prior to electing any additional directors. If the number of directors falls below the authorized number provided for in Section 3.2.1, the vacancy shall be filled in accordance with Section 3.9 or the bylaws shall be amended to reflect the current number of directors then in office.

3.3 QUALIFICATION

Only Regular/Household Members and Lifetime Regular/Household Members in good standing shall be qualified to serve as directors and officers of the Corporation.

3.4 NOMINATIONS

- 3.4.1. No later than December 1 of the year prior to an election year, the Board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a director. The Recording Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a chair for the committee, and it shall be the chair's duty to call a committee meeting or meetings.
- 3.4.2. The Nominating Committee shall nominate one candidate for each office and at-large position on the Board and procure the acceptance of each nominee so chosen, immediately reporting their nominations to the Recording Secretary in writing on or before January 15th of the election year.
- 3.4.3. Upon receipt of the Nominating Committee's report, the Recording Secretary shall publish to the membership the candidates so nominated.
- 3.4.4. Additional nominations may be made on or before February 28th by written petition addressed to the Recording Secretary. These nominations must be signed by five members and received at the Recording Secretary's regular mail or email address, accompanied by written acceptance of each such additional nominee signifying the nominee's willingness to be a candidate and a written statement of qualifications. No person may be nominated for more than one directorship or office. The additional nominations provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.
- 3.4.5. Upon receipt of any such additional nominations, the Recording Secretary shall determine whether the nominations are valid. The Recording Secretary shall publish the names of all valid additional candidates to the membership no later than March 15.

- 3.4.6. For the avoidance of doubt, nominations cannot be made at the annual meeting or in any manner other than as provided for in this Section.

3.5 ELECTIONS PROCESS

- 3.5.1. Elections shall be conducted by an impartial Election Services Firm for any office or position for which there is more than one nominee. The Board shall name an outside impartial Election Services Firm to fulfill all the duties of balloting and counting ballots for the election. No employee of the Election Services Firm may be a member of the household or family of any member of the current membership.
- 3.5.2. The Board shall designate the Election Services Firm no later than March 16.
- 3.5.3. The Recording Secretary shall provide the names of all nominees and a list of eligible voters with their contact info to the Election Services Firm on March 20.
- 3.5.4. The Election Services Firm shall conduct all balloting, verification of eligibility for each returned ballot, and counting of votes, and shall be responsible for communicating voting dates and deadlines to the membership. A representative of the Election Services Firm shall present the names of those candidates receiving the most votes for each office and position at the annual meeting.
- 3.5.5. The nominated candidate receiving the greatest number of votes for each office and position shall be declared elected.
- 3.5.6. If no valid additional nominations are received on or before March 1 (i.e., the Nominating Committee's slate is unopposed), the Nominating Committee's slate shall be presented to the membership for election at the annual meeting.

3.6 ELECTION AND TERM OF OFFICE OF DIRECTORS

- 3.6.1. At-large directors shall be equally divided into two classes: Group A and Group B. Directors shall be elected by the members to staggered terms of office of two years as follows:
- 3.6.1.1. At the annual meeting in odd-number years, the members shall elect the officers and Group A at-large directors, whose terms will commence immediately upon conclusion of the election; and
- 3.6.1.2. At the annual meeting in even-number years, the members shall elect Group B at-large directors, whose terms will commence immediately upon conclusion of the election.
- 3.6.2. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
- 3.6.3. In accord with the Nonprofit Law, an amendment to the bylaws changing the terms of office of directors may not decrease or increase the terms of office of directors in office at the time the amendment is passed.
- 3.6.4. No person shall serve as a director or officer, respectively, of this Corporation for more than three consecutive full terms. An at-large director who has served the maximum number of terms may be eligible to serve as an officer, and an officer who has served the maximum number of terms may be

eligible to serve as an at-large director; provided, however, that such persons may not serve for more than 12 consecutive years.

- 3.6.5. Notwithstanding the foregoing, the President of the Corporation shall serve an additional two-year term on the Board in the position of Past President upon completion of their last term, even if they have served 12 consecutive years, unless such individual formally resigns from the Board. The Past President shall be counted among the at-large directors.

3.7 AKC DELEGATE

The Board, by a vote of a majority of directors then in office, shall appoint a Regular/Household Member or Lifetime Regular/Household Member in good standing as an AKC Delegate (the "Delegate") to represent the Corporation and report to the Board the matters discussed at the AKC's Quarterly Delegate Meetings. The Delegate shall attend regular Board meetings but shall have no rights of directors, including voting rights, unless the Delegate has been independently elected to the Board pursuant to Section 3.6. The status of the Delegate shall be reviewed by the Board at each annual meeting of the Board, or at any other time deemed necessary to ensure continuity of representation.

3.8 REMOVAL OF DIRECTORS AND OFFICERS

- 3.8.1. Directors and officers may be removed without cause by the affirmative vote of a majority of the members represented and voting at a duly held members meeting at which a quorum is present.
- 3.8.2. The Nonprofit Law does not allow members to remove a director (or officers who are also directors) for cause. However, the Board may declare the office of a director vacant for the reasons set forth in Section 3.6.3.9.2.

3.9 VACANCIES

- 3.9.1. Vacancies on the Board shall exist:
 - 3.9.1.1. On the death or resignation of any director;
 - 3.9.1.2. Whenever the number of authorized directors is increased;
 - 3.9.1.3. Upon a failure of the members, at any members' meeting at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting; or
 - 3.9.1.4. On the vote of the members or, if the Corporation has fewer than 50 members, the vote of a majority of all members, to remove any director(s).
- 3.9.2. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court of competent jurisdiction, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under sections 7230 through 7238 of the Nonprofit Law.
- 3.9.3. A reduction in the authorized number of directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the Board.

- 3.9.4. In accord with the Nonprofit Law, an amendment to the bylaws decreasing the minimum number of directors shall not affect the terms of directors in office at the time the amendment is passed unless the amendment also provides for the removal of one or more specified directors.
- 3.9.5. Any director may resign effective upon giving written notice to the President, the Recording Secretary, or the Board, unless such notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein. No director may resign if their resignation will leave the Corporation without at least one duly elected director in charge of its affairs unless they have first given notice to the Attorney General of the State of California.
- 3.9.6. Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by:
- 3.9.6.1. The unanimous written consent of the directors then in office;
- 3.9.6.2. The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article; or
- 3.9.6.3. A sole remaining director.
- 3.9.7. A person elected to fill a vacancy as provided by this Section shall hold office for the remainder of their predecessor's unexpired term or until their death, resignation or removal from office.

ARTICLE 4 – BOARD STANDARD OF CONDUCT

4.1. DIRECTOR FIDUCIARY DUTY

It is the obligation of each director of the Corporation to perform their duties (a) in good faith, (b) in a manner such director believes to be in the best interests of the Corporation, and (c) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a director serves.

4.2. GENERAL DUTIES

It is the duty of each director to:

- 4.2.1. Perform any and all duties imposed on them individually, or collectively upon the Board, by law, by the Articles of Incorporation, or by these bylaws; and
- 4.2.2. Register their address, phone, and email address with the Recording Secretary. Notices of meetings delivered or telephoned, including by voice messaging system, to a director at such address or phone number shall be valid notices. Notices of meetings delivered by email or by other electronic means shall be valid notices thereof if given in compliance with Section 10.1.1.

4.3. SELF-DEALING

4.3.1. The Corporation shall not enter into any contract or transaction, directly or indirectly, with (i) one or more of its directors, or (ii) any domestic or foreign corporation, firm or association in which one or more of its directors has a material financial interest, unless:

4.3.1.1. The material facts as to the transaction and as to such director's interest are fully disclosed or known to the Board or a Board committee, and the Board or Board committee authorized, approved or ratified the transaction in good faith by a vote sufficient without counting the vote of the interested director or directors and the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified; or

4.3.1.2. As to contracts or transactions not approved as provided above, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved or ratified.

4.3.2. A mere common directorship does not constitute a material financial interest within the meaning of this subdivision.

4.4. COMMON DIRECTORS

The Corporation shall not enter into a contract or transaction with any other entity of which one or more of the Corporation's directors is a member of that entity's governing body (such director being a "Common Director") unless:

4.4.1. The material facts as to the transaction and as to such Common Director's other directorship are fully disclosed or known to the Board or a Board committee, and the Board or Board committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of any Common Director, or

4.4.2. The contract or transaction is just and reasonable to the Corporation at the time it is authorized, approved or ratified.

4.5. COMPENSATION

4.5.1. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.2.

4.5.2. Notwithstanding the foregoing, a director who serves the Corporation in any other capacity may be compensated only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 4.3.

4.6. NON-LIABILITY OF DIRECTORS

4.6.1. Subject to the limitations as set forth in the Nonprofit Law, directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation if they perform their duties pursuant to Sections 4.1 to 4.5.

- 4.6.2. Directors and officers who are not compensated by the Corporation shall not be personally liable to a third party for their negligent act or omission in the performance of their duties if:
 - 4.6.2.1. The act or omission was (a) within the scope of their duties, (b) performed in good faith, and (c) not reckless, wanton, intentional or grossly negligent, and
 - 4.6.2.2. The damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation or personally to the director or officer.

4.7. INSURANCE FOR CORPORATE AGENTS

This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

4.8. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

- 4.8.1. For purposes of this Section, the following terms shall have the meanings ascribed:
 - 4.8.1.1. "Agent" means any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;
 - 4.8.1.2. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
 - 4.8.1.3. "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of their position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.
- 4.8.2. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action brought (a) by or in the right of the Corporation to procure a judgment in its favor, (b) under Section 5233 of the Nonprofit Law when made applicable pursuant to Section 7238, or (c) by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

- 4.8.3. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of the Corporation by reason of the fact that the person is or was an agent of the Corporation, or brought under Section 5233 of the Nonprofit Law when made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of the Corporation, against expenses actually and reasonably incurred in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. Provided, however, that no indemnification shall be provided under this Section:
- 4.8.3.1. In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
 - 4.8.3.2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - 4.8.3.3. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- 4.8.4. To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in Section 4.8.2 or 4.8.3, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim.
- 4.8.5. Except as provided in Section 4.8.4, any indemnification shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper under the circumstances because the agent has met the applicable standard of conduct set forth in Section 4.8.2 or 4.8.3, by:
- 4.8.5.1. A majority vote of a quorum consisting of directors who are not party to the proceeding; or
 - 4.8.5.2. The court in which the proceeding is or was pending, upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.
- 4.8.6. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking (within the meaning of Code of Civil Procedure section 995.010 et seq.) by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Section.

- 4.8.7. No indemnification or advance shall be made under this Section, except as provided in Section 4.8.4 or Section 4.8.5, in any circumstance where it appears:
- 4.8.7.1. That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - 4.8.7.2. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 4.8.8. Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of a pension, deferred compensation, savings, thrift, or other retirement, incentive, or benefit plan, trust, or provision for any or all of the Corporation's directors, officers, employees, and persons providing services to the Corporation or any of its subsidiary or related or affiliated corporations, in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in these bylaws. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

4.9. EMERGENCY POWERS

- 4.9.1. Notwithstanding anything to the contrary herein, this Section applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 5.5 and 5.8 of these bylaws:
- 4.9.1.1. A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak, or, regardless of cause, any fire, flood, or explosion;
 - 4.9.1.2. An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
 - 4.9.1.3. An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
 - 4.9.1.4. A state of emergency proclaimed by the Governor of this state or by the President of the United States.
- 4.9.2. In anticipation of or during an emergency, the Board may:

- 4.9.2.1. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency; or
- 4.9.2.2. Relocate the principal office or authorize the officers to do so.
- 4.9.3. During an emergency, the Board may:
 - 4.9.3.1. Move the date of the annual meeting;
 - 4.9.3.2. Give notice to a director or directors in any practicable manner under the circumstances, including, but not limited to, by publication, email, texting and radio, when notice of a meeting of the Board cannot be given to that director or directors in the manner prescribed by Section 5.5; and
 - 4.9.3.3. Deem that one or more officers present at a Board meeting is a director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

ARTICLE 5 – MEETINGS OF THE BOARD

5.1. REGULAR MEETINGS

Regular meetings of the directors shall be held at least six times per year at a place and time to be determined by the Board or, if not determined by the Board, by the President.

5.2. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, a Vice President, the Recording Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the Corporation.

5.3. MINUTES

- 5.3.1. The Board shall be responsible for recording, approving and maintaining minutes of the proceedings of the meetings of the Board. The Secretary or such person designated by the presiding officer shall take the minutes.
- 5.3.2. Committees of the Board shall be responsible for recording, approving and maintaining minutes of the proceedings of the meetings of the committees of the Board. Such person designated by the chair of the committee shall take the minutes.
- 5.3.3. Minutes of all meetings, proceedings and actions of the Board and of committees of the Board must be maintained pursuant to Section 9.1. The minutes of meetings must include:
 - 5.3.3.1. The time and place that the meeting was held;
 - 5.3.3.2. Whether the meeting was annual, regular, or special, and, if special, how authorized;
 - 5.3.3.3. How notice was given and to whom;
 - 5.3.3.4. If applicable, waivers and consents to notice pursuant to Section 5.7;
 - 5.3.3.5. The names of the persons present at the meeting; and

- 5.3.3.6. The actions taken and decisions made by the Board at that meeting, including the number of votes for, against and in abstention of each such action or decision, and may include how each director voted on such action or decision.

5.4. PLACE OF MEETINGS

- 5.4.1. Meetings of the Board may be held at any place that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the Corporation.
- 5.4.2. If such means is provided, any director may attend a meeting of the Board by conference telephone, video screen or other electronic transmission, provided the following requirements are met:
 - 5.4.2.1. Each director participating in the meeting can communicate with all other directors concurrently, and
 - 5.4.2.2. 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.
- 5.4.3. A director who participates in a meeting that satisfies the requirements above shall be considered present in person at that meeting.

5.5. NOTICE OF MEETINGS

- 5.5.1. Notices of Board meetings are valid if made by:
 - 5.5.1.1. First-class mail, postage prepaid;
 - 5.5.1.2. Personal delivery of oral or written notice;
 - 5.5.1.3. Delivery by overnight courier or private delivery service that can be and is confirmed;
 - 5.5.1.4. Telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's office or home who would reasonably be expected to communicate that notice promptly to the director;
 - 5.5.1.5. Email; or
 - 5.5.1.6. Other electronic means;

provided, however, that notice may only be provided by email or other electronic means to a director if given in compliance with Section 10.1.1.
- 5.5.2. Notice of regular meetings need not be given if the time and place of the meeting is fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notice of regular meetings will be valid if made no less than 14 days prior to the date of the meeting. Notice of special meetings shall be valid if made at least 48 hours prior to the date and time of the meeting except for notice by mail, which will not be valid unless made four days prior to the date of the meetings.
- 5.5.3. All notices of Board meetings shall be given or sent to each director's address, telephone number or email address as shown on the Corporation's records.

- 5.5.4. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

5.6. CONTENTS OF NOTICE

Notices of meetings shall specify the place or means of electronic attendance, day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

5.7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- 5.7.1. If any director did not receive valid notice pursuant to Sections 5.5 and 5.6, the meeting held shall be void and any actions taken therein shall not be valid unless each director who did not receive valid notice either:

5.7.1.1. Attends the meeting and does not protest the lack of proper notice to them before the meeting begins; or

5.7.1.2. At any time before or after the meeting:

5.7.1.2.1. Signs a waiver of notice;

5.7.1.2.2. Signs a written consent to the holding of the meeting; or

5.7.1.2.3. Approves of the minutes of the meeting.

5.7.2. The waiver of notice or consent need not specify the purpose of the meeting.

5.7.3. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

5.8. QUORUM FOR MEETINGS

5.8.1. A majority of the directors then in office shall constitute a quorum.

5.8.2. Notwithstanding the foregoing, a quorum cannot be constituted with less than one-fifth of the authorized number of directors.

5.8.3. A meeting may not commence unless a quorum is present. The only motion that is permitted at a meeting at which a quorum is not initially present is a motion to adjourn.

5.8.4. If one or more directors leave during a meeting at which a quorum was initially present rendering the meeting without a quorum, the Board may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.

5.9. MAJORITY ACTION AS BOARD ACTION

5.9.1. The Board may act by approving a resolution properly set before the Board by the affirmative vote of a majority of the directors present at a duly held meeting at which a quorum is present.

- 5.9.2. Notwithstanding the foregoing, these bylaws or the Nonprofit Law may have more stringent requirements including, without limitation, provisions relating to:
- 5.9.2.1. Approval of contracts or transactions in which a director has a direct or indirect material financial interest,
 - 5.9.2.2. Approval of certain transactions between corporations having Common Directors,
 - 5.9.2.3. Creation of and appointment to committees of the Board, and
 - 5.9.2.4. Indemnification of directors.

5.10. CONDUCT OF MEETINGS

The President shall preside at meetings of the Board or, in their absence, the Vice President of the Corporation or, in the absence of each of these persons, a person chosen by a majority of the directors present at the meeting. The Recording Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

5.11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

- 5.11.1. Any action of the Board may be taken without a meeting if all directors individually or collectively (i.e., in one or more identically worded documents) consent in writing to such action. Consent in writing includes consent by electronic transmission to the Corporation if all of the requirements set forth in Section 10.1.2 are satisfied. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.
- 5.11.2. Notwithstanding, unanimous written consent of a transaction in which a director has a material financial interest does not require that director's approval so long as the following requirements are satisfied:
- 5.11.2.1. The facts described in Subsection 4.3.1, above, are established or the provisions of Subsections 4.4.1 and 4.4.2, above, are satisfied, as appropriate, at or prior to execution of the written consent or consents;
 - 5.11.2.2. The establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of the Corporation; and
 - 5.11.2.3. The noninterested or noncommon directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or Common Directors.

ARTICLE 6 – OFFICERS

6.1. NUMBER OF OFFICERS

The Corporation will have a President, a Secretary (referred to herein as the “Recording Secretary”), a Corresponding Secretary, and a Treasurer. The Corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers, as determined by the Board. The same person may not hold more than one office.

6.2. DUTIES OF THE PRESIDENT

The President is to:

- 6.2.1. Be the chief executive officer of the Corporation and, subject to the control of the Board, generally supervise, direct and control the Corporation’s activities, affairs, and offices, unless the Corporation has appointed a person to a position equivalent to that of Chief Executive Officer;
- 6.2.2. Preside at all meetings of the members and the Board;
- 6.2.3. Enforce the provisions of the Constitution and the bylaws; and
- 6.2.4. Perform all other duties incident to their office and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the Board.

6.3. DUTIES OF VICE PRESIDENT

In the absence of the President, the Vice President shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

6.4. DUTIES OF RECORDING SECRETARY

The Recording Secretary is to:

- 6.4.1. Keep, or cause to be kept, and certify as needed, the Corporate Records pursuant to section 9.1.9.1.1;
- 6.4.2. See that all notices of meetings are duly given in accordance with these bylaws or as required by law;
- 6.4.3. Exhibit or cause to be exhibited at all reasonable times to any director or member of the Corporation, or to his or her agent or attorney, on request therefor, these bylaws as amended to date, the Articles of Incorporation as amended to date, the minutes of the proceedings of the Board and committees of the Board, and the Corporation's applications for tax exemption;
- 6.4.4. In the absence of the Treasurer if such office is vacant, perform all duties of the Treasurer until such vacancy is filled; and
- 6.4.5. In general, perform all duties incident to the office of Recording Secretary and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board.

6.5. DUTIES OF CORRESPONDING SECRETARY

The Corresponding Secretary is to:

- 6.5.1. Be responsible for all correspondence to and from the general public;
- 6.5.2. Provide and forward to the Recording Secretary all matters that require addition to the permanent record;
- 6.5.3. Act in conjunction with any officially appointed communication or social media committee to schedule announcements from local clubs, individual members, or the Board to the membership;
- 6.5.4. In the absence of the Recording Secretary, perform all duties of the Recording Secretary;
- 6.5.5. In general, perform all duties that may be assigned to them from time to time by the Board; and
- 6.5.6. Provide a report to the Board and members of all activity undertaken in the completion of these duties.

6.6. DUTIES OF TREASURER

The Treasurer is to:

- 6.6.1. Keep and maintain, or cause to be kept and maintained, and certify as needed, adequate and correct Financial Records pursuant to Section 9.1.2;
- 6.6.2. Provide, or cause to be provided, to the President or the Board such financial statements and reports as requested or as required by law or by these bylaws;
- 6.6.3. Generally oversee all funds and other assets of the Corporation, and (i) deposit, or cause to be deposited, all funds and other assets in the name and to the credit of the Corporation with such depositories as the Board may designate, and (ii) disburse, or cause to be disbursed, the Corporation's funds as the Board may order;
- 6.6.4. Whenever requested, provide, or cause to be provided, to the President or the Board an account of any or all of their transactions as Treasurer, and of the financial condition of the Corporation;
- 6.6.5. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Nonprofit Law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to them from time to time by the Board; and
- 6.6.6. Provide, or cause to be provided, to the public upon request, all tax and charity regulator filings required to be disclosed and made generally available to the public.

6.7. COMPENSATION

Officers of the Corporation shall serve without compensation.

ARTICLE 7 – COMMITTEES

7.1. COMMITTEES, GENERALLY

- 7.1.1. A committee of the Board is a committee that may exercise some authority of the Board. Committees of the Board must consist of two or more directors. Persons who are not directors may not serve on committees of the Board. The Board may have standing committees of the Board as set forth below or as established by vote of a majority of directors then in office, provided a quorum is present.
- 7.1.2. By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease (but not fewer than two) the number of members of any committee of the Board, and fill vacancies in any committee of the Board from among the directors.
- 7.1.3. All committees of the Board shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- 7.1.4. The following powers are reserved for the Board of Directors as a whole and may not be delegated to any committees thereof:
 - 7.1.4.1. The filling of vacancies on the Board or on any committee that has the authority of the Board;
 - 7.1.4.2. The appointment of committees of the Board or the members thereof;
 - 7.1.4.3. The amendment or repeal of bylaws or Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;
 - 7.1.4.4. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
 - 7.1.4.5. Expending corporate funds to support a person nominated to be director;
 - 7.1.4.6. The approval of any action for which the law requires approval of members or approval of a majority of all members regardless whether the Corporation has members; and
 - 7.1.4.7. The approval of any transaction to which the Corporation is a party and in which one or more of the directors has a material financial interest, except where (i) it was not reasonably practical to obtain approval of the Board prior to entering into the transaction, (ii) a committee authorized by the Board approved the transaction in a manner consistent with the standards set forth in Section 4.3, and (iii) the Board, after determining in good faith that the preceding conditions were satisfied, ratified the transaction at its next meeting by a vote of the majority of directors then in office without counting the vote of any directors interested in the transaction.

7.2. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of all committees shall be governed by, noticed, held and taken in accordance with the provisions of Article 5, substituting the word “committee” for “Board” and “committee member” for

“director,” as context requires. Notwithstanding, the time for regular meetings and for special meetings of committees may be fixed by resolution of the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

7.3. OTHER COMMITTEES

The Corporation may have other committees that act in an advisory capacity only as may from time to time be designated by resolution of the Board. Such committees may consist of persons who are not also directors.

ARTICLE 8 – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.1. EXECUTION OF INSTRUMENTS

The Board may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or other instrument. If no other officer or agent has been so authorized, the President shall have the authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. For purposes of this Section, an “agent of the Corporation” is any entity or individual that is given legal authority to act on behalf of the Corporation, including directors, officers, employees, or any other person that is given such authority.

8.2. CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

8.3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board may select.

8.4. GIFTS

In its sole discretion, the Board may accept or refuse, in whole or in part, on behalf of the Corporation, any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 9 – RECORDS AND REPORTS

9.1. MAINTENANCE OF RECORDS

9.1.1. The Corporation shall maintain the following records of the Corporation (the “Corporate Records”):

9.1.1.1. Minutes of all meetings of members, directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

- 9.1.1.2. A record of members, including names, addresses, and class of membership held by each; and
 - 9.1.1.3. A copy of the Corporation's Articles of Incorporation and these bylaws with any amendments to date.
- 9.1.2. The Corporation shall maintain the following financial records (the "Financial Records"):
- 9.1.2.1. Adequate and correct books of account and all other financial records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses. Such records shall be maintained in accordance with Generally Accepted Accounting Principles; and
 - 9.1.2.2. Copies of all filings made to the Internal Revenue Service, the California Franchise Tax Board, California Secretary of State, California Attorney General, and local and state charity regulators that the Corporation is required by law to make available to the public.
- 9.1.3. Corporate Records and Financial Records may be maintained in electronic form provided that they can be printed at any time. If kept in hard copy, Corporate Records and Financial Records must be maintained at the Corporation's principal office. If the Corporation has no principal office, it shall, upon written request, furnish a copy of any Corporate Record or Financial Record it is required by law to make available to the public.
- 9.1.4. Corporate Records and Financial Records shall be maintained for a period no less than that required by law.

9.2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical property of the Corporation. Any inspection under this Article may be made in person or by an agent or attorney. The right to inspection includes the right to copy and make extracts. For documents that are under the custodianship of an officer, that officer shall make the requested documents available for inspection at any reasonable time.

9.3. MEMBERS' INSPECTION RIGHTS

- 9.3.1. Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
- 9.3.1.1. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; and
 - 9.3.1.2. Obtain from the Recording Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Recording Secretary shall make this list

available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

- 9.3.2. The Corporation may, within 10 business days after receiving a demand under this Section, make a written offer of an alternative method if reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
- 9.3.3. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.
- 9.3.4. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

9.4. ANNUAL REPORT

- 9.4.1. As required by the Nonprofit Law, an annual report shall be prepared not later than 120 days after the close of the Corporation's fiscal year and shall contain the following information in appropriate detail:
 - 9.4.1.1. A balance sheet as of the end of the fiscal year and an income statement and a statement of cashflows for that fiscal year;
 - 9.4.1.2. A statement of the place where the names and addresses of current members are located; and
 - 9.4.1.3. Any information required by Section 9.5.
- 9.4.2. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without an audit from the books and records of the Corporation.
- 9.4.3. This requirement of an annual report shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.
- 9.4.4. The Corporation shall annually notify each member of the member's right to receive a copy of the annual report under this Section. On written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

9.5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report, or as a separate document if no annual report is issued, the Corporation must furnish within 120 days of the close of the Corporation's fiscal year to all directors and members a statement of any transactions or indemnifications of the following kind:

- 9.5.1. Any transaction (i) to which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more

than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For the purposes of this Section, an “interested person” is either:

- 9.5.1.1. Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
- 9.5.1.2. Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiaries.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest; provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- 9.5.2. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Section 4.8.

ARTICLE 10 – MISCELLANEOUS PROVISIONS

10.1. ELECTRONIC COMMUNICATIONS

The California Corporations Code provides that only electronic communications, such as communications by email, between a director or a member and the Corporation that meet the requirements set forth in the following subsections are valid.

- 10.1.1. As used in these bylaws, the term “electronic transmission by the Corporation” means a communication:

- 10.1.1.1. Delivered by (a) email when directed to the email address for that recipient on record with the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the post or delivery of the separate notice thereof, or (c) other means of electronic communication;

- 10.1.1.2. To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

- 10.1.1.3. That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

- 10.1.2. As used in these bylaws, the term “electronic transmission to the Corporation” means a communication:

- 10.1.2.1. Delivered by (a) email when directed to the email address which the Corporation has provided from time to time to directors for sending communications to the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (c) other means of electronic communication;

- 10.1.2.2. As to which the Corporation has placed in effect reasonable measures to verify that the sender is the director purporting to send the transmission; and
- 10.1.2.3. That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

10.2. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of May in each calendar year and end on the last day of the succeeding April.

10.3. AMENDMENT OF BYLAWS

10.3.1. Subject to any provision of law applicable to the amendment of bylaws of a California Nonprofit Corporation, these bylaws, or any of them, may be altered, amended or repealed, and new bylaws adopted if approved by a secret vote of:

- 10.3.1.1. A majority of directors then currently in office; and
- 10.3.1.2. Two-thirds of the members represented and voting;

provided, however, that such amendments shall not become effective until they have been approved by the board of directors of the AKC.

10.3.2. New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members, provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

- 10.3.2.1. Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affecting another class;
- 10.3.2.2. Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- 10.3.2.3. Increase or decrease the number of memberships authorized for that class;
- 10.3.2.4. Increase the number of memberships authorized for another class;
- 10.3.2.5. Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- 10.3.2.6. Authorize a new class of memberships.

10.3.3. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

10.4. AMENDMENT OF ARTICLES OF INCORPORATION AND CONSTITUTION

Any amendment of the Articles of Incorporation and Constitution may be adopted if approved by a secret vote of two-thirds of the members represented and voting and approved by a majority of the directors then in office; provided, however, that such amendments shall not become effective until they have been approved by the board of directors of the AKC.

10.5. DISSOLUTION

The Corporation may be dissolved at any time by the written consent of not less than two-thirds of the members in good standing. In the event of the dissolution of the Corporation other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Corporation nor any proceeds thereof nor any assets of the Corporation shall be distributed to any members of the Corporation, but after payment of the debts of the Corporation, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board unless otherwise prohibited by the Nonprofit Law.

10.6. PARLIAMENTARY AUTHORITY

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

10.7. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, the term "person" includes both the Corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

10.8. CONFLICTS OF LAW

Whenever there is a conflict between these bylaws and the Articles of Incorporation the Articles of Incorporation shall control. Whenever there is a conflict between these bylaws or the Articles of Incorporation, on the one hand, and the Nonprofit Law, on the other hand, the Nonprofit Law shall control.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of Bichon Frise Club of America and that such Bylaws were duly adopted by the Board of said Corporation on the date set forth below.

Dated: 12/21/23

Signed: 

By: Roslyn Allen, Secretary