

Port Chester Obedience Training Club, Inc.

Constitution

And

Amended & Restated By-Laws
(as of July 10th 2023)

CONSTITUTION

Name and Objectives

Section 1: Name

The name of the Club shall be Port Chester Obedience Training Club, Inc.

Section 2: The objectives of the Club shall be:

- a. To promote obedience training of all pure-bred dogs.
- b. To disseminate knowledge concerning pure-bred dogs
- c. To hold, encourage and sponsor obedience and agility trials, obedience classes, tracking tests, shows, exhibitions and matches under the rules and regulations of the American Kennel Club
- d. To encourage Club members to compete in dog shows and obedience and agility trials in a manner of good sportsmanship
- e. To encourage and support legislation and activities that promote the welfare of dogs

Section 3:

The Club shall not be operated or conducted for profit and no part of any profit or remainder or residue from dues, fees, or donations to the Club shall inure to the benefit of any member or individual

Section 4:

The members of the Club shall adopt, and from time to time revise, such By-Laws as may be required to carry out these objectives

AMENDED AND RESTATED
PCOTC BY-LAWS
EFFECTIVE AS OF JULY 10, 2023

ARTICLE I
MEMBERSHIP

Section 1.1. Eligibility. There shall be five types of membership: Associate, Regular, Family, Junior and Honorary.

(a) Associate membership shall be open to all persons 18 years of age and older who are in good standing with the American Kennel Club (AKC), and who subscribe to the purposes of the Port Chester Obedience Training Club (the “Club”). Such a person, if not already a member, shall become an Associate member by applying for, and being accepted and registered by the Club as a student in, a class offered by the Club (other than a drop-in breed handling class). Associate members shall be eligible for all rights and privileges of regular membership except the rights to vote, to hold office, to serve on committees, to rent any of the Club’s facilities, or to enjoy discounted pricing available to Regular, Family or Junior members based on volunteer services provided for the benefit of the Club by such members (“Volunteer members”). Associate members will not be deemed to have rights to, or interests in, any property of the Club. After completing one session of classes, Associate members may apply for a Regular membership.

(b) Regular membership shall be open to Associate members and current or former Junior members 18 years of age and older who are in good standing with the AKC and who subscribe to the purposes of the Club.

(c) Family membership shall be open to all additional adult members of the same household as a Regular member who are in good standing with the AKC and who subscribe to the purposes of the Club. Each Family member shall be eligible for all the rights and privileges of a Regular member.

(d) Junior membership shall be open to all persons between the age of 10 and 18 years who are in good standing with the AKC and who subscribe to the purposes of the Club. Junior membership is provided in order to encourage in such

young people dog training, dog showing, dog competitions and dog care. Junior members shall be eligible for all rights and privileges of membership except the right to vote, to hold office or to serve on committees.

(e) Honorary membership: The members of the Club may recognize the significant contributions to performance dog training by election of a person to Honorary membership in the Club. Such election shall be by the affirmative vote of two-thirds of the members voting at an Annual Meeting. Honorary members shall pay no dues and shall be eligible for all rights and privileges of membership except the right to vote or to hold office in the Club. Nomination for Honorary membership shall be in the form of a letter to the Board of Directors stating the basis for such nomination and signed by at least ten Club members. No person shall be deemed to have been elected to Honorary membership until that person's consent has been obtained.

Section 1.2. Election to Membership. Each candidate for Regular, Family or Junior membership shall apply on a form approved by the Board of Directors, which shall provide that the applicant agrees to abide by the Constitution and By-Laws of the Club and the rules of the AKC, and which may include such other prerequisites to membership, including completion of a number of hours of volunteer service for the benefit of the Club, as the Board may from time to time determine. The application shall state the name and physical and email addresses of the applicant. Upon the recommendation of the Membership Committee or such Board member as is responsible for evaluation of membership applications, as the case may be, the application, accompanied by the applicable initiation fee and dues covering membership for the first year, will be submitted to the Board of Directors and must be approved by a two-thirds majority of the Board pursuant to a secret vote. Upon such approval, the applicant shall be notified in writing thereof by the Membership Committee, such Board member or a designee thereof and become a member of the Club without further action.

Section 1.3. Initiation Fee and Dues.

(a) Initiation Fee. Upon admission to Regular, Family or Junior membership, each applicant shall be required to pay an initiation fee, not to exceed \$50, as determined by the Board of Directors.

(b) Dues. Membership dues for Regular members shall be no less than \$10.00 nor more than \$100.00 per year, the amount in respect of each year to be determined by the Board of Directors not later than the first of October in the

immediately preceding year. Dues for memberships shall be paid in amounts according to the following schedule:

- Regular - First member in household -100%
- Family - Each additional adult - 50%
- Junior - 25%

During the month of October in each year, the Corresponding Secretary shall give written notice to each of the Regular, Family and Junior members of such member's dues for the ensuing year. The dues are payable on or before the first day of January of each year. For purposes of these By-Laws, unless otherwise specified, "written notice", "notice in writing", "in writing" or "written" means notices or other communications given by first class mail, email, or facsimile transmission, provided that such notices shall be sent by first class mail to any member who has previously requested in writing to the Corresponding Secretary that notices be delivered by such method.

Section 1.4. Good Standing.

(a) Only Regular and Family members

(i) who are in good standing with the AKC and not currently suspended by the AKC or the Club;

(ii) whose dues have been paid in full for the current calendar year;
and

(iii) who have:

(a) completed volunteer service to the club (12 hours annually for Regular members and 24 hours per family unit for Family members) during the previous calendar year (provided that a person who first became a member during the current calendar year shall be deemed to have satisfied this requirement);

OR

(b) taken one session of classes during the current calendar year;

OR

(c) made a written application to the Board for a temporary exemption during the current calendar year from the requirements of this subparagraph (iii) on the grounds of special circumstances (other than location of primary residence) that preclude or precluded such member from satisfying either subparagraph (iii)(a) or (iii)(b) above, describing in detail the nature of such special circumstances, which exemption has been granted by the Board;

shall be deemed in good standing and thus have the right to vote in any election or on any question before the Club, to hold office or to serve on the Board of Directors or any committee, to be eligible for Club awards, or to exercise any of the other rights and privileges of membership specifically provided in these By-laws. As used in these By-Laws, the term “Voting members” means those Regular and Family members who, as of the record date for any Club Meeting or Special Club Meeting or as of any other relevant time of determination, as applicable, are in good standing in accordance with the provisions of this Section 1.4(a).

(b) Junior members who have satisfied the requirements of paragraph (a) of this Section (applied to Junior members for purposes of this paragraph (b)) will be considered to be in good standing, but only Regular and Family members shall have the right to vote, to hold office or serve on the Board of Directors or any committee.

Section 1.5. Termination of Membership. Memberships may be terminated:

(a) By Resignation. Any member may resign from the Club upon written notice to the Corresponding Secretary or Board member charged with responsibility for Membership matters. Resignation shall not constitute a release from indebtedness to the Club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.

(b) By Lapsing. A Regular, Family or Junior member’s membership in the Club will be considered as lapsed and will automatically terminate if such member's dues remain unpaid 60 days after the first day of the calendar year. An Associate member’s membership in the Club will be considered as lapsed and will automatically terminate if such member has not applied for, and been accepted and registered as a student in, a class offered by the Club (other than a drop-in breed handling class) for a period of two consecutive calendar years.

(c) By Expulsion. A membership may be terminated by expulsion as provided in Section 6.4.

Section 1.6. Reinstatement. Any Regular, Family or Junior member whose membership has terminated or lapsed for any reason except expulsion can be reinstated within two years of the date of termination of his or her membership, provided, however, that such reinstatement shall be made under Section 1.2. Any Associate member whose membership has terminated or lapsed for any reason except expulsion can be reinstated as an Associate member by applying for, and being accepted and registered by the Club as a student in, a class offered by the Club (other than a drop-in breed handling class).

Section 1.7. Club Property. Each Regular, Family, and Junior member's interest in or rights with respect to property of the Club, if any, shall cease with the termination of such member's membership.

ARTICLE II MEETINGS AND VOTING

Section 2.1. Annual Meeting. The Annual Meeting of the Club shall be held within the month of June each year, on such date, at such hour and, to the extent such Annual Meeting is held in person, at such place within the greater White Plains, New York area as may be designated by the Board of Directors. Voting members shall be notified in writing by the Corresponding Secretary of each such meeting at least 14 days but not more than 50 days prior to the date of the meeting. Included in the notice will be a document containing a photo and personal statement limited to 300 words of each candidate up for election (regardless of whether the position such candidate seeks is contested). The quorum for such meetings shall be 15% of the Voting members. Such Annual Meeting, other Club Meetings and any Special Club Meetings may, at the discretion of the Board of Directors (except as otherwise provided in Section 2.3(b) below) be held partially or solely by means of electronic communications; provided that any such meeting or portion thereof conducted by electronic communications shall comply with guidelines and procedures adopted by the Board, in accordance with applicable New York law, for all such meetings relating to verification of members so attending, their ability to participate fully and in real-time in such meeting, and voting (including by secret ballot if required) and recordkeeping requirements ("Virtual Meeting Standards"). Any notice given with respect to a member meeting conducted solely or partially by means of electronic communications shall contain instructions for members to participate in such meeting electronically.

Section 2.2. Club Meetings. Five Club Meetings shall be held each year, one of which will be the Annual Meeting, on such dates, at such hours and, to the extent any such Meeting is held in person, at such place within the greater White Plains, New York area as may be designated by the Board of Directors. Written notice of each such meeting shall be sent to Voting members by the Corresponding Secretary at least 14 days but not more than 50 days prior to the date of the meeting and shall, in the case of any such Club Meeting other than the Annual Meeting, specify that it is a regular Club Meeting called by the Board of Directors. A quorum for such meetings shall be 15% of the Voting members.

Section 2.3. Special Club Meetings. (a) Special Club Meetings may be called by the President or by a majority of the members of the Board who are present and voting at any regular or special meeting of the Board. Such Special Club Meetings shall be held, to the extent conducted in person, at such place within the greater White Plains, New York area and on such date and at such hour as may, in each case, be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be sent to Voting members by the Corresponding Secretary at least seven days, and not more than 14 days, prior to the date of the meeting, indicating that it is being issued at the direction of the person or persons calling the meeting and stating the purpose or purposes for which the meeting is called. No Club business other than that specified in the related notice may be transacted at any such Special Club Meeting. A quorum for such a meeting shall be 15% of the Voting members.

(b) A Special Club Meeting may also be convened by 10 or more Voting members pursuant to a demand in writing to the Corresponding Secretary that such a meeting be called, specifying (i) the date and time thereof, which date shall be not less than one nor more than three months from the date of such demand, (ii) whether such meeting will be held partially or wholly by means of electronic communications (in which case, the means typically employed by the Club for the conduct of electronic meetings or portions thereof shall be utilized if so requested by such members), and (iii) the purpose or purposes for which such meeting is being called. To the extent such meeting is held in person, it will take place in the primary facilities of the Club in White Plains, New York. Promptly, and in any event within five business days after receiving such demand, the Corresponding Secretary will send written notice of such meeting to the Voting Club members, after which time, if such notice has not been sent, the members requesting such Special Club Meeting, or any of them, may send such written notice. Any such notice shall specify the persons calling such meeting and contain the information called for by the preceding provisions of this paragraph (b), as well as instructions

for members to participate in such meeting electronically, if applicable. The Club will cooperate in all reasonable ways to facilitate the holding of any Special Club Meeting demanded in accordance with this paragraph (b).

Section 2.4. Board Meetings. (a) The Board of Directors (sometimes referred to herein as the “Board”), including Officers who are Directors as provided in Section 3.1, shall meet at least six times during each year, at such time and place as may be designated by the Board. At least five days prior to the date of any meeting, written notice of such meeting shall be emailed to each Director by the Corresponding Secretary. The quorum for any such regular meeting of the Board of Directors shall be a majority of the Directors then in office, but in any event not less than one-third of the entire Board. The “entire Board” shall consist of the total number of Directors entitled to vote that the Club would have if there were no vacancies in the Board of Directors.

(b) Any one or more Directors may participate in any regular or special meeting of the Board or a committee thereof by telephone, video conference or similar electronic communication equipment; provided that all persons participating in the meeting can hear and communicate with each other and participate fully in all matters addressed in such meeting, including the ability to propose, object to and vote on specific actions to be taken. Participation of a Director by such means shall constitute presence at such meeting. Directors who are present at any regular or special meeting of the Board but not present at the time of a vote due to a conflict of interest or related party transaction shall be deemed to be present at the time of the vote.

(c) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee provide written consents, including pursuant to email, that in each case identify the consenting member, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 2.5. Special Board Meetings. Special meetings of the Board may be called by the President, Corresponding Secretary, or upon receipt of a written request to the Corresponding Secretary signed by at least three members of the Board. Such special meetings shall be held at a place and hour as may be designated by the person(s) authorized herein to call such meeting. The Corresponding Secretary shall notify each Director by email at least five days prior to the date of any special meeting, specifying the purpose or purposes thereof.

However, if the situation requires expediency, notice of a special meeting, specifying the purpose or purposes thereof, may be given to each Director by email or telephone, or delivered personally, no less than 48 hours prior to the time at which such meeting is to be held, unless the meeting must be held within 48 hours, in which case such notice shall be delivered to each Director by email as far in advance of the meeting as reasonably practicable. No business other than as specified in the relevant notice shall be conducted at any such expedited meeting. Notice of any regular or special meeting of the Board need not be given to any Director who submits a signed waiver of notice or a waiver of notice sent by email clearly identifying the Director, in any case whether before or after the meeting, or who attends the meeting without protesting lack of notice prior to the meeting or at its commencement. A quorum for any special meeting of the Board shall be a majority of the Directors then in office, but in any event not less than one-third of the entire Board.

Section 2.6. Voting.

(a) Election of Officers and Directors

(i) The election of officers and Directors shall be decided by Regular and Family members of the Club in good standing.

(ii) Officers and Directors shall be elected for staggered two-year terms. In odd years, the following officers, plus one Director, shall stand for election: President, Second Vice President, Recording Secretary. In even years, the following officers, plus one Director shall stand for election: First Vice President, Treasurer, Corresponding Secretary. In addition, any officer or Director position not otherwise up for election at an Annual meeting but in respect of which a vacancy exists at the time of, or has been filled by the Board of Directors appointing a replacement prior to, such Annual meeting, will be up for election at such Annual meeting.

(iii) In the case of any slate of candidates nominated for election as officers or Directors in accordance with the provisions of Section 4.2, (x) if the election of officers and Directors is an entirely non-contested slate, a single vote of the Recording Secretary will elect the entire slate, and (y) in the case of any partially contested slate, any candidate or candidates for uncontested positions will be elected by a single vote of the Recording Secretary.

(iv) The candidate receiving the greatest number of votes for each office shall be deemed elected.

(v) All voting for officers and Directors must be conducted by secret ballot in accordance with the provisions of paragraph (b) (iii) of this Section.

(b) General Voting Matters.

(i) To vote at the Annual Meeting or other Club Meeting, Voting members must be in attendance, either personally or by participation in such Meeting through means of electronic communications, in each case as contemplated by the notice given to Voting members relating to such Meeting.

(ii) The Board of Directors may decide to submit specific questions or proposals (other than election of candidates for office) for decision of the members by written or electronic ballot, as applicable, at a Club meeting. However, any member in attendance at a Club meeting at which written or electronic ballots are required may withhold such member's ballot until the close of debate on any resolutions presented and then cast such ballot.

(iii) In the case of secret balloting required for the election of officers and Directors at the Annual Meeting or any other Club Meeting or otherwise required for any matter to be voted on by members at any meeting, (x) all Voting members attending such meeting in person shall be provided with a ballot form and an envelope marked "BALLOT" by the Recording Secretary (or designee), and (y) all Voting members attending such meeting by means of an electronic communications platform will be afforded the opportunity to cast a secret ballot in conformity with the Virtual Meeting Standards, and (z) the voting eligibility of each such person as a Regular or Family member in good standing shall be certified against the Club's membership list as of the record date established for such meeting. Each Voting member attending any such meeting in person, after marking such member's ballot, shall seal it in the ballot envelope and return it to the ballot box. The inspectors of voting at such meeting shall count the ballots so cast and shall be presented with or afforded access to the results of secret ballots cast electronically in accordance with the Virtual Meeting Standards. The inspectors of voting, the number of which will be determined by the Board but will not in any event be fewer than four, must be Regular or

Family members in good standing other than officers, members of the current Board or candidates for election at the relevant meeting.

(c) Record Dates. The Board may, with respect to any Annual or other Club Meeting or any Special Club Meeting, fix a date as the record date for purposes of determining Regular and Family members in good standing entitled to vote at such meeting or any adjournment thereof, which record date shall be not more than 30 nor less than 10 days prior to the date of such meeting.

(d) Majority Voting. Except as otherwise required by law or provided in these By-Laws, including with respect to the election of officers and Directors, admission of new members and amendments to the Constitution or By-Laws, voting at all meetings of the Voting members or of the Board shall be by majority vote of all votes properly cast at such meetings. Each Voting member will be entitled to one vote with respect to each officer or Director position up for election or any other matter presented for a vote at any meeting of the Club at which such member is in attendance, either in person or by means of electronic communication services provided for such meeting.

(e) Proxy Voting. Voting by proxy shall not be permitted at any Club Meeting or Special Club Meeting or at any meeting of the Board of Directors.

ARTICLE III DIRECTORS, OFFICERS, AND AKC DELEGATE

Section 3.1. Board of Directors. The Board of Directors shall be comprised of each of the officers and two other persons, each of whom shall be a Voting member, and all of whom shall be elected for staggered two-year terms. The Board of Directors shall be elected at the Club's Annual Meeting as provided in Article IV and shall serve until their successors are elected.

General management of the Club's affairs shall be entrusted to the Board of Directors.

Section 3.2. Officers. The Club's officers, consisting of the President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary and Treasurer, shall serve 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 the Club's Constitution and By- Laws.

(b) The First Vice President shall have the powers and exercise the duties of the President in case of the President's death, absence or incapacity.

(c) The Second Vice President shall assume the duties of the President, as described in paragraph (a) above in the event that the First Vice President is for any reason unable to do so.

(d) The Recording 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.

(e) The Corresponding Secretary shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with each of their physical and, unless otherwise elected by the member, email addresses, which shall be sent upon written request to any Voting member not more than once every year, and carry out such other duties as are prescribed in these By-Laws.

(f) The Treasurer shall:

(i) Collect and receive all monies due or belonging to the Club and receipt therefor.

(ii) Deposit all such monies promptly, and in any event within 30 days after receipt, in a bank satisfactory to the Board in an account in the name of the Club.

(iii) Reconcile all bank accounts of the Club on a monthly basis and follow up on any checks drawn on such accounts and outstanding more than 90 days.

(iv) At all times ensure that the financial books and records of the Club are open to inspection by the Board, and report at every meeting the condition of the Club's finances.

(v) Not less frequently than every three years, cause a periodic audit to be conducted by independent auditors of the Treasurer's records to (x) confirm that proper invoices (or other documentation) adequately support

any payments made by the Club, and (y) verify that bank reconciliations have been performed accurately and in a timely manner.

(vi) At the Annual Meeting, render an account of all monies received and expended during the previous fiscal year.

(vii) Prepare an annual budget for review by the Board, which shall be presented to the membership at the first Club meeting following Board approval thereof.

At the Club's expense the Treasurer shall be bonded or the Club will obtain insurance in such amount and through such policies, in each case covering the actions of the Treasurer, as the Board of Directors shall determine.

Section 3.3. AKC Delegate. The AKC Delegate acts as a representative of the Club to the AKC and must be a member in good standing with both the Club and the AKC. The delegate will be appointed by the Board of Directors for a five-year term (and, accordingly, the appointment in effect at the time of adoption of these Amended and Restated By-Laws will expire in June, 2027) and may serve an unlimited number of terms. The AKC Delegate, in such capacity, is not a member of the Board, but may be elected and serve as an officer or Director. The AKC Delegate serves at the pleasure of the Board and may be removed and replaced at any time by the Board in its discretion. Among other duties, the AKC Delegate will attend and participate in AKC Delegate Meetings and report back to the membership what transpired. The Club must obtain approval by the office of the AKC Executive Secretary of any newly appointed AKC Delegate's credentials before such appointment becomes effective.

Section 3.4. Vacancies. Any vacancies on the Board arising at any time from any cause, including death, resignation or removal, shall be filled until the next Annual Meeting by a majority vote of all the then members of the Board, regardless of their number, at its first meeting following the creation of such vacancy, except that a vacancy in the office of President shall automatically be filled by the First Vice President or, in the event the First Vice President is for any reason unable to so serve, by the Second Vice President. The resulting vacancy of First or Second Vice President shall then be filled by the Board as provided in this section.

Section 3.5. Removal of Directors. Any or all of the Directors may at any time be removed with or without cause by a vote of the Voting members of the Club at a meeting of Voting members, including a Special Club Meeting called in

accordance with Section 2.3(b). Any Director may at any time also be removed with cause by a vote of Directors then in office at a Regular or Special meeting of the Board of Directors called for such purpose, provided that there is a quorum of not less than a majority of such Directors present at such meeting and at least five days prior written notice of the proposed meeting shall have been given to all Directors then in office. Removal of a Director will also constitute removal of such Director from any associated officer position.

ARTICLE IV THE FISCAL YEAR, NOMINATIONS, ANNUAL ELECTIONS

Section 4.1. Fiscal Year. The Club's fiscal year shall begin on the first day of January and end on the 31st day of December.

Section 4.2. Nominations. No person may be a candidate in a Club election who has not been nominated. During the month of February, 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 Corresponding Secretary shall immediately notify the committee members and alternates of their selection. The Board shall name a Chairman for the Committee, and it shall be his duty to call such committee meetings as may be necessary.

(a) The Committee shall nominate one candidate for each officer position up for election in that year and one candidate for each Director position on the Board up for election in that year, according to the schedule of staggered elections specified in Section 2.6 (a)(ii), but including as well any position that is up for election as a result of an existing vacancy in such office or a replacement having been appointed by the Board to fill a vacancy in such office prior to such election. After securing the consent of each person so nominated, the Committee shall report its nominations to the Corresponding Secretary on or before March 31st.

(b) Before April 15th, all Voting members of the Club shall be given written notice of the candidates nominated and that additional nominations for the above positions may be made on or before May 15 by Voting members pursuant to the procedures set forth in the next following sentence. Any Voting member shall be free to nominate any other Voting member for election as an officer and/or Director, provided that all such nominations are in the form of a written petition delivered to the Corresponding Secretary signed by five Voting members and accompanied by the written acceptance of each such additional nominee signifying such nominee's willingness to serve, if elected. Each nominated candidate will, on or before May 15, provide the Corresponding Secretary with the candidate's photo

and written personal statement to be distributed to the Voting members with the notice of the Annual Meeting.

(c) Nominations cannot be made at the Annual Meeting or in any manner other than as provided in this section.

(d) In addition to such qualifications as may appear elsewhere in these By-Laws, each candidate for the office of President and the member designated as Delegate to the AKC shall have been a Voting member of the Club for at least three consecutive years prior to election or appointment.

(e) Only Voting members shall be eligible for election as an officer or Director.

(f) An incumbent President, First Vice President, and Second Vice President cannot be nominated for a fourth consecutive term in the same office.

Section 4.3. Annual Election. At the Annual Meeting for the election of officers and Directors, voting shall be conducted as provided in Section 2.6(a) and (b). If any nominee at the time of the meeting is unable to serve for any reason, such nominee shall not be elected, and the remaining candidate receiving the most votes shall be elected, or in the case of an uncontested election for such a nominee unable to serve, the vacancy so created shall be filled by the new Board of Directors in the manner provided by Section 3.4.

ARTICLE V COMMITTEES

Section 5.1. The Board may each year establish committees comprised of Voting members to advance the work of the Club. Such committees' action shall always be subject to the final authority of the Board. Any committee appointment may be terminated by a majority vote of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

Section 5.2. Committee structure and purpose.

(a) Standing Committees may be established by the Board to advance the work of the club on issues of continuing interest. Voting members shall be eligible to be appointed to these committees by the Board annually.

(b) Special Committees may be established from time to time by the Board to address specific questions, issues or projects pertaining to the Club. Voting members shall be eligible to be appointed to these committees by the Board as need arises.

ARTICLE VI DISCIPLINE

Section 6.1. American Kennel Club Suspension. Any member who is suspended from any of the privileges of the AKC shall be suspended from the privileges of this Club for a like period.

Section 6.2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club. Written charges with specific factual allegations must be filed in duplicate with the Corresponding Secretary together with a deposit in an amount determined by the Board of not less than \$100 and not more than \$500, which deposit shall be forfeited if such charges are not sustained or entertained by the Board. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club, it 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 Corresponding Secretary shall promptly send one copy of the charges to the accused member, by return receipt requested mail or other form of receipted or acknowledged delivery, together with a notice of the time and place of the hearing and an assurance that the accused member may personally attend, present any answer or defense and call witnesses.

Section 6.3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and the accused member shall be treated uniformly in this regard. No recording devices of any kind may be used during the hearing. The hearing must be conducted in an executive session. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and accused, the Board may, by a majority vote of those present, reprimand or suspend the accused from all privileges of the Club for not more than six months from the date of the hearing, or, if it deems that punishment insufficient, the Board may also recommend to the Voting members that the penalty be expulsion. In such cases, the suspension shall

not restrict the defendant's right to appear before his fellow members at the ensuing Club 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 Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

Section 6.4. Expulsion. Expulsion of a member of the Club may be accomplished only at a Special Club Meeting following a Board hearing and upon the Board's recommendation as provided in Section 6.3. Such Special Club Meeting to consider expulsion shall be held within 60 days but not earlier than 30 days after the date of the Board's recommendation for expulsion. The accused may appear on his or her own behalf, but no new evidence shall be taken at this meeting. The Special Club Meeting must be conducted in an executive session. The President shall first read the charges and the findings and recommendations, and then shall invite the accused, if present, to speak on his or her own behalf. The Voting members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of those Voting members in attendance at the meeting, either in person or by means of an electronic communications platform provided for such meeting, shall be necessary for expulsion. If expulsion is not voted, the suspension shall stand and shall not be reviewed again by the Board unless new evidence, documented in writing, is submitted to the Corresponding Secretary.

ARTICLE VII AMENDMENTS

Section 7.1. Amendments to the Club's Constitution and By-Laws may be proposed by the Board or by a written petition addressed to the Recording Secretary and signed by 15% of the Voting members. Any such petition shall set forth the specific wording of the proposed amendment to be voted on by the Voting members. Amendments proposed by such a petition shall be considered promptly by the Board and must be submitted to the Voting members with the recommendations of the Board by the Corresponding Secretary, for a vote, within two months of the date when the petition was received by the Corresponding Secretary.

Section 7.2. No amendment to the Club's Constitution or By-Laws adopted by the Club shall become effective until it has been approved by the Board of Directors of the AKC.

Section 7.3. The Constitution and By-Laws may be amended pursuant to a secret vote with the approval of a two-thirds majority of the Voting members

present and voting at any Annual Meeting, Club Meeting or Special Club meeting called for that purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each Voting member at least 14 days prior to the date of the meeting.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.1. Indemnification. The Club may, and in the case of Directors and officers of the Club shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any Proceeding by reason of the fact that such person or his or her testator or intestate was a Director, officer, employee or agent of the Club (an “Indemnified Party”) against judgements, fines, amounts paid in settlement and reasonable expenses, including attorney’s fees, provided such Indemnified Party acted in good faith and for a purpose he or she reasonably believed to be in the best interest of the Club and, in the case of criminal Proceedings, had no reasonable cause to believe that his or her conduct was unlawful. For purposes hereof, “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. The Club may, and in the case of Directors and officers who are Indemnified Parties, shall, to the extent permitted by law, advance to such Indemnified Party expenses incurred in defending any Proceeding upon receipt of a written undertaking by or on behalf of such Indemnified Person to repay such amounts if and to the extent it is ultimately determined that such Indemnified Party is not entitled to such indemnification or that the expenses so advanced exceed the indemnification to which he or she is entitled. In the event entitlement to indemnification is required by law to be based upon a determination of the Board of Directors, the Board shall meet and shall reach a determination on the issue within a reasonable period of time after a written request to do so is received by the Club from the Indemnified Party. The right of indemnification under this Section shall not be deemed exclusive of any other rights, including rights of indemnification to which an Indemnified Party may be entitled under the New York Not-for-Profit Corporation Law. No amendment to these By-Laws shall eliminate or impair the then-existing indemnification rights of any Indemnified Party relating to or arising out of facts or circumstances existing at the time of such amendment.

Section 8.2. Insurance. The Club shall have the power to purchase and maintain insurance policies deemed by the Board to be in the best interests of the Club, including (i) insurance indemnifying the Club against any obligation that it incurs as a result of its indemnification of Indemnified Persons under Section 1 of

this Article and (ii) insurance for the benefit of any Indemnified Party against any liability asserted against or incurred by any Indemnified Party in such capacity or arising out of the Indemnified Party's status as such, regardless of whether the Club would have the power to indemnify such Indemnified Party against such liability under the provisions of this Article.

ARTICLE IX DISSOLUTION

Section 9.1. The Club may be dissolved at any time pursuant to a plan of dissolution meeting the requirements of this Section which is adopted by the Board of Directors and submitted to, and approved by a two-thirds majority vote of, Voting members in good standing present and voting at a Club Meeting or Special Club Meeting called for such purpose, in each case in accordance with the provisions of the New York Not-for-Profit Corporation Law. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club; but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X ORDER OF BUSINESS

Section 10.1. 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
- (b) Minutes of Last Meeting
- (c) Report of President
- (d) Report of Recording Secretary
- (e) Report of the Corresponding Secretary
- (f) Report of Treasurer
- (g) Reports of Committees
- (h) Unfinished Business

- (i) Election of Officers and Board (Annual Meeting)
- (j) New Business
- (k) Adjournment

Section 10.2. At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

- (a) Minutes of Last Meeting
- (b) Report of the Corresponding Secretary
- (c) Report of Treasurer
- (d) Reports of Committees
- (e) Unfinished Business
- (f) New Business
- (g) Adjournment

Section 10.3. The rules governing parliamentary procedure as laid down in Robert's Rules of Order (latest edition) shall govern all meetings of the Club wherever they are not contrary to the provisions of these By-Laws.