

# **BORDER TERRIER CLUB OF THE REDWOODS, INC.**

## **BYLAWS**

### **ARTICLE I. MEMBERSHIP**

**SECTION 1.** Eligibility. Membership shall be open to all persons 18 years of age and over who are in good standing with the American Kennel Club and who subscribe to the objects and purposes of the Corporation. While membership is to be unrestricted as to residence, the club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

There shall be four types of membership as follows:

- a) Regular membership: Regular members will enjoy all club privileges including the right to vote and hold office.
- b) Household membership: Open to two adults living at the same address, both of whom will enjoy all club privileges and each will be entitled to one vote on any matter placed before the membership. Each person is eligible to vote and hold office.
- c) Honorary membership: Open to individuals not otherwise eligible to be members of the club but who, in the opinion of the Board of Directors, have performed services for the club and/or have demonstrated significant interest and support of the club and its objectives thereby warranting their appointment as Honorary Members. Honorary membership shall carry the same privileges as regular membership, except that Honorary members shall not be permitted to vote. Honorary members are exempted from application fees, annual dues, and are not figured in counting the total membership towards a quorum.
- d) New Members: Open to individuals and households that are new to the breed or area, but are not well known to the existing membership. New membership shall carry the same privileges as regular or household membership, except that New members shall not be permitted to vote or hold office and are not figured in counting the total membership towards a quorum. After holding new membership status for one year, new members may not renew at that level, but must apply for regular or household membership. A prospective member may apply in either the New Member, Regular, or Household membership categories.

**SECTION 2.** Dues. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$50.00 per year. Honorary members shall not be assessed dues. Dues shall be payable for the first year on admission to membership and annually thereafter on the first day of January of each year. A member, on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise liable for the dues. No member may vote whose dues are not paid for the current year. During the month of November, the Treasurer shall send to each member a statement for his or her dues for the ensuing year.

**SECTION 3.** Attendance at Events Requirement. Prior to applying for membership, each applicant shall attend at least one regularly scheduled event of the Corporation.

**SECTION 4.** Election to Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by the Club Constitution and Bylaws, the Code of Ethics of the Club, and the rules of the American Kennel Club.

- a) Regular Membership application: The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two members in good standing not of the same household who have known the Applicant for at least one year.

- b) New Membership application; Applications for New Membership shall state the name, address, and occupation of the applicant and it shall carry the endorsement of a member in good standing not of the same household.
- c) A member who is sponsoring a potential new member should know the person well enough to be able to tell the club membership something about the person, his/her background, and be able to instruct the new member regarding club policies and practices, if necessary.
- d) The application shall be submitted to the Club Treasurer. Accompanying the application, the prospective member shall submit dues payment for the current year, along with the application fee the prospective member shall submit dues payment for the current year, along with the application fees as detailed on the Application. Each application is to be read by a member of the Board of Directors and voted upon by the membership at the first meeting of the Club following its receipt. Affirmative votes of at least 75% of the members present and voting at that meeting shall be required to elect the applicant to membership. Applicants for membership who have been rejected by the Club may not reapply within six months after such rejection. Memberships shall be non-assessable and there shall be no limit on the number of members the Corporation may admit.

SECTION 5. Application Fee. There shall be a fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Such application fee shall be nonrefundable.

SECTION 6. Membership List. The Corporation shall keep in written form a membership list containing the name, address, and type of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 7 through 9.

SECTION 7. Inspection Rights of Members. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 9, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

- a) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
- b) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

SECTION 8. Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 7 may be exercised by the following:

- a) Any member, for a purpose reasonably related to such person's interest as a member;
- b) The authorized number of members for a purpose reasonably related to the members' interest as members.

SECTION 9. Alternative Method of Achieving Purpose. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 7, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative

method, which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 7 shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 7.

SECTION 10. Certificates of Membership. The Corporation shall not issue membership certificates; however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members.

SECTION 11. SECTION 11. Non liability of Members. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

SECTION 12. SECTION 12. Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

SECTION 13. SECTION 13. Termination of Membership. Membership may be terminated:

- a) by resignation. Any member in good standing may resign from the corporation upon written notice to either the President or Secretary, but no member may resign when in debt to the corporation. Dues are considered debts to the Corporation when they become incurred on the first day of each fiscal year and must be paid in full prior to resignation.
- b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after thirty (30) days after the first day of the fiscal year. The Board, however, may grant an additional thirty (30) days of grace to such delinquent members in meritorious cases. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at a site to be determined by the Board of Directors within 100 miles of the city of San Francisco by a committee composed of the Board of Directors. In no case may a person be entitled to vote at any Corporation meeting whose dues are unpaid as of the date of that meeting.
- c) By expulsion. A membership may be terminated by expulsion as provided in Article VII of these bylaws.
- d) Where a membership is issued for a period of time. A membership will be terminated upon expiration of such period of time. By death of the member.
- e) By dissolution of the Corporation.

All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

## **ARTICLE II. MEETINGS**

**SECTION 1.** Meetings of members shall be held in the greater San Francisco Bay Area at such location as may be designated from time to time by resolution of the Board of Directors, or at the time and location of a BTCR Club Sponsored event.

**SECTION 2.** Regular Club Meetings. The members shall meet at least twice per year for the purpose of transacting such proper business as may come before the meeting, including the election of Directors at the meeting in July. If the election of Directors shall not occur at any such meeting of the members, or without a meeting by written ballot pursuant to Section 7, the Board shall, or five percent of the members may, cause the election of Directors to be held at a special Club meeting called and held as soon as it is reasonably possible after the adjournment of the regular club meeting.

**SECTION 3.** Special Club Meetings. Special meetings of members shall be called by the President of the Corporation or by: a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board; or, the Secretary upon receipt of a petition signed by five (5) members of the Club who are in good standing; and shall be held in the greater San Francisco Bay Area at such times and places as may be ordered by resolution of the Board of Directors or by five per cent (5%) of the members of the Corporation.

**SECTION 4.** Notice of Club Meetings. Written notice of each Club meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. Notification may be either through US Mail or through electronic mail in accordance with the American Kennel Club policy "Email Notification for Board Meetings and General Club Meetings and other Club Notices" provided the member has provided authorization agreeing to electronic notification. The notice shall state the place, date, and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

No club meeting may be adjourned more than forty-five days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

**SECTION 5.** Conduct of Meetings. The President of the Corporation or, in his or her absence, the Vice President, or any other person chosen by the majority of the voting members present shall be Chairman and preside at meetings of the Membership. The Secretary of the Corporation shall act as the secretary of all meetings of members provided that in his or her absence, the Chairman of the meeting shall appoint another person to act as Secretary of the meeting.

**SECTION 6.** Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person and if either before or after the meeting, each of the persons entitled to vote but 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. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**SECTION 7.** Quorum. A quorum at any meeting of members shall consist of ten members in good standing at the time of the meeting.

**SECTION 8.** Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken other than adjournment, is approved by at least a majority of members required to constitute a quorum.

**SECTION 9.** Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided in Section 7.

**SECTION 10.** Regular Board Meetings. Meetings of the Board may be called by the President, Vice President, or Secretary, or any two (2) Directors. Meetings of the Board of Directors shall be held at least quarterly within the greater San Francisco Bay Area at such hour and place as may be

designated by the board. Board meetings may also be held via teleconferencing and/or videoconferencing in accordance with The American Kennel Club Policy "Approval of Teleconferencing & Videoconferencing for Local Clubs Boards of Directors". Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. Notification may be either through US Mail or through electronic mail in accordance with the American

Kennel Club policy "Email Notification for Board Meetings and General Club Meetings and other Club Notices" provided the Board member has provided authorization agreeing to electronic notification. The quorum for such a meeting shall be the majority of the board.

- a) Transaction of the Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.
- b) Conduct of Board Meetings. The President or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors, the Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.
- c) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- d) Action Without Meeting. Any action required or permitted to be taken by the Board, may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

SECTION 11. Special Board Meetings. Special meetings of the Board may be called by the President or any Vice-President or the Secretary or any two (2) Directors. Such special meetings shall be held in the greater San Francisco Bay Area at such place, date and hour as may be designated by the person authorized herein to call such meeting. Special board meetings may also be held via teleconferencing and/or videoconferencing in accordance with The American Kennel Club Policy "Approval of Teleconferencing & Videoconferencing for Local Clubs Boards of Directors". Written notice of such meetings shall be mailed by the Secretary at least five days and not more than ten days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. Notification may be either through US Mail or through electronic mail in accordance with the American Kennel Club policy "Email Notification for Board Meetings and General Club Meetings and other Club Notices" provided the Board member has provided authorization agreeing to electronic notification. The quorum for such a meeting shall be a majority of the board.

### **ARTICLE III. DIRECTORS AND OFFICERS**

SECTION 1. Board of Directors. The Corporation shall have five (5) Directors, comprised of the four officers and one director-at-large, all of whom shall be Club members in good standing and residents of the State of California. Collectively, the Directors shall be known as the Board of Directors. General management of the Corporation's affairs shall be entrusted to the Board of Directors.

- a) Terms of Office. Each Director shall hold office for a term of two (2) years from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 1. In the event a Director is removed at a special meeting of the members called and held as prescribed by Article II, Section 11, the Director shall hold office until his or her removal and his or her successor is elected and takes office.
- b) Nomination. Any person qualified to be a Director under Section 6.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.
- c) Election. The Directors shall be elected by written ballot as authorized by Section 5.11 of these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 6.02 of these Bylaws.
- d) Compensation. The Directors shall serve without compensation

**SECTION 2.** Officers . The Club's officers shall consist of a President, a Vice-President, a Secretary, and a Treasurer with each serving in their respective capacities both with regard to the Club and its meetings and the board and its meetings.

- a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.
- b) The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c) The Secretary shall keep a record of all meetings of the club and of the board and of all matters of which a record shall be ordered by the club; have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws.
- d) The Treasurer shall collect and receive all moneys due or belonging to the club. Moneys shall be deposited in a bank designated by the board, in the name of the club. The books shall at all times be open to inspection by the board and a report shall be given at every meeting on the condition of the club's finances and every item of receipt or payment not before reported; and at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year.
- e) The offices of Secretary and Treasurer may be held by the same person, in which case the board shall be comprised of four (4) persons.
- f) The Board of Directors shall act as an executive committee and conduct the business of the Club between regular meetings, study such problems as may confront the Club and present any action they may deem necessary for concurring vote by the members present at a regular or specially-called meeting.

**SECTION 3.** Appointment and Resignation. The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Club without prejudice to the rights, if any, of the Club under any contract to which the officer is a party.

**SECTION 4.** Removal of Directors. In the event a Director is removed at a special meeting of the members called and held as prescribed by Article II, Section 3, the Director shall hold office until his or her successor is elected. Directors may be removed under the following conditions:

- a) Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:
  - i) The Director has been declared of unsound mind by a final order of court;

- ii) The Director has been convicted of a felony; or
  - iii) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust; or
  - iv) The Director has failed to attend two (2) regular meetings of the Board during a single calendar year,
- b) **Removal Without Cause.** Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

**SECTION 5.** Resignation of Director. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**SECTION 6.** Vacancies in the Board. 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 the 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.

- a) Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.
- b) **Filling Vacancies by Directors.** Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Article II, Section 10; or (3) a sole remaining Director.
- c) **Filling Vacancies by Members.** Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

#### **ARTICLE IV – THE CLUB YEAR, MEETING TO VOTE IN NEW DIRECTORS, ELECTIONS**

**SECTION 1.** Club Year. The Club's fiscal year shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December. The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.

**SECTION 2.** Meeting to Vote In New Directors. The annual meeting shall be held in the month of July, at which Directors for the ensuing year shall be elected by ballot from a slate of officers nominated in accordance with Section 3 of this Article. Each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

**SECTION 3.** Nominating Committee: During the month of April, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the Board. The Secretary shall immediately notify the members and alternates of their selection, either through US Mail or electronic mail, where permission has been granted by

the member to allow such electronic notification. The Board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting, which shall be held on or before June 1<sup>st</sup>.

- a) The committee shall create a slate of candidates, with a nominee designated for each office and position on the board. After securing the consent of each person so nominated, the committee shall immediately report their nominations to the Secretary in writing.
- b) Nominations may also be made by any Club member in good standing by submitting the name of the nominated candidate and the office to which they are being nominated to the Secretary, along with a written statement from the proposed candidate signifying their willingness to be a candidate by June 1<sup>st</sup>.
- c) Upon receipt of the Nominating Committee's report and any nominations put forth by the Club membership, the Secretary shall notify each member of the Club in writing of the candidates so nominated, at least two weeks before the July meeting. Notification may be either through US Mail or electronic mail, where permission has been granted by the member to allow such electronic notification.
- d) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section. No person may be a candidate who has not been nominated as per paragraph a) or b) above.

#### SECTION 2. Elections.

- a) At the July meeting, the chair of the nominating committee or his / her designee shall preside over the elections of the Board of Directors and Officers.
- b) If there are nominees from the membership as per SECTION 3 paragraph b) of this Article, a ballot shall be held for each of the contested positions. The winner of each of those individual elections shall be added to the final slate to be presented to the Club Membership.
- c) If there are no nominees from the membership, the slate of officers as developed by the Nominating Committee shall be considered the final slate.
- d) The membership then votes to accept or reject the final slate of candidates.
- e) If the slate is accepted, the newly elected president presides over the remainder of the meeting.
- f) Directors shall be eligible for re-election without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Article I of these Bylaws.

### **ARTICLE V. VOTING OF MEMBERSHIP**

SECTION 1. Entitlement. Except as provided in Section 5, authorizing cumulative voting at the election of Directors, each member in good standing whose dues are paid for the current year is entitled to one vote on each matter submitted to a vote of the members. Honorary members shall not be entitled to vote on any matter submitted to a vote of the members.

SECTION 2. Indivisible Interest in Single Memberships. Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3 relating to the voting of memberships in two or more names.

SECTION 3. Memberships in Two or More Names. Where a membership stands on record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise,



or if two or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: if only one member votes, such act shall bind all members; and if more than one member votes, the act of the majority so voting shall bind all members.

**SECTION 4.** Record Date of Membership The Board of Directors shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the meeting. The Board shall also fix in advance a date as the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than sixty (60) days prior to such other action.

**SECTION 5.** Cumulative Voting. Cumulative voting shall not be authorized for the election of directors or for any other purpose.

**SECTION 6.** Proxy Voting. Proxy voting shall not be permitted at any Club meeting or election or at any Board meeting.

Action Without Meeting by Written Ballot

**SECTION 7.** Ballot Requirements. Subject to the limitations below and contained in the Articles of the Corporation, any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirement

- a) The Corporation distributes a written ballot to every member entitled to vote on the matter;
- b) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation;
- c) The number of votes cast by ballot with the time period specified equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**SECTION 8.** Limitations Pertaining to Election of Directors. Directors shall be elected by written ballots authorized in the Articles of the Corporation.

**SECTION 9.** Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 5.04 of these Bylaws and of voting by written ballot set forth in Section 10. All such solicitation shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

**SECTION 10.** Voting by Written Ballot. The form of written ballot distributed to 10 or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

**SECTION 11.** Revocation of Ballot. A written ballot may not be revoked.

**SECTION 12.** Inspection of Election. In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member or member's proxy must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more member or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed.

- a) Duties. The inspectors of election shall perform the following duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical:
  - i) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies;
  - ii) Receive votes, ballots, or consents;
  - iii) Hear and determine all challenges and questions in any way arising in connection with the right to vote;
  - iv) Count and tabulate all votes and consents;
  - v) Determine when the polls shall close;
  - vi) Determine the result, and
  - vii) Do such acts as may be proper to conduct the election or vote with fairness to all members.
- b) Votes of Inspectors. If there are three (3) inspectors of election, the decision, act, or certificate of majority is effective in all respects as the decision, act, or certificate of all.
- c) Report and Certificate. On request of the Chairman or any member or member's proxy, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any act found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

## **ARTICLE VI – COMMITTEES**

**SECTION 1.** The board may each year appoint standing committees to advance the work of the club in such matters as dog shows, trophies, membership, judges selection, and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects.

**SECTION 2.** Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VII. DISCIPLINE**

**SECTION 1.** American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club shall automatically be suspended from the privileges of this Corporation for a like period.

**SECTION 2.** Charges. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the Corporation or in violation of the Code of Ethics. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00, which shall be forfeited if such charges are not sustained by the Board 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.

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 the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Corporation, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than 3 weeks nor more than 6 weeks thereafter. The Secretary shall promptly send out one copy of the charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his or her own defense and bring witnesses if he or she wishes.

**SECTION 3.** Board Hearings. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Corporation for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right to appear before his or her fellow members at the ensuing Corporation meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn shall notify each of the parties of the Board's decision and penalty, if any.

**SECTION 4.** Expulsion. Expulsion of a member from the Corporation may be accomplished only at a meeting of the Corporation following a Board hearing and upon the Board's recommendations as provided in Section 3. Such proceedings may occur at a regular or special meeting of the Corporation to be held within 60 days but not earlier than 30 days after the date of the Board's recommendation of expulsion. The defendant shall have the privilege of appearing in his or her own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his or her own behalf. The members 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 Board's suspension shall stand.

## **ARTICLE VIII – BONDING OF OFFICERS**

**SECTION 1.** Any officer of the Club responsible for Club funds in excess of \$500.00 shall be bonded for an amount of at least \$1,000.00 upon determination by the Board of Directors for the need of such bonding. At the first Board of Directors meeting after the election of officers, they shall determine the need for additional bonding.

## **ARTICLE IX. AMENDMENTS**

**SECTION 1.** Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 20% of the members in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board, by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

**SECTION 2.** The Constitution and Bylaws may be amended by a vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting, and mailed to each member at least two weeks prior to the date of the meeting.

## **ARTICLE X – AUDITING**

SECTION 1. The books are to be audited yearly prior to the election by a committee of two (2) from the Board of Directors plus one member-at-large.

## **ARTICLE XI – DISSOLUTION**

SECTION 1. The Corporation 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 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 or any proceeds thereof nor any assets of the Corporation shall be distributed to any members of the Corporation. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) for the benefit of dogs.

## **ARTICLE XII – ORDER OF BUSINESS**

SECTION 1. At meetings of the club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- a) Roll Call and verification of quorum
- b) Report of President
- c) Report of Secretary
- d) Report of Treasurer
- e) Reports of Committees
- f) Election of Board of Directors (at annual meeting)
- g) Election of new members
- h) Unfinished business
- i) New business
- j) Adjournment

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

- a) Reading of minutes of last meeting
- b) Report of Secretary
- c) Report of Treasurer
- d) Reports of Committees
- e) Unfinished business
- f) New business
- g) Adjournment

## **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

SECTION 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised," shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any other special rules of order the club may adopt.

#### **ARTICLE XIV. CORPORATE RECORDS & REPORTS**

SECTION 1. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

SECTION 2. Annual Report. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321 (a), except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member of the board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year, (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporation Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

SECTION 3. Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322 (d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 8.02 of these Bylaws.

SECTION 4. Insurance. 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.

CERTIFICATE OF SECRETARY  
OF THE  
BORDER TERRIER CLUB OF THE REDWOODS, INC.  
a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Constitution and Bylaws, comprising 14 pages, constitute the revised Bylaws of said Corporation as duly adopted by the General Membership on October 17, 2008 through written ballot.