



Constitution & Bylaws of the
United Poodle Association

CONSTITUTION

Article I. Association. This association is a corporation known as the United Poodle Association, Inc., hereinafter also referred to as “UPA” or “the Association.” Hereinafter, the term “poodle” will encompass standard, miniature, and toy poodles.

Article II. Purpose and Objectives. This corporation is a not-for-profit mutual benefit organization organized under the laws of the State of Michigan and qualifies as a social club under Section 501(c)(7) of the Internal Revenue Code. The purpose of this social club is to serve as a national breed association fostering camaraderie among members and representing United Kennel Club (UKC) Poodle fanciers across the United States and Canada, while advocating for the best interest of the poodle breeds. The objectives are:

- a) To provide a welcoming and inclusive community where members can share their passion for Poodles and UKC events through social gatherings, networking opportunities, and member-exclusive educational activities.
- b) To encourage all members to accept and support the Poodle breed standards as outlined by the UKC, while promoting the strengths, beauty, and intelligence of the Poodle breed through club-hosted activities, seminars, and member forums that enhance the understanding and appreciation of the breed.
- c) To organize and conduct conformation shows, performance events, fun matches, and other canine-related activities for members in accordance with UKC rules and regulations.
- d) To facilitate member-exclusive discussions and educational programs on the history, health, and genetic diversity of multicolored Poodles, ensuring members have access to resources that support their breeding and showing endeavors.
- e) To promote responsible breeding and training practices among members by providing resources, mentorship opportunities, and information on health testing that align with UPA’s standards.
- f) To foster high levels of sportsmanship, ethical conduct, and mutual respect among members, other exhibitors, and with other clubs that share a commitment to the betterment and protection of Poodles.

- g) To provide a social and recreational environment where members can engage in UKC-sanctioned activities, club-hosted events, and informal gatherings designed to strengthen the bond among Poodle enthusiasts.
- h) To reserve the right to refuse UPA membership, as well as entry into any UPA-sponsored events, at the discretion of the Board of Directors and members in good standing. However, no person shall be refused entry or membership based on race, color, creed, religion, gender, sexual orientation, age, or national origin.
- i) To dismiss from our membership, without hesitation, those who violate these bylaws and the principles of good sportsmanship, including fair and honest conduct.
- j) The club shall not hold any other registry's events on the same day or location as a UKC event without the prior approval of UKC.

Article III. Membership. UPA shall be a membership-based organization. Membership eligibility, rights, and privileges shall be defined in the organization's bylaws. No part of the corporation's net earnings shall benefit any private individual.

Article IV. Association Profits. The Association shall not be conducted or operated for profit and no part of any profits or remainder, or residue from dues, or donations to the Association shall benefit any member or individual.

Article V. Prohibited Activities.

- a) No part of the net income or assets of this corporation shall benefit or be distributed to any private shareholder or individual.
- b) The corporation shall not engage in any political campaign activities or lobbying beyond what is permitted under Section 501(c)(7) of the Internal Revenue Code.
- c) The corporation shall not conduct substantial business activities with non-members or generate income from non-members in a manner that jeopardizes its tax-exempt status.

Article VI. Dissolution Clause. Upon dissolution of the corporation, all assets remaining after the payment of debts and obligations shall be distributed to **another 501(c)(7) nonprofit social club** or a **recognized 501(c)(3) nonprofit organization** dedicated to Poodles or canine welfare, as determined by the Board of Directors.

Article VII. Revisions. All revisions and amendments to the Constitution and Bylaws must be approved by a majority vote of the membership in good standing and then must be approved by the UKC before being implemented.

BYLAWS OF THE UPA

Article I. Membership.

Section 1. Eligibility. Membership is open to individuals who share an interest in Poodles and UKC activities and who support the purposes of the Association. Membership is voluntary and intended primarily for social and recreational participation. There shall be five (5) types of membership open to any breeder, owner, or fancier of poodle(s) of any variety, color, or color

pattern accepted by the UKC who subscribes to the purposes and objectives and the Code of Ethics of the Association, and who is in good standing with the UKC. Regardless of type of membership, each new member will go through a probationary period lasting one (1) year.

Section 2. Types of Membership.

Section 2.1. Single Membership. Open to members 18 years of age or older. Single members are entitled to one vote and are eligible to hold office in the Association.

Section 2.2. Family/Household Membership. Open to any two members of a household 18 years of age or older. Each Family/Household membership is entitled to two votes but only one member may hold office at any time.

Section 2.3. Charter Membership. Single members who joined on or prior to the date the Association gained provisional club status from the UKC shall be entitled to the designation "Charter Member."

Section 2.4. Honorary Membership. The Board of Directors may elect to honorary membership any member in good standing or any non-member who meets the eligibility requirements for membership. An affirmative vote of two-thirds of the Officers present at a meeting of the Board, or two-thirds of the entire Board voting by mail shall be required to elect an honorary member. Honorary members shall be exempt from dues. No honorary member may vote, or hold office, unless they were a member in good standing at the time that they were elected to honorary membership.

Section 2.5. Junior Membership. Junior membership is open to any individual who is six (6) years to seventeen (17) years of age. Juniors may convert to Regular membership upon reaching their 18th birthday. Junior members shall not be entitled to vote nor eligible to hold office but shall be eligible for annual trophies or awards offered by, or through, the Association.

Section 3. Dues.

Section 3.1. Amount. Annual membership dues shall be determined by the Board of Directors.

Section 3.2. Payment of Dues. Dues are payable on or before the first day of January of each year.

Section 3.3. Dues Statement. During the month of November of each year, the Membership Secretary shall send an email to the entire membership with statement of dues for the ensuing year. This will also be posted to the members' social media group.

Section 3.4. Nonpayment of Dues. No member may vote whose dues are not paid for the current year. The names of members who have not paid their dues shall be included in the Treasurer's report after January 1st of each year. The membership of any member who has not paid his/her dues by February 28th of any calendar year shall lapse. The Board of Directors may grant a grace period of an additional thirty (30) days for payment to any member who applies for an extension.

Section 4. Application for Membership.

Section 4.1. Submitting the Application. Each applicant for membership in the Association shall apply on a Board-approved Application for Membership, which shall provide that the applicant agrees to abide by the Constitution, Bylaws, and Code of Ethics of the Association and the rules and regulations of the UKC. The prospective member shall

submit to the Membership Secretary, the signed and completed hard copy application via mail, email, or in person and may, preferably, fill out the online application. Dues payment for the current year should be sent at time of application to the Treasurer via payment instructions on the UPA website. The Membership Secretary, after checking with sponsors and confirming dues were paid, will share (or coordinate with the Correspondence Secretary to share) all new applicant names with the entire membership. The Board will determine relevant details to include for each applicant. As a result, current members will have the opportunity to provide the Membership Secretary with any relevant feedback on each applicant, positive or negative. The Membership Secretary will then present the applicant, along with any concerns or accolades that were raised by any of the members, to the Board for membership approval. At least two-thirds of the Board of Directors must affirmatively vote to accept the applicant to be deemed approved for membership. If an applicant fails to be approved by the Board, the Board does not need to consider a new application by that same applicant for at least one year.

Section 4.2. Sponsors. Each application shall be endorsed by two (2) members in good standing, who have been members for at least one year, and who do not reside in the same household with each other or with the applicant. The sponsors are responsible for the new member for one year. They must teach and guide the new member in all aspects of the club's duties, encourage participation, and provide their input on the new member to the Board during and in conclusion of the probationary period.

Section 4.3. Probationary Period. Approved applicants shall enter a one (1) year probationary period prior to eligibility for full membership. During this period, probationary members must attend a minimum of three (3) membership meetings to be considered for advancement to full membership, unless the Board grants an exemption due to extenuating circumstances.

During the probationary year, the Board retains the authority to excuse a probationary member at any time, with a three-fourths (3/4) majority vote, should serious concerns arise regarding the individual's conduct, ethics, professional practices, or if it is determined that the applicant was not truthful on their initial membership application.

At the conclusion of the probationary period, and with input from the probationary member's sponsors and relevant membership, the Board shall vote, by a three-fourths (3/4) majority, to approve one of three options:

- 1) advance the probationary member to full membership
- 2) terminate the membership pursuant to Section 5.5
- 3) extend the probationary period for a specified duration

Section 5. Termination of Membership. Membership may be terminated for any of the following reasons:

Section 5.1. Resignation. Any member in good standing may resign from the Association upon written notice to the Membership Secretary. Resignation shall not discharge or eliminate any debt owed to the Association. Dues are considered an obligation to the Association and are incurred the first day of each fiscal year.

Section 5.2. Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after February 28th. The Board of Directors may grant a grace period of an additional thirty (30) days for payment to any

member who applies for an extension in writing. In no case may a person be entitled to vote at any Association meeting whose dues are unpaid as of the date of the meeting. Dues paid at such a meeting allow that member immediate reinstatement of voting rights.

Section 5.3. Suspension. Any member who is suspended or barred from the privileges of the UKC, or from any other major registry or canine-oriented organization, will automatically be suspended or barred from the privileges of membership in the Association for the same period of time.

Section 5.4. Expulsion. A membership may be terminated by expulsion as provided in Article VIII, Section 4 of these bylaws.

Section 5.5. Termination during Probationary Period. A probationary membership may be terminated by three-fourths (3/4) Board vote either at the end of the probationary period or any time during it, if warranted. There must be at least two (2), but preferably more, credible reports from UPA members, UPA sponsors, other UKC clubs, judges, UKC personnel or exhibitors that indicate serious behavior issues (code of ethics violations, false information in the application, bad breeding practices, etc.). The Board is encouraged to give a warning, either verbal or in writing, before resorting to termination, when possible. However, if the behavior is severe enough, then immediate termination may be warranted, at the board's discretion.

Article II. Association Year.

Section 1. Fiscal Year. The Association's fiscal year shall begin on the first day of January and end on the last day of December.

Section 2. Official Year. The Association'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.

Article III. Meetings.

Section 1. Regular Membership Meeting. Regular meetings of the Association will be held monthly via teleconference with details provided in the members' social media group and via email.

Section 2. Annual Membership Meeting. The annual membership meeting of the Association shall be held at such time and place as may be designated by the Board of Directors. Written notice of the time, place and location of this meeting shall be emailed to all members no later than fifteen (15) days prior to the meeting, as well as posted by the Correspondence Secretary on the Association's message board no later than fifteen (15) days prior. The quorum for this and all other Association membership meetings shall be twenty (20) percent of the members in good standing. If a separate meeting is not feasible on any given year then one of the Regular Membership Meetings may be deemed the Annual Membership Meeting as long as notification is provided to all the members as discussed in this section.

Section 3. Special Association Meetings. Special meetings may be called by the President or by a majority vote of the members of the Board of Directors who are present and voting at any meeting of the Board or who vote by mail or electronic means and shall be called by the Correspondence Secretary upon receipt of a petition signed by ten (10) percent of the members of the Association who are in good standing. Such special meetings shall be held at a place,

date, and hour as may be designated by the person or persons authorized herein to call such a meeting. Written notice of such a meeting shall be made by the Correspondence Secretary via email and message board at least fifteen (15) days and not more than thirty (30) days prior to the date of the meeting. Said notice shall state the purpose of the meeting; no other Association business may be transacted thereat. The quorum for such a meeting shall be twenty (20) percent of the members in good standing.

Section 4. Board Meetings. The first meeting of the Board shall be held immediately following the annual Association meeting and election. Meetings of the Association Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine by resolution of the Board of Directors. Written notice of each such meeting shall be provided by the Correspondence Secretary via email or electronic messaging preferably at least seven (7) days prior to the date of the meeting, however, if the majority of board members agree to a meeting sooner than seven (7) days, within the board's electronic communication chat or email, then it is acceptable to hold it sooner. The quorum for such a meeting shall be a majority of the Board.

Section 5. Special Board Meetings. Special meetings of the Board may be called by the Association President, Vice President, or by the Correspondence Secretary upon receipt of a written request by three (3) members of the Board. Such special meetings shall be held at such time and place as may be designated by the person authorized to call such meeting. The Correspondence Secretary shall provide written notice of such meeting via email or electronic messaging preferably at least seven (7) days prior to the date of the meeting, however, if the majority of board members agree to a meeting sooner than seven (7) days, within the board's electronic communication chat or email, than it is acceptable to hold it sooner. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. The quorum for such a meeting shall be a majority of the Board.

Section 6. Conducting Association Business Via Electronic Communication. Association and Board members may use email, chat rooms, message boards and other means of electronic communication to facilitate Association business.

Section 6.1. Association Discussions.

- a) **Notice.** Written notice of Association on-line discussions shall be mailed or emailed to all Association members in good standing by the Correspondence Secretary at least seven (7) days and not more than thirty (30) days prior to the scheduled discussion. Notice shall include:
 1. A designated teleconferencing number, email list, chat room, or message board with instructions on how to access the specified medium of communication.
 2. The purpose(s) of the meeting and the starting and ending dates and times during which discussion may take place. No other Association business shall be discussed.
- b) **Quorum.** No quorum shall be required for Association discussions.
- c) **Voting.** No vote may be taken on any motion.
- d) **Minutes.** The Correspondence Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying email from the list, or by taking notes of the discussion.

Section 6.2. Regular Board Discussions. A majority of the Board may designate a regular

date, time, and email list, chat room, or message board for Board discussions.

- a) **Notice.** These regular discussions may be held without notice but the President shall publish an agenda at the beginning of each discussion.
- b) **Roll call.** The Correspondence Secretary will take a roll call at the beginning of each designated meeting period.
- c) **Quorum.** A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within twelve hours (12) in a chat room or within twenty-four (24) hours on an email list.
- d) **Voting.** Board members may vote during these discussions when a quorum is present or schedule a follow-up board meeting to do so.
- e) **Minutes.** The Correspondence Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying email from the list, or by taking notes of the discussion.

Section 6.3. Special Board Discussions. Special Board discussions may be called by the Association President, Vice President, or by the Correspondence Secretary upon receipt of a written request by at least three (3) members of the Board. Such special discussion shall be held at such date and time and in such electronic format (email list, chat room, or message board) as may be designated by the person authorized to call for such a discussion.

- a) **Notice.** The Correspondence Secretary shall mail or email written notice of such meeting at least seven (7) days prior to the date of the discussion. Any such notice shall state the purpose of the discussion and no other business shall be transacted thereat.
- b) **Quorum.** A quorum for these discussions shall be a majority of the Board members. A Board member shall be considered present if he/she responds within 12 hours (12) in a chat room or within twenty-four (24) hours on an email list.
- c) **Voting.** Board members may vote during these discussions when a quorum is present or schedule a follow-up special board meeting to do so.
- d) **Minutes.** The Correspondence Secretary shall be responsible for keeping minutes of these discussions by using chat room logs, copying messages from the message board, copying email from the list, or by taking notes of the discussion.

Section 7. Voting. Each Association member in good standing whose dues are paid for the current year shall be entitled to vote at any meeting at which the member is present or by ballot. Proxy voting shall not be permitted.

Article IV. Directors and Officers.

Section 1. Board of Directors: The Board of Directors shall run the general affairs of the Association. The Board of Directors shall be composed of the Officers, and four (4) Directors At Large, all of which shall have been members in good standing for at least one (1) year and have at least 50% monthly meeting attendance in the past 12 months prior to being nominated. The Office of President and Vice President are the exceptions, as they shall have been members in good standing for at least two (2) years and have at least 50% monthly meeting attendance in the past 12 months prior to being nominated. In addition, for the Office of President, shall also have been a member that has held one of the other Officer or Director At

Large positions previously, for at least one year before nomination. All of these Board members shall be elected as provided in Article V and shall serve until their successors are elected. In addition, the immediate past President shall serve as a voting member of the Board for a period of one year only. General management of the Association's affairs shall be entrusted to the Board of Directors.

Section 2. Term of Office. The Officers and Directors At Large of the Association shall serve for two years or until their successors are elected. All Officers shall be limited to two consecutive terms of office and no person may hold more than one office per term. For continuity, it is preferable that the whole board is not on the same replacement schedule. Any Officer who misses four Board meetings within an Association year shall be removed from the Board of Directors, unless a majority of the Board members present and voting at the meeting from which the Officer is absent for the fourth time votes to excuse one or more of the absences.

Section 3. Duties of Directors and Officers. The Association's Directors At Large and Officers, consisting of the President, Vice President, Correspondence Secretary, Membership Secretary, and Treasurer shall serve in their respective capacities both with regard to the Association and its meetings and the Board and its meetings. All Directors At large and Officers must be in good standing with the UKC.

Section 3.1. President. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall have the duties and powers normally assigned to the office of the President in addition to those particularly specified in these bylaws.

Section 3.2. Vice President. The Vice President shall assist the President when and where possible. The Vice President shall serve as Parliamentarian. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.

Section 3.3. Correspondence Secretary. The Correspondence Secretary shall keep a written record of all meetings of the Association and of the Board and of all matters of which a record shall be ordered by the Association; shall have charge of the correspondence, including but not limited to:

- a) Notifying members of meetings and events
- b) Preparing, printing, and mailing or distribution by electronic means, the official Association ballots
- c) Notifying Officers of their election to office
- d) In the event of the death, absence, or incapacity of the President and Vice President, carrying out the duties and exercising the powers of the President
- e) Carrying out other such duties as are prescribed in these bylaws

Section 3.4. Membership Secretary. The Membership Secretary shall govern the majority of activities pertaining to membership, including the following but not limited to:

- a) Notifying new members of their accepted membership
- b) Keeping a roll of the members of the Association with their addresses, phone numbers, and email addresses
- c) Accept membership applications and issue a welcome letter from the Board

- d) Sending Association-related information to prospective members
- e) Aiding the Correspondence Secretary with various tasks when asked to do so

Section 3.5. Treasurer. The Treasurer shall collect and receive all moneys due to or belonging to the Association. Moneys shall be deposited in a bank designated by the Board, in the name of the Association. The books shall at all times be accurate, up to date, and open to inspection by the Board. A report shall be given at every meeting of the condition of the Association's finances and every item of receipt or payment not before reported; and at the annual meeting, an accounting shall be rendered of all moneys received and expended during the previous fiscal year. In the event of the resignation, death or expulsion of the Treasurer, all moneys and account books of the Association shall be handed over to the Board of Directors until the office of Treasurer is filled. The President shall sign all checks during this interim period.

Section 4. Vacancies. Any vacancies occurring on the Board or among the offices during the year, with the exception of office of President, shall be filled until the next annual election by a majority vote of all the remaining 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. In the event the office of President becomes vacant, that office shall be filled automatically by the Vice President. The resulting vacancy in the office of Vice President shall be filled by the Board.

Section 5. Compensation. The members of the Board shall serve without compensation for time or labor but may be compensated for reasonable and necessary expenses.

Article V. Elections.

Section 1. Annual Election. The election of Officers and Directors At Large to serve as the Board of Directors shall be conducted by secret written ballot, except that if no nominations are received by the Correspondence Secretary as provided in Article V, Section 2.4, no ballot will be necessary. In this case, the persons selected by the Nominating Committee will be declared elected by the Correspondence Secretary at the annual meeting of the Association. If additional nominations have been made as provided in Article V, Section 2.4, the Chairperson of the Tally Committee shall report the results of the election at the annual meeting. The nominated candidate receiving the greatest number of votes for each office or position on the Board shall be declared elected by the Correspondence Secretary.

Section 2. Nominations. No person may be a candidate for an office or position on the Board who has not been nominated. Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

Section 2.1. Nominating Committee. Seven (7) months prior to the Annual Membership Meeting, the Board shall select a Nominating Committee, consisting of three (3) members and one alternate, all members in good standing for at least one year prior to selection, none of whom shall be a member of the current Board of Directors. The Board shall name one member of the committee to serve as Chairperson. The Chairperson shall be responsible for setting times and dates for Committee meetings and for reporting results to the Association's Correspondence Secretary. The Nominating Committee may conduct its business in person or by use of mail, fax, telephone, or other electronic communication, provided that all decisions must be confirmed in writing to all members of the Committee within ten (10) days. The members of the Nominating Committee can also serve as

members of the Tally Committee.

Section 2.2. Tally Committee. At the same time the Board of Directors selects a Nominating Committee, or immediately before submitting a proposed amendment to the Constitution or Bylaws to the Correspondence Secretary, the Board shall select at least three (3) Association members, living within reasonable driving distance of one another, to serve as the Tally Committee, in the event that it becomes necessary to hold an election or vote on a proposed amendment to the Constitution and Bylaws, and count ballots. If the Board deems the logistics of the location of the Association's Membership unable to fulfill the needs of a Tally Committee, the Board reserves the right to use an outside third party, as one or all members of the Tally Committee, to insure an unbiased accounting of all votes. Alternately, the Board also reserves the right to use an electronic method of voting under the charge of the Tally Committee, in which case committee members need not be geographically within driving distance of each other. The Board shall name one member of this committee as Chairperson, who shall receive all of the mail-in ballots or the results of the electronic voting method and who shall report the results of the election to the Association's Correspondence Secretary. The members of the Tally Committee can also serve as members of the Nominating Committee.

Section 2.3. Candidates. The Nominating Committee shall nominate from among the eligible members of the Association one candidate for each office and director position on the Board of Directors and shall procure acceptance of each nominee. The nominating committee ensures nominees meet the criteria; attendance and skills/abilities to fulfill the duties of the position. The Committee shall present to the membership its slate of candidates for positions needing to be filled to the Correspondence Secretary no later than five (5) months prior to the Annual Meeting. The Correspondence Secretary shall present the list, including the full name of each candidate and the state in which the candidate resides, to the Membership via U.S. Postal Service or membership email, within two (2) weeks of receiving the list of candidates from the Nominating Committee, so that members may make additional nominations if they so desire.

Section 2.4. Additional Nominations. Additional nominations, including self-nominations of eligible members, may be made by a written petition addressed to the Correspondence Secretary and received at the Correspondence Secretary's regular physical or email address three (3) months prior to the Annual Meeting. The petition should be accompanied by a written acceptance of the nomination from each additional nominee.

- a) If no more than one valid nomination is received for any office by the Correspondence Secretary three (3) months prior to the Annual Meeting, then the Nominating Committee's slated candidate for that post shall be declared elected for that post at the time of the annual meeting. No balloting will be required.
- b) If one or more valid nominations are received by the Correspondence Secretary three (3) months prior to the Annual Meeting, the Correspondence Secretary shall mail to each member in good standing a ballot listing in alphabetical order all of the nominees for each position, together with an envelope addressed to the Chairperson of the Tally Committee. Ballots are to be mailed out two and half (2.5) months prior to the Annual Meeting. Alternatively, if the Board of Directors decides to use electronic voting, then the Correspondence Secretary will email or mail the instructions for electronic voting to the membership within the same time period, and the results of electronic voting are to be collected by the Chairperson of the Tally Committee. In either case, if a member is not able to receive an electronic ballot, a hard copy will need to be mailed to that member by the Correspondence Secretary.

Section 2.5. Counting The Ballots. Ballots must be returned by U.S. Postal Service or electronic voting service to the Chairperson of the Tally Committee no later than one and a half (1.5) months prior to the Annual Meeting. Ballots received after that date shall be regarded as invalid. As soon as practical after the voting is closed, the Chairperson of the Tally Committee shall set a meeting time and place convenient to all committee members, if applicable, for the Tally Committee to count the mail in ballots and/or review and calculate the electronic voting results. The Chairperson shall report the election results to the Association's Correspondence Secretary one and a half (1.5) months prior to the annual meeting. All ballots and the envelopes in which they were received shall be given to the Correspondence Secretary who shall keep them for one year, as part of the Association's official records. If electronic ballots were used, then all electronic files associated with that process will be forwarded to the Correspondence Secretary with the same requirement to maintain for official Association records.

Section 2.6. Election Results. Election results will be announced by the Correspondence Secretary at the annual meeting of the Association, as well as electronically, through email and the Association's message board, within seven (7) days after the annual meeting.

Section 2.7. Change of Officers and Board Members. The newly elected Officers and Board members shall take office at the conclusion of the annual meeting at which they were elected. Each retiring Officer and Board member shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

Article VI. Contracts, Loans, Checks.

Section 1. Contracts. The Board may authorize any Officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association.

Section 2. Loans. No loan shall be contracted on behalf of the Association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by the Association Treasurer or such agent or employee of the Association and in such a manner as shall from time to time be determined by the Board.

Article VII. Committees.

Section 1. Appointing Committees. The Board shall each year appoint such standing committees as needed to advance the operation of the Association or to aid the Board on particular projects. Such committees shall always be subject to the final authority of the Board.

Section 2. Terminating Committee Appointments. Any committee appointment may be terminated by majority vote of the full membership of the Board upon full written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

Article VIII. Discipline.

Section 1. Suspension from UKC. Any member who is suspended from the privileges of the UKC, shall be automatically suspended from the privileges of this Association for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Association or the breed. Written charges with specifications must be filed in duplicate with the Correspondence Secretary together with a deposit of \$150.00, which shall be forfeited if such charges are not deemed sustainable by the Board following a hearing. If the charges are sustainable, the complainant shall be refunded all but \$25.00 to cover postage fees. The Correspondence Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association or the breed. If the Board considers that the charges do not allege prejudicial conduct, the Board may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date for a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Correspondence Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the respondent may personally appear in his/her own defense and bring witnesses if he/she wishes.

Section 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and respondent shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and respondent, the Board may by a majority vote of those present suspend the respondent from all privileges of the Association for not more than six (6) months from the date of the hearing. If the Board deems that penalty insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the respondent's right to appear before his fellow members at the ensuing monthly Association meeting that considers the Board's recommendation. Immediately after the Board has reached a decision, its finding shall be put in written form and filed with the Correspondence Secretary. The Correspondence Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any. If it is found by the Board that the complainant lied or misrepresented the facts about the respondent, either in writing in the complaint, submitted evidence or at the Hearing, the complainant may also be subject to penalty by majority board vote.

Section 4. Expulsion. Expulsion of a member from the Association may be accomplished at the annual meeting of the Association following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article. Alternately, there could be a situation where the Board recommends expulsion following the Board hearing, but the six (6) month maximum limit to suspension would result in the member being fully reinstated for several months awaiting the expulsion process at the annual meeting. If, in this situation, the disciplinary issues are deemed a severe threat to the wellbeing of the club, a Special Association Meeting could be called, following the maximum suspension expiration, instead of waiting until the annual meeting for the expulsion process. The respondent shall have the privilege of appearing in his or her own behalf though no evidence shall be taken to this meeting (whether at the annual meeting or special membership meeting). The President shall read the charges, and the findings and recommendations, and shall invite the respondent, if present, to speak on his/her own behalf. The members shall then vote by secret written ballot if an in-person meeting, or an electronic ballot if a virtual meeting, on the proposed expulsion. A

two-thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

Article IX. Amendments.

Section 1. Proposing Amendments. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Correspondence Secretary signed by twenty (20) percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with the recommendations of the Board by the Correspondence Secretary for a vote at the general time of the annual election subsequent to the date when the petition was received by the Correspondence Secretary, or by Special Association Meeting if a vote earlier than Annual Meeting is desired.

Section 2. Publishing Proposed Amendments. Proposed amendments may be published in a newsletter with the recommendations of the Board and/or may be published electronically through the Association's message board or emailed to the membership. The Correspondence Secretary shall mail (or email) to each member in good standing a ballot listing all proposed amendments, together with an envelope addressed to the Chairperson of the Tally Committee (or directions for electronic voting). Ballots may, or may not be, mailed with a newsletter. The same ballot form may be used for proposed amendments as for the annual election of Officers. Alternatively, the same electronic voting process may be used for proposed amendments as that used for election ballots with the Tally Committee Chair receiving or retrieving the results of any electronic voting. In either case, if a member is not able to receive an electronic ballot, a hard copy will need to be mailed to that member by the Correspondence Secretary. If there isn't a need for an election-related ballot in any particular year, then a similar hard copy or digital voting process can be used for Proposed Amendments alone.

Section 3. Voting Procedures. Proposed amendments to the Constitution and Bylaws may be included on the same ballot used for the annual election of Board members, whether hard copy or electronic. Ballots, if done as part of election process, shall be returned, counted, and results announced in accordance with the procedures outlined in Article V, Sections 2.5 and 2.6. If there isn't a need for an election process in a particular year, then the specific time limit of the election process doesn't apply, as long as the voting is done in time for either the Annual Meeting or a Special Association Meeting (if applicable). The favorable vote of two-thirds of the members in good standing who return valid ballots within the specified time limit shall be required to effect such a proposed amendment. Voting may also be accomplished during the Annual or Special Association Meeting as long as the membership was notified that the voting will occur during one of these meetings and there is a quorum of 20 percent.

Section 4. UKC Approval: No amendment to the Constitution and Bylaws that is adopted by the Association shall become effective until it has been approved by the UKC.

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

Article XI. Order of Business.

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

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Treasurer
- Report of Correspondence Secretary
- Report of Membership Secretary
- Reports of committees
- Election of officers
- Unfinished business
- New business
- Adjournment

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

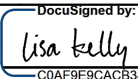
- Roll Call
- Minutes of last meeting
- Report of President
- Report of Treasurer
- Report of Correspondence Secretary
- Report of Membership Secretary
- Unfinished business
- New business
- Adjournment

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

Article XIII. Certification. We hereby certify that the foregoing Constitution and Bylaws constitute the Bylaws of the Association, duly adopted by its Board of Directors at a meeting properly noticed and held, and at which a quorum was present on 10 Feb 2026.

President


Name: Lisa Kelly _____

Signature:  _____
C0AF9E9CACB34F1...

Date: 2/14/2026 _____

Vice President

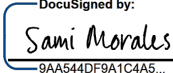
Name: Dani Qualheim

Signature:  Signed by: D92AA127618443D...

Date: 2/14/2026

Treasurer

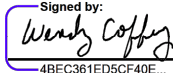
Name: Sami Morales

Signature:  DocuSigned by: 9AA544DF9A1C4A5...

Date: 2/14/2026

Membership Secretary

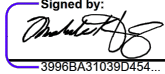
Name: Wendy Coffey

Signature:  Signed by: 4BEC361ED5CF40E...

Date: 2/14/2026

Correspondence Secretary


Name: Michele Harvey

Signature:  Signed by: 3996BA31039D454...

Date: 2/15/2026

Director At Large

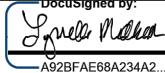
Name: Kathleen Esio-King

Signature:  Signed by: 1C6F80E78756470...

Date: 2/15/2026

Director At Large

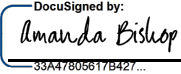
Name: Lynelle Mellecker

Signature:  DocuSigned by: A92BFAE68A234A2...

Date: 2/14/2026

Director At Large

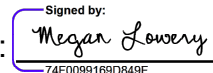
Name: Amanda Bishop

Signature:  DocuSigned by: 33A47805617B427...

Date: 2/14/2026

Director At Large

Name: Megan Lowery

Signature:  Signed by: 74F0099169D849F...

Date: 2/15/2026