

BY-LAWS OF NORTHERN CALIFORNIA ALASKAN MALAMUTE ASSOCIATION

ARTICLE I NAMES AND OFFICES

Section 1. NAME. The name of this corporation shall be NORTHERN CALIFORNIA ALASKAN MALAMUTE ASSOCIATION.

Section 2. PRINCIPAL OFFICE. The principal office for the transaction of the business of this corporation shall be at such address in Alameda County, State of California, as may be fixed by the Board of Directors. The Board of Directors is granted full power and authority to change the principal office from one county to another.

Section 3. OTHER OFFICES. The corporation may have such other offices as may, from time to time, be designated by the directors.

ARTICLE II MANNER OF OPERATION

The corporation shall be operated as a nonprofit corporation exclusively for the purposes set forth in the Articles of Incorporation. It is not intended as a profit-making organization, nor is it founded with the intention of making a profit, although some of its activities may be reflected in a pecuniary advantage to its members.

ARTICLE III MEMBERSHIP

Section 1. CLASSES OF MEMBERSHIP. There shall be regular, associate and junior members. Regular, associate and junior members shall pay dues fixed pursuant to these By-Laws. Associate and junior members shall have all the privileges of regular members except that of voting.

Section 2. REGULAR MEMBERS. Regular membership shall be open to any individual, eighteen years of age or older, who resides within the confines of Monterey, Fresno, and Mono Counties to the south, the California-Oregon border to the north, and California-Nevada border to the east, and the Pacific coast to the west, and who is in good standing with the American Kennel Club, subscribes to the purposes of this corporation, and owns or has a sincere interest in Alaskan Malamutes.

Section 3. ASSOCIATE MEMBERS. Associate membership is open to any individual over eighteen years of age, regardless of residence, who owns or has a sincere interest in Alaskan Malamutes.

Section 4. JUNIOR MEMBERS. Junior membership is open to any minor between the ages of eight and eighteen, regardless of residence, who is sponsored by at least one regular member and who expresses a sincere desire to belong to this corporation.

Section 5. ADMISSION TO REGULAR MEMBERSHIP. The procedure for admission to regular membership in the corporation shall be as follows:

a) **APPLICATION FORM.** Each applicant for regular membership shall apply therefore on a form approved by the Board of Directors and which shall provide that the applicant agrees to abide by these By-Laws and the rules of the American Kennel Club. The application shall also state the name, address, and telephone number of the applicant and, if registered, the name and American Kennel Club number of any Malamute owned by the applicant. The application shall also be endorsed by two regular members of this corporation

b) **DUES.** Dues for the current year shall accompany the application.

c) **PROCESSING THE APPLICATION.** An application for membership shall be filed with the Membership Chair, be published in the next Newsletter of the corporation, and read at the first membership meeting following its receipt. At this meeting the application should be presented to the members present.

d) **VOTE BY BOARD.** The Board of Directors shall vote upon the applicant at its next meeting by written ballot. An affirmative vote of three-fourths of the Board members present and voting shall be required to elect the applicant.

e) **OBJECTIONS BY MEMBERS.** A member shall have thirty days from the date of the affirmative vote of the Board of Directors accepting an applicant to object to the vote of the Board. Any objection shall be in writing and shall be filed with the Recording Secretary. If 10 percent of the regular membership submits written objections that are filed within the time above set out, the applicant shall not be accepted for membership.

f) RE-APPLICATION. Any applicant who has been rejected for membership, either by the Board of Directors or because of objections by members, shall not re-apply for membership until after six months from the date of rejection.

Section 6. ADMISSION TO ASSOCIATE MEMBERSHIP. The procedure for admission to Associate Membership shall be the same as for admission to regular membership as set out in Section 5 of this article.

Section 7. ADMISSION TO JUNIOR MEMBERSHIP. The procedure for admission to Junior Membership shall be the same as for admission to regular membership as set out in Section 5 of this article except that in addition the application form must contain a statement signed by the parent or legal guardian acknowledging that he/she has the knowledge and gives consent for the minor child to submit application for Junior Membership.

Section 8. TERMINATION OF MEMBERSHIP. Membership may be terminated by death, resignation, lapse, or expulsion.

Any member in good standing whose dues are fully paid may resign by written notice to the Corresponding Secretary, and the resignation shall be effective as of the date of the notice of the resignation. Membership may be considered as lapsed and automatically terminated if the dues of a member remain unpaid thirty days after February 1. The Board of Directors may, however, grant an additional grace period to a delinquent member in a meritorious case. Notwithstanding any termination of membership, all sums due to the corporation from any member shall remain a debt in favor of the corporation, and shall be enforceable against the member or the member's estate.

Dues shall be considered a debt as of February 1 within the meaning of this provision of the By-Laws. There will not be any refund of any portion of the dues paid for the current year.

Section 9. CHARGES AGAINST MEMBERS.

a) FORM AND FILING. Any member may prefer charges against another member for alleged misconduct prejudicial to the best interests of the corporation or the breed. Such charges shall be in writing and shall not be in the form of a general accusation but shall contain a specific statement of the alleged misconduct, and shall be filed with the Corresponding Secretary, accompanied by a deposit of one hundred dollars, which shall be retained by the corporation if such charges are not substantiated.

b) NOTICE OF HEARING. The Corresponding Secretary shall promptly notify the Board of Directors of the filing of charges, and the Board shall then meet and fix a date for a hearing, which shall not be less than three weeks or more than six weeks thereafter. The Corresponding Secretary shall immediately thereafter send a copy of the charges to the accused member by registered mail, together with a notice containing the time and place of the hearing, and a statement that the member may appear and testify in his/her own defense, be represented by counsel, and bring witnesses if he/she wishes.

c). HEARING. At the hearing, at which the entire Board of Directors shall be present, the complaining member may be represented by counsel if he/she desires. Hearsay evidence shall be admissible, but no charges shall be sustained on hearsay evidence alone, nor unless proved by a preponderance of the evidence. A vote of a majority of Board of Directors shall be necessary to sustain any charge against a member.

If the charges are sustained, the Board may suspend the member from all privileges of membership for not more than six months from the date of the hearing, or if it deems that punishment insufficient, it may, in addition, recommend to the membership that the member be expelled. Expulsion may be accomplished only in the manner provided by Section 10 of this Article. If the recommendation of the Board for expulsion is not voted by the membership, then the decision of the Board as to the member's suspension shall stand.

Immediately after the Board has reached a decision, its findings shall be put in writing and filed with the Recording Secretary, who will notify each of the parties of the decision.

Section 10. EXPULSION. The expulsion of a member may be accomplished only after a recommendation to that effect by the Board of Directors and at a regular meeting of the membership to be held not earlier than thirty days nor later than sixty days after the date of the recommendation of the Board.

The member proposed to be expelled may be present at such meeting, may be represented by counsel, shall be informed by the presiding officer of the charges and the recommendation of the Board, and shall be allowed to speak in his/her own behalf if he/she desires; however, no evidence shall be taken at the meeting. The members shall then vote by secret written ballot on the proposed expulsion. A two-thirds vote of the members present and voting shall be necessary for expulsion.

Section 11. ASSESSMENT OF MEMBERS. The Board of Directors shall have the right and power to levy special assessments upon the regular members for any corporate purpose, but no assessment shall be levied until after the same has been approved by a majority vote of the membership at a regular business meeting.

Section 12. RE-ADMISSION TO MEMBERSHIP.

a) RESIGNED MEMBERS. Any regular member who has resigned his membership and later wishes to be re-admitted to membership may do so by following the procedure set out in Section 5 of this Article.

b) LAPSED MEMBERS. Any regular member whose membership has lapsed because of failure to pay dues may re-apply for membership under Section 5 of this Article, provided that at the time of such application all dues previously owed by such member accompany the member's application.

c) **EXPELLED MEMBERS.** Any regular member whose membership has been terminated by expulsion may re-apply for membership under Section 5 of this Article, provided three years have elapsed since the date of the member's expulsion.

Section 13. DUES. Annual dues for regular, associate, and junior members shall be for the year beginning on February 1 and ending on the following January 31.

Dues for the ensuing year shall be fixed at the annual membership meeting and are payable on or before February 1.

Dues paid by new members applying after September 30th shall be applied toward payment of dues payable on February 1 of the ensuing year.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING. An annual meeting of the membership shall be held in the month of January of each year, beginning with the year 1971, for the purpose of selecting directors and officers and for the transaction of such other business as shall come before the meeting. The date, time, and place of such annual meeting shall be designated by the Board of Directors. Written notice of the meeting shall be mailed to the membership by the Corresponding Secretary at least ten days prior to the date of the meeting.

Section 2. REGULAR MEETINGS. Regular meetings of the membership shall be held within the geographical confines designated in Section 2 of Article III of these By-Laws not less than once every three months at a time and place to be designated by the Board of Directors. Written notice of each meeting shall be mailed to the membership by the Corresponding Secretary at least ten days prior to the date of the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the membership may be called by the President, or by a majority vote of members of the Board of Directors present and voting at any regular or special meeting of the Board, or by the Recording Secretary upon the receipt of a petition signed by twenty percent of the regular members in good standing.

A written notice designating the purpose of the meeting and the time and place thereof shall be mailed by the Corresponding Secretary to the membership at least five days and not more than fifteen days prior to the date of the meeting.

No other business other than that designated in the notice shall be transacted at a special meeting.

Section 4. QUORUM. The quorum for all membership meetings shall be twenty percent of the members in good standing.

Section 5. VOTING. Each regular member in good standing is entitled to one vote. Proxy voting shall not be allowed. In case of a tie vote, the presiding officer may vote, but shall not be required to do so.

ARTICLE V OFFICERS

Section 1. OFFICERS REQUIRED. The officers of this corporation shall be the President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. They shall hold office for one year and until their successors are elected.

Section 2. DUTIES OF THE PRESIDENT. The President shall be the chief executive officer of the corporation. He/she shall preside at all meetings of the membership and of the Board of Directors, shall supervise the work of all other officers and of all committees, and shall have such other duties as are prescribed by these By-Laws or shall be assigned by the Board of Directors or the membership.

Section 3: DUTIES OF THE VICE-PRESIDENT. In case of the death of the President or absence, disability, or refusal to act, the Vice-President shall assume the duties of the President. He/she shall have such other duties as may be prescribed by these By-Laws or as may be assigned from time to time by the membership or the Board of Directors.

Section 4: DUTIES OF THE RECORDING SECRETARY. The Recording Secretary shall keep a record of all meetings, both of the membership and the Board of Directors. In case of the absence of the President and Vice-President, he/she shall preside at all meetings. He/she shall have such other duties as are prescribed by these By-Laws or shall be assigned by the Board of Directors or the membership.

Section 4: DUTIES OF THE CORRESPONDING SECRETARY. The Corresponding Secretary shall conduct the correspondence of the corporation, shall notify officers and committee chairmen of their election or appointment to office, and shall notify new members of their election to membership. He/she shall also be editor of the monthly Newsletter. He/she shall have such other duties as are prescribed by these By-Laws or shall be assigned by the Board of Directors.

Section 5. DUTIES OF THE TREASURER. The Treasurer shall be the custodian of all monies or other property of the corporation. He/she shall collect and receive all monies due or belonging to the corporation and receipt therefore. He/she shall deposit all monies of the corporation in such bank as shall be satisfactory to the Board of Directors. He/she shall keep accurate books of account which shall at all times be open to inspection by any regular member and shall be examined by an independent contractor at least every third year. At each business meeting of the membership he/she shall render an account of all monies received and expended during the previous month, and at the annual meeting he/she shall render an account of all monies received and expended during his/her term of office. He/she shall have such other duties as are prescribed by these By-Laws or shall be assigned by the Board of Directors or the membership.

The Treasurer may be bonded in such sum as shall be determined by the Board of Directors.

Section 7. VACANCIES IN OFFICE. Any officer may resign at any time. Vacancies in office caused by death or resignation, except in the office of President, shall be filled by appointment of the Board of Directors. In case of a vacancy in the office of President, the Vice-President shall become President, and the Board of Directors shall appoint a Vice-President.

ARTICLE VI DIRECTORS

Section 1. NUMBER OF DIRECTORS. The number of directors shall be eleven until changed by an amendment of these By-Laws. Each director shall hold office for one year and until his/her successor is elected. The President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and immediate past president shall be members of the Board of Directors, together with five members chosen as directors by the members as provided in Article VII of these By-Laws.

Section 2. GENERAL POWERS. The affairs of the corporation shall be managed by the Board of Directors.

Section 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual membership meeting. The Board of Directors may provide for additional regular meetings to be held at a time and place to be designated by the Board.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or by the Recording Secretary upon receipt of a written request signed by at least three members of the Board. The person or persons authorized to call special meetings may fix the time and place for holding any special meeting called by them.

Section 5. NOTICE OF MEETINGS. No notice of the regular annual meeting shall be required other than that given by this Article of the By-Laws. Notice of the time and place of regular meetings shall be published in the monthly Newsletter. Notice of the time and place of special meetings shall be given to each member of the Board by the Corresponding Secretary by mail not less than five days prior to each meeting.

Notice of a special meeting shall state the purpose of such meeting, and no other business shall be transacted thereat.

Section 6. QUORUM. A majority of the Board shall constitute a quorum for the transaction of business.

Section 7. MANNER OF ACTING. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board unless the vote of a greater number of members is required by these By-Laws or by law.

Section 8. VACANCIES IN OFFICE. In case any director shall die, resign, or for any other reason be unable or fail to perform the duties of his/her office, or, in case the number of directors is increased by an amendment to these By-Laws, then the vacancy in office shall be filled by election by the remaining directors for the unexpired term of office at the first regular meeting following the creation of such a vacancy.

The Board is required to replace any officer or director who fails to attend three (3) consecutive regular Board meetings. At the third such consecutively missed meeting, the Board must declare that office vacant and appoint a successor as provided above.

ARTICLE VII ELECTION OF OFFICERS AND DIRECTORS

Section 1. NOMINATION. No person may be a candidate for office who has not been nominated. At the December

membership meeting there shall be open nominations from the floor for the officers and directors to be elected. No person may be nominated for more than one office, and no nomination can be made in any other way than as provided in this Article of the By-Laws.

The Corresponding Secretary shall contact each person nominated and secure his consent.

Section 2. FORM AND MAILING OF BALLOTS. At least ten days prior to the annual meeting the Corresponding Secretary shall mail a ballot with a "BALLOT" envelope to each regular member in good standing. The ballot shall contain the name of all candidates nominated for office and shall be prefolded as to fit into the "BALLOT" envelope. Such envelope must be signed by the eligible member.

Section 3. VOTING. At the annual meeting voting shall be the last order of business. The President shall appoint a committee of three inspectors for the purpose of counting the ballots, none of whom shall be a candidate for office.

Signed "BALLOT" envelopes may be presented to the Corresponding Secretary at the meeting.

Ballots may also be mailed to the Corresponding Secretary by members prior to the annual meeting in the signed, sealed envelope marked "BALLOT". Mailed ballots shall remain sealed until opened by the committee of inspectors. All "BALLOT" envelopes must have the signature of a regular member to be valid. The inspectors will verify the eligibility of the member to vote, remove the folded ballot, and deposit it in the sealed container provided for the purpose.

Each inspector shall tabulate the ballots. The candidate receiving the greatest number of votes for each office shall be declared elected. The total number of votes for each nominee shall not be announced, but furnished to him upon request. If no recount is requested and no objection is made after a request therefore, the President shall declare the election official and order the ballots to be destroyed.

Section 4. INDUCTION INTO OFFICE. The officers and directors shall take office immediately after the conclusion of the annual meeting, and each outgoing officer shall turn over to his/her successor all properties and records relating to his/her office within thirty days after the election.

ARTICLE VIII COMMITTEES

Section 1. APPOINTMENT. The Board of Directors may each year appoint standing committees to advance the work of the corporation in such matters as dog shows, trophies, annual prizes, membership, and other fields which may well be served by committees. The Board shall appoint a chairman of the membership committee who shall process applications for membership, submit them to the Corresponding Secretary for publication in the Newsletter of the corporation, and keep a roll of the membership containing the names, addresses, and telephone numbers of all members. He/she shall make this information available quarterly to the Board of Directors and once each year to the membership. Special committees may also be appointed by the Board of Directors to aid it in particular projects.

Section 2. TERMINATION OF COMMITTEE MEMBERSHIP. Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee, and the Board may appoint a successor to any person whose appointment has been so terminated.

Section 3. DISSOLUTION OF COMMITTEES. Any committee may be dissolved when the purpose for originating it has terminated.

ARTICLE IX LIABILITIES

Section 1. LIABILITY OF MEMBERS. Nothing herein shall constitute members of this corporation as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of this corporation. No member, officer, agent, or employee shall be liable for his acts or failure to act under these By-Laws, excepting only acts or omissions arising out of his own misfeasance.

Section 2. EXPENSES. Any expense incurred by any officer, member, or representative of this corporation, after prior authorization by the Board of Directors, shall be paid to such member or officer by the Treasurer from the funds of the corporation.

Section 3. DEBTS BY OFFICERS OR MEMBERS. No officer or member shall incur any debt in the name of the corporation, and this corporation shall not be responsible for any debt incurred by any officer or member, unless authority to do

so has been given by the Board of Directors and such authorization has been filed with the Recording Secretary.

ARTICLE X ORDER OF BUSINESS

At regular meetings of the membership and at meetings of the Board of Directors, the order of business, so far as the nature and character of the meeting will permit, shall be as follows:

1. Roll call.
2. Reading and approval of the minutes.
3. President's report.
4. Secretary's report.
5. Treasurer's report.
6. Committee reports.
7. Communications.
8. Election of new members.
9. Unfinished business.
10. New business.
11. Adjournment.

ARTICLE XI RULES OF ORDER

In all matters of procedure not provided for in these By-Laws, Roberts' Rules of Order shall govern as though fully set forth therein.

ARTICLE XII AMENDMENTS

Section 1. PROPOSAL OF AMENDMENTS. Amendments to these By-Laws may be proposed by the Board of Directors or by a written petition addressed to the Recording Secretary signed by twenty percent of the regular members in good standing.

Section 2. SUBMISSION TO MEMBERSHIP. Amendments proposed by petition shall promptly be considered by the Board and must be submitted to the members with the recommendation of the Board for a vote within three months of the date when the petition was received by the Recording Secretary.

Section 3. VOTE REQUIRED. The constitution and bylaws may be amended by a two-thirds vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least two weeks prior to the date of the meeting.

ARTICLE XIII FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of February and shall end on the last day of January of the next ensuing year.

ARTICLE XIV CORPORATE SEAL

The corporate seal shall be "Northern California Alaskan Malamute Association, Incorporated 1970".