



DANISH/SWEDISH FARMDOG CLUB OF AMERICA, INC. (DSFCA)

BYLAWS

ARTICLE I – MEMBERSHIP

Section 1. Eligibility.

Any person applying for membership in the DSFCA must currently own, co-own or has previously owned at least one Danish/Swedish Farndog that holds or held a recognized registration. The applicant must be at least 18 years of age; subscribe to the purposes of the DSFCA; agree to abide by the DSFCA Code of Ethics, Constitution and Bylaws.

A Membership may be continued with all privileges of the Club including the right to vote, hold office, serve on committees and count in a quorum, by a member in good standing who moves from the United States and takes up residence in a foreign country.*

Section 2. Types of Membership.

Section 2.1. Single Memberships

Single Memberships are available to those that meet the eligibility requirements of the DSFCA and allow each member to enjoy all privileges of the Club including the right to vote, hold office, serve on committees and count in a quorum. A Single Membership carries one vote.*

Section 2.2. Household Memberships.

Two members of the same household, 18 years of age or older, may join with membership dues equivalent to one and one-half times the single membership rate per annum. Each of these members will have one vote. Only one member of a household membership, at any one time, may hold office in the Association, provided that they are residents of the United States.

Section 2.3. Honorary Membership.

The Board of Directors may elect to confer an Honorary Membership to any person or organization meeting the eligibility requirements of the DSFCA. A majority vote of the Directors shall be required to elect an honorary member. Honorary members shall be exempt from dues for a period of one year.

A candidate, who is a member in good standing of the DSFCA at the time he/she is elected to Honorary Membership, shall retain the right to vote, hold office, serve on committees and be counted in a quorum.

An Honorary Membership granted to a candidate who is a non-member of the DSFCA shall not be allowed to vote, hold office, serve on committees or be counted in a quorum.*

Section 2.4. Breeder Membership.

A Breeder Membership may be granted to those who apply for this category of membership to the Board of Directors. A breeder member must meet the eligibility requirements of the DSFCA and agrees to abide not only with the Code of Ethics, Constitution and Bylaws of the DSFCA, but also to the DSFCA Breeders Guidelines. The membership dues for this category will be twice the dues for a single membership. A breeder member may hold office in the Association, provided that they are residents of the United States. A breeder member will have one vote.

A breeder member will be able to purchase at half the single membership dues a single membership for one individual purchasing a Danish/Swedish Farmdog puppy issued from one of their breeding females once at the point of sale. If the sale of such a puppy occurs in the last four (4) months of the membership year (January through April) the membership will commence at the start of the next membership year. Memberships purchased for breeders' new puppy buyers will not carry the right to cast a vote in the Association meetings until such persons have been members of the Association for at least six months. This type of membership will not confer the ability to hold office in the Association during the term of this first breeder-sponsored membership cycle.*

Section 2.5. Charter Year Memberships.

During the charter membership year of the DSFCA, May 1, 2007 - April 31, 2008, special Charter Memberships may be purchased for Single, Household and Breeder Memberships. This special category of membership entails an increased membership rate for one year only in order to provide initial financial support for the new Association. These memberships will be documented in perpetuity on the DSFCA website, and these members will receive a Charter Membership card. They are available for purchase until December 31, 2007.

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|------------------------------|----------|
| Single Charter Membership | \$100.00 |
| Household Charter Membership | \$150.00 |
| Breeder Charter Memberships | \$150.00 |

Charter Memberships will be subject to the same qualifications and privileges as listed for Single, Household and Breeder categories in Section 2.1 - 2.4.

Section 3.5. New Memberships Following Start of Membership Year.

New membership sought between March to May will require full dues for the annual membership category.

New membership may be applied for and granted with the dues charged in a prorated manner:

New membership sought between June through August requires dues of 80% of the annual membership category.

New membership sought between September to November will require dues of 60% of the annual membership category.

New membership sought between December to February will require dues of 40% of the annual membership category.*

Section 4. Application for Membership.

Each applicant for membership in the DSFCA shall apply on a Board-approved Application for Membership, which shall provide that the applicant agrees to abide by the Constitution, Bylaws and Code of Ethics of the Association. The prospective member shall submit the completed application and dues payment for the current year to the Secretary.

Section 5. Termination of Membership.

Memberships may be terminated for any of the following reasons:

Section 5.1. Resignation.

Any member in good standing may resign from the Association upon written notice to the Secretary. Resignation shall not discharge or eliminate any debt owed to the Association. Dues are considered an obligation to the Association and are incurred the first day of each membership year.

Section 5.2. Lapsing.

A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after June 15th. The Board of Directors may grant a grace period of an additional 30 days for payment to any member who applies in writing for an extension. In no case may a person be entitled to vote in any Association meeting whose due are unpaid as of the date of the meeting.

Section 5.3. Expulsion.

A membership may be terminated by expulsion as provided in Article VIII of these bylaws.

Section 6. Member Liability.

No member of the Association shall be personally or otherwise liable for any of the debts or obligations of the Association as specified in the State of Delaware Nonprofit Corporation Law .

ARTICLE II – ASSOCIATION YEAR

Section 1.1. Fiscal Year.

The Association year shall begin on January 1st of each year and end December 31st.

Section 1.2. Association Membership Year.

The Association year shall begin on May 1st of each year and end April 30th.

ARTICLE III – MEETINGS

Section 1. Membership Meetings.

Regular, periodic membership meetings may be held regionally for the purpose of discussing issues related to the breed, the Association and for the purpose of fellowship at the discretion of members in good standing. No issues affecting the Association as an entity, its Constitution, Code of Ethics or Bylaws will be voted on at these meetings. A member in good standing at each meeting will electronically transmit minutes to the Secretary of the Board of Directors following a meeting.

Section 2. Annual Membership Meeting.

An annual membership meeting shall be held in the last four months of each calendar year (September – December). If possible the meeting will be held in conjunction with a DSFCA Specialty Show. The annual membership meeting may be arranged by a physical or virtual conferencing means. The Board of Directors will designate the place, date and hour of the annual meeting. Written notice of the annual membership meeting time, place and location will be published on the Club website by the Secretary sixty (60) days prior to the meeting. Notification with this information will be mailed individually to active members in good standing thirty (30) day prior to the meeting. A quorum for the annual membership meeting shall be ten (10) percent for the membership in good standing.

Section 3. Special Association Meetings.

Special Association Meetings may be called by the President of the Board of Directors or by a majority vote of the members of the Board of Directors either present at a meeting or through a vote by mail. Special Association Meetings shall be called by the Secretary upon receipt of a petition signed by ten (10) percent of the members of the DSFCA who are in good standing. Such special meetings shall be held at a place, date and hour as shall be designated by the Board of Directors.

Special Association Meetings may be arranged by virtual conferencing technology, if necessary. The Secretary shall mail written notice of such meetings at least fourteen (14) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Association business may be transacted. The quorum for such a meeting shall be ten (10) percent of the members in good standing.

Section 4. Board Meetings.

The Board of Directors shall gather in person at the Annual Membership Meeting. Additional meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Additional meetings may be conducted in person or by virtual conferencing technology. The Secretary shall mail written notice of the all meetings to each member of the Board at least thirty (30) days prior to the date of the meeting. With regards to additional meetings of the Board of Directors, the Secretary shall also state the purpose of the meeting and no other business shall be transacted thereat. The quorum for a Board meeting shall be a majority of the Board.

Section 5. Conducting Association Business via Electronic Communication.

Association and Board members may use e-mail and virtual conferencing technology to facilitate Association business. Due to rapid changes in virtual conferencing technology, Association and Board discussions shall be conducted via technology that is held at that time to be accessible and understood by the majority of general members and the Board.

Section 5.1 Association Discussions.

- a. Notice.** Written notice of Association on-line discussions shall be e-mailed to all Association members in good standing by the Secretary at least fourteen (14) days prior and not more than thirty (30) days prior to the scheduled discussion. Notice shall include:
 - 1.** A designated e-mail list, electronic format to be used with instructions as how to access the format.
 - 2.** The purpose(s) of the meeting and the starting and ending dates and times during which the discussion shall take place. No other Association business shall be discussed.
- b. Quorum.** No quorum shall be required for Association discussions.
- c. Voting.** No vote may be taken on any motion.

- d. Minutes.** Secretary may appoint an Association member to take notes of the discussion and electronically transmit these notes to the Secretary after the discussion.

Section 5.2 Regular Board Discussions.

A majority of the Board may designate a regular date, time and email forum or other virtual conferencing technology by which to have Board discussions.

- a. Notice.** The President of the Board of Directors shall email an agenda of the dates, times and purpose of scheduled discussions to the members of the Board of Directors fourteen (14) days prior to each scheduled discussion.
- b. Roll Call.** The Secretary will take a roll call at the beginning of each designated meeting period.
- c. Quorum.** A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour or within 24 hours on an email list or message board.
- d. Voting.** Board members may vote on any properly-made motions during these discussions, but no such vote shall be valid unless the Board member clearly indicates approval or disapproval of the motion by electronic vote, mail, email or fax to the Secretary within 10 days of the discussion. Board members shall be notified by mail or email regarding the results of all balloting.
- e. Minutes.** The Secretary shall be responsible for retaining a record of these discussions and voting from these electronic discussions.

Section 5.3. Special Board Discussions.

Special Board discussion may be called by the President, Vice President, or by the Secretary upon receipt of a written request signed by at least three of the members of the Board. Such special discussions shall be held at such date and time and in such electronic format as may be designated by the person authorized to call for such a discussion.

Notice. The President, Vice-President or Secretary shall email written notice of such a meeting at least fourteen (14) days prior to the date of the discussion. Any such notice shall state the purpose of the discussion and no other business shall be transacted thereat.

Quorum. A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within one-half hour in a chat-room or within 24 hours on an email list or message board.

Voting. Board members may vote on any properly-made motion during these discussions, but no such vote shall be valid unless the Board member clearly indicates his/her approval or disapproval of the motion via electronic vote, mail, email or fax to the Secretary within 10 days of the discussion. Board members shall be notified by email of the results of all balloting.

Minutes. The Secretary shall be responsible for retaining a record of these electronic discussions and voting.

Section 6. Voting.

Each Association member in good standing and whose dues are paid for the current year shall be entitled to vote at any membership meeting at which the member is present or by ballot. Proxy voting shall not be permitted.

Section 7. Quorum.

Section 7.1. Membership Meetings.

The quorum for all Association meetings shall be ten (10) percent of the members in good standing.

Section 7.2. Board Meetings.

The quorum for all Board of Directors meetings shall be a majority of the Board.

ARTICLE IV - DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The Board of Directors shall be composed so the total number of Directors is 5 members, all of whom shall be members in good standing and all of whom shall be elected as provided in Article V and shall serve until their successors are elected. In addition, the immediate past President shall serve as a Non-voting member of the board for a period of one year. Only general management of the Association's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office.

The Officers of the Association shall serve for two years or until their successors are elected. All Officers shall be limited to two consecutive terms of office and no person may hold more than one office per term. The members of the Board of Directors shall be elected for two year terms so staggered that 2/3 (see section 2.1 Election Staggering) are elected at each annual meeting

Section 2.1. Election Staggering.

If Secretary/Treasurer is one person, Secretary/Treasurer, Vice President and one non-officer director are elected one year, and President and one non-officer director

are elected the next year. If Secretary/Treasurer are two persons, Secretary, Vice President and one non-officer director are elected one year, and President and Treasurer are elected the next year.

Section 2.2. Absence.

Any director who misses two board meetings within an Association year shall be removed from the Board of Directors, unless a majority of the board members present and voting at the meeting from which the director is absent for the second time votes to excuse one or both of the absences.

Section 3. Officers.

The Association's Officers shall be members of the board of directors. The officers consisting of the President, Vice President, Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the board and its meetings. Secretary and Treasurer can be one person or two persons.

Section 3.1. President.

The President shall see that the duties of the Board Officers, as specified in this article, are carried out. The President shall arrange an agenda and preside at all Board and Association meetings; propose goals and the path for the Association for the upcoming year; serve as a positive public spokesperson for the Association; and facilitate communication between Board members - including arranging for needed Board meetings. The President shall collect information, investigate and advise regarding reports of Association members who do not adhere to the Code of Ethics, Constitution and Bylaws. If the President is unable to personally perform these duties, the President shall clearly designate another Board member to conduct these tasks in the President's place. The President shall have the duties and powers normally pertinent to the office of the President in addition to those particularly specified in these Bylaws.

Section 3.2. Vice President.

The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.

Section 3.3. Secretary.

The Secretary shall keep a written record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, including but not limited to:

- a. Notifying members of meetings and events;

- b.** Notifying new members of their election to membership;
- c.** Keeping a roll of the members of the Association with their addresses, phone numbers, and e-mail;
- d.** Accept membership applications and issue membership cards;
- e.** Preparing, printing, and mailing official Association ballots;
- f.** Notifying Officers and Directors of their election to office;
- g.** In the death, absence or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President; carrying out other such duties as prescribed in these Bylaws.

Section 3.4. Treasurer.

The Treasurer shall collect and receive all monies due or belonging to the Association. Monies shall be deposited in a bank designated by the Board, in the name of the Association. The books shall at all times be accurate, up to date, and open to inspection by the Board. A report shall be given at every meeting of the condition of the Association's finances and every item of receipt or payment not before reported. At the annual meeting, an accounting shall be rendered of all monies received and expended during the previous fiscal year. In the event of the resignation, death or expulsion of the Treasurer, all monies and account books of the Association shall be handed over to the Board of Directors until the office of Treasurer is filled. The President shall sign all checks during this interim period.

Section 4. Vacancies.

Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose, except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

Section 5. Compensation.

The members of the board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses, after request is approved by the Board.

ARTICLE V - ELECTIONS

Section 2. Nominations

Section 2.1 Nominating Committee

Before March 15th, the Board shall select a Nominating Committee, consisting of three members and one alternate, all members in good standing, none of which shall be a member of the current Board of Directors. The Board shall name one member of the committee to serve as Chairperson, who shall be responsible for setting times and dates for Committee meetings and for reporting results to the Association Secretary. The Nominating Committee may conduct its business in person or by use of mail, fax, telephone or other electronic communication, provided that all decisions must be confirmed in writing to all members of the Committee within 10 days.

Section 2.1 Nominating Committee (Revised 2011)

~~Before August 15th, the Board shall select a Nominating Committee, consisting of three members and one alternate, all members in good standing, none of which shall be a member of the current Board of Directors. The Board shall name one member of the committee to serve as Chairperson, who shall be responsible for setting times and dates for Committee meetings and for reporting results to the Association Secretary. The Nominating Committee may conduct its business in person or by use of mail, fax, telephone or other electronic communication, provided that all decisions must be confirmed in writing to all members of the Committee within 10 days.~~

Section 2.3 Candidates

The Nominating Committee shall nominate from among the eligible members of the Association, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The Committee should consider geographical representation of the membership when selecting nominees to the extent that it is practicable to do so. No person shall be nominated for more than one position, with the exception of, if a nominee agrees, when the nominating committee procures acceptance of the nomination, he/she can be nominated as both secretary and treasurer. The Committee shall submit its slate of candidates to the Secretary not later than April 1st. The Secretary shall mail the list, including the full name of each candidate and the state in which the candidate resides, before April 15th, so that members may make additional nominations, if they so desire.

Section 2.3 Candidates (Revised 2011)

~~The Nominating Committee shall nominate from among the eligible members of the Association, one candidate for each office and for each other position on the Board of Directors and shall procure acceptance of each nominee. The Committee should consider geographical representation of the membership when selecting nominees~~

~~to the extent that it is practicable to do so. No person shall be nominated for more than one position, with the exception of, if a nominee agrees, when the nominating committee procures acceptance of the nomination, he/she can be nominated as both secretary and treasurer. The Committee shall submit its slate of candidates to the Secretary not later than September 1st. The Secretary shall mail the list, including the full name of each candidate and the state in which the candidate resides, before September 15th, so that members may make additional nominations, if they so desire.~~

Section 2.4. Additional Nominations

Additional nominations of eligible members may be made by written petition signed by ten percent of the Association members in good standing, addressed to the Secretary and received at the Secretary's regular address on or before May 15th, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position, except from the secretary/treasurer position (see section 2.3. Candidates).

- a. If no valid additional nominations are received by the Secretary on or before May 25th, the Nominating Committee's slate of candidates shall be declared elected at the time of the annual meeting and no balloting will be required.
- b. If one or more valid nominations are received by the Secretary on or before May 25th, the Secretary shall mail to each member in good standing on or before June 15th a ballot, listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with other Club materials.

Section 2.4. Additional Nominations (Revised 2011)

~~Additional nominations of eligible members may be made by written petition signed by ten percent of the Association members in good standing, addressed to the Secretary and received at the Secretary's regular address on or before September 30th, accompanied by a written acceptance of the nomination from each additional nominee. No person shall be nominated for more than one position, except from the secretary/treasurer position (see section 2.3. Candidates).~~

- ~~a. If no valid additional nominations are received by the Secretary on or before October 15, the Nominating Committee's slate of candidates shall be declared elected at the time of the annual meeting and no balloting will be required.~~
- ~~b. If one or more valid nominations are received by the Secretary on or before October 15th, the Secretary shall mail to each member in good standing a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with the March/April newsletter.~~

Section 2.5. Counting The Ballots

Ballots must be returned by U.S. mail to the Chairperson of the Tally Committee not later than July 1st. Ballots postmarked after that date shall be invalid. The Chairperson shall set a meeting time for the Tally Committee as soon as practicable after July 1st and a place convenient to all committee members, at which meeting the committee shall count the ballots. The Chairperson shall report the election results to the Association Secretary not later than July 20th. All ballots and the envelopes in which they were received shall be given to the Secretary who shall keep them for two years as part of the Association's official records. The ballots should be kept until the next election.

Section 2.5. Counting The Ballots (Revised 2011)

~~Ballots must be returned by U.S. mail to the Chairperson of the Tally Committee not later than May 1st. Ballots postmarked after that date shall be invalid. The Chairperson shall set a meeting time for the Tally Committee as soon as practicable after May 1st and a place convenient to all committee members, at which meeting the committee shall count the ballots. The Chairperson shall report the election results to the Association Secretary not later than June 1st. All ballots and the envelopes in which they were received shall be given to the Secretary who shall keep them for two years as part of the Association's official records. The ballots should be kept until the next election.~~

Section 2.6. Election Results

Election results will be reported to the membership by July 31st.

Section 2.6. Election Results (Revised 2011)

~~Election results will be announced by the Secretary at the annual meeting of the Association.~~

Section 2.7. Change of Officers and Board Members.

The newly-elected Officers and Board members shall take office at the conclusion of the annual meeting at which they were elected. Each retiring Officer and Board member shall turn over to his/her successor in office all properties and records relating to that office within 30 days after the election.

ARTICLE VI – CONTRACTS, LOANS, CHECKS

Section 1. Contracts.

The Board may authorize any Officer, agent or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Section 2. Loans.

No loan shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Association Treasurer, or such agent or employee of the Association and in such a manner as shall from time to time be determined by the Board.

ARTICLE VII - COMMITTEES

Section 1. Appointing Committees.

The Board shall each year appoint such standing Committees as needed to advance the operation of the Association or to aid the board on particular projects. Such Committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments.

Any Committee appointment may be terminated by majority vote of the full membership of the board upon full written notice to the appointee, and the board may appoint successors to those persons whose service has been terminated.

ARTICLE VIII - DISCIPLINE

Section 1. Charges.

Any member may proffer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25.00, which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by 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 registered mail together with a notice of the hearing and an assurance that the respondent may personally appear in his/her own defense and bring witnesses if he/she wishes. 'Appear' can also mean inclusion in a Board conference call.

Section 2. Board Hearing.

The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Association for not more than six months from the date of the hearing. If the Board 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 respondent's right to appear before his fellow members at the ensuing Association meeting which considers the board's recommendation. Immediately after the board has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 3. Expulsion.

Any member who shall disregard the Code of Ethics will be subject to suspension or expulsion from the Danish Swedish Farmdog Club of America in accordance with the Constitution and By-Laws of the Club. Expulsion or suspension of a member from the Association may be accomplished only at the annual meeting of the Association following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting. The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE IX - AMENDMENTS

Section 1. Proposing Amendments.

Amendments to the constitution and bylaws may be proposed by the Board of Directors.

Section 2. Publishing Proposed Amendments.

Proposed amendments must be mailed and include the recommendations of the board. The Secretary shall mail to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots may be mailed with a club newsletter. The same ballot form may be used for proposed amendments as for the annual election of Officers and Board members.

Section 3. Voting Procedures.

Proposed amendments to the Constitution and Bylaws may be included on the same ballot used for the annual election of Board members. Ballots shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 2.5 and 2.6. The favorable vote of 2/3 of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment.

ARTICLE X - DISSOLUTION

The Association 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 Association, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, none of the property of the Association nor any proceeds thereof nor any assets of the Association shall be distributed to any members of the Association, but after payment of the debts of the Association, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board.

ARTICLE XI – ORDER OF BUSINESS

Section 1. Association Meetings.

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at annual meeting in odd-numbered years)
- Unfinished business
- New business
- Adjournment

Section 2. Board Meetings.

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

- Roll Call
- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees

Unfinished business
Election of new members
New business
Adjournment

ARTICLE XII – PARLIMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the Association 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 Association may adopt.

ARTICLE XIII – CERTIFICATION

We hereby certify that the foregoing Constitution and Bylaws, consisting of 17 pages, including this page, constitute the Bylaws of the Association, duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present on September 1, 2011

Brita Lemmon, President
John Schraven, Vice President
Marganna King, Secretary
Linda Avsharian, Treasurer
Janell Stringer, Member at Large