

**BY-LAWS OF
NORTHERN CALIFORNIA IRISH WOLFHOUND CLUB**

a California Nonprofit Mutual Benefit Corporation

**ARTICLE I
NAME**

The name of this corporation is Northern California Irish Wolfhound Club, (“Corporation”).

**ARTICLE II
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of this Corporation shall be as designated in the Articles of Incorporation or as may from time to time be designated by the Board of Directors (the “Board”). The Board may change the location of the principal office. Any such change of location must be noted by the Secretary as an attachment to these by-laws, until such time as the by-laws are so amended.

SECTION 2. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**ARTICLE III
PURPOSES AND LIMITATIONS**

SECTION 1. GENERAL AND SPECIFIC PURPOSES

The purposes of the Corporation are for pleasure, recreation and other non-profitable purposes, including: to encourage and promote the breeding of pure-bred Irish Wolfhounds and to do all possible to bring their natural qualities to perfection; to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Irish Wolfhounds shall be judged; to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience, rally, and field trials; to conduct sanctioned and licensed specialty shows, obedience, rally, and field trials under the rules of The American Kennel Club; and to seek cooperative action among members, owners, breeders and exhibitors of Irish Wolfhounds in advancing the welfare of the breed and to cooperate with other breed clubs and associations in advancing the welfare of pure-bred dogs generally. (See Appendix A attached hereto.) The Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes described herein.

SECTION 2. LIMITATIONS

Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the described above. No part of the net earnings or assets of

the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or to the benefit of any individual.

ARTICLE IV DISSOLUTION AND DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to operate a non-profit social club to promote and foster interest in the breed of Irish Wolfhound dogs, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or member of this Corporation, or to the benefit of any individual.

The Corporation may be dissolved at any time by the written consent of not less than two-thirds of the members. Upon the winding up and dissolution of this Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes similar to this Corporation, and has established its tax-exempt status under Section 501(c) (7) of the Internal Revenue Code.

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c) (7) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (7) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

ARTICLE V MEMBERSHIP

SECTION 1. CLASSIFICATION

Subject to the by-laws, there shall be three types of membership open to all persons sixteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purpose of the Corporation:

- a.) Single;
- b.) Family defined as not more than two individuals sharing the same household;
- c.) Associate defined as a non-voting member, but receiving the Corporation's bi-monthly publication, The Hounds Bugle.

While membership is unrestricted as to residence, the Corporation's primary purpose is to be representative of the breeders, owners and exhibitors located in the Northern California region.

SECTION 2. ELECTION TO MEMBERSHIP

Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by the Corporation's by-laws, rules of the American Kennel Club, and the Corporation's Code of Ethics (attached hereto as Appendix B) for members. The application shall state the name and address of the applicant and it shall carry the endorsement of two non-related members of the Corporation. Accompanying the application, the prospective member shall submit dues payable for the current fiscal year. For any application for membership that is effective after the first six months of the Corporation's fiscal year the dues payable shall be reduced by 50% for that year only.

All applications are to be filed with the Membership Chairman and presented at the next meeting of the Corporation. Upon an affirmative vote of a majority of the Board the applicant will be accepted as a member. Applicants for membership who have been rejected by the Corporation may not re-apply within six months after such rejection.

SECTION 3. DUES

Each member of the Corporation shall pay dues, in amounts to be fixed from time to time by the Board, payable on or before the first day of the Corporation's fiscal year.

SECTION 4. VOTING RIGHTS

Each member in good standing whose dues are paid for the current fiscal year shall be entitled to one vote at the Annual Meeting of the Corporation at which the member is present, provided that each participant in a family membership as defined above shall be entitled to a separate vote. Associate members shall have no voting rights as referenced in Section 1 above. Proxy voting will not be permitted. Each member in good standing may attend any Board meeting and speak to any order of business, but shall have no voting rights other than at the aforementioned Annual Meeting or Special Meeting as set forth in Article VII, Section 3 herein.

SECTION 5. MEMBERS IN GOOD STANDING

Members who have paid the required dues in accordance with these by-laws, and who are not suspended or terminated shall be members in good standing with the Corporation.

SECTION 6. NON-LIABILITY OF MEMBERS

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligation of the Corporation.

SECTION 7. TERMINATION OF MEMBERSHIP

A membership shall terminate upon the occurrence of any of the following events:

- a.) Resignation by the member by written notice to the Secretary;
- b.) Expiration of the period of membership, unless the membership is renewed by the subsequent agreement of the Board and upon the renewal terms fixed by the Board;
- c.) The member's failure to pay dues as set by the Board within ninety (90) days after they are due and payable; or
- d.) Termination of membership based on the good faith determination by the Board or by a qualifying majority vote of the members present at a regular or special meeting that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

SECTION 8. SUSPENSION OF MEMBERSHIP

A membership may be suspended upon the occurrence of any of the following events:

- a.) Any member who is suspended from the privileges of The American Kennel Club shall be automatically suspended from the privileges of the Corporation for a like period; or

- b.) A good faith determination by the Board or by a qualifying majority vote of the members present at a regular or special meeting that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

A member that is suspended shall not be considered a member in good standing during the period of suspension.

SECTION 9. PROCEDURES FOR TERMINATION OR SUSPENSION OF MEMBERSHIP

- a.) Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Corporation or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with deposit of Fifty Dollars (\$50.00) which shall be forfeited if such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, 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 Corporation or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Corporation or the breed, it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the charged member may personally appear to defend the charges, and bring witnesses to the hearing.
- b.) Board Hearing. Both the member preferring charges and the member accused shall be treated uniformly. Should the charges be sustained, after hearing all the evidence and testimony presented, the Board may by a majority vote of those present suspend the member from all privileges of the Corporation for not more than six (6) months from the date of the hearing. In such case, the suspension shall not restrict the member's right to appear before the Corporation's fellow members at the ensuing Corporation Meeting which considers the Board's recommendation. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be termination. Within forty-eight (48) hours after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary shall notify each of the parties of the Board's decision and penalty, if any. The decision of the Board shall be final and binding.
- c.) Termination. Termination of a member from the Corporation may be accomplished only at a meeting of the Corporation following a Board hearing and upon the Board's recommendation above. Said proceedings may occur at a regular or special meeting of the Corporation to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of termination. The accused member shall have the privilege of appearing on their behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the accused member, if present to speak on their behalf. The meeting shall vote by secret written ballot on the proposed termination. A two-thirds vote of those present and voting at the meeting shall be necessary for termination. If termination is not voted, the Board's suspension shall stand.

ARTICLE VI DIRECTORS

SECTION 1. GENERAL CORPORATE POWERS

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations, in the articles of incorporation and these by-laws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. All Board members shall be eligible to vote at Board meetings.

SECTION 2. SPECIFIC POWERS

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- a.) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for Directors that are consistent with the law, with the Articles of Incorporation, and with these by-laws; and fix their compensation;
- b.) Change the principal office or the principal business office in California from one location to another, and designate a place for holding any meeting of the Board, all which must take place within one hundred (100) miles from the City Hall of San Francisco (which is located at 1 Dr. Carlton B. Goodlett Place) as referenced in Appendix C, attached hereto.
- c.) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. Notwithstanding the foregoing, the Board is not authorized to decide upon any expenditures or allocations of money received from any source totaling One Thousand Dollars (\$1,000) or more. The Board must obtain approval from the Corporation members during a regular or special meeting for expenditures in excess of said One Thousand Dollars (\$1,000). The expenditure limit may be changed by the Board from time to time.

SECTION 3. NUMBER OF DIRECTORS AND TERMS OF OFFICE

The Board shall be comprised of nine (9) members. Terms of office will be one year for the President, Vice-President, Secretary, and Treasurer, and two years for the five non-officer Directors. Three of the non-officer Directors are to be elected in odd-numbered years and two to be elected in even-numbered years. There are no term limits for Directors and Officers. The Directors and Officers must have been members in good standing with the Corporation for a minimum of twelve (12) months at the time of their election.

SECTION 4. VACANCIES

- a.) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall occur in the event of:
 - i) the death, disability, resignation, or removal of any director,
 - ii) the declaration by resolution of the Board of Directors of a vacancy of the

- office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections of the California Mutual Benefit Corporation Law,
- iii) a Director regularly fails to participate in attending Directors' meetings or otherwise actively fulfill the duties as a director on a continuing basis in which case a Director may be removed by a vote of a majority of the Directors then serving,
 - iv) automatically created by any elected Officer who misses two (2) consecutive meetings without due cause being reported to the President or Secretary, and
 - v) an increase of the authorized number of Directors.
- b.) Resignations. Except as provided in this paragraph any Director may resign, and the resignation shall be effective on giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- c.) Vacancies filled by Directors. The remaining Directors may elect a Director or Directors at any time to fill any vacancy.
- d.) Reduction in number of Directors. Any reduction of the authorized number of Directors shall not result in any Director's being removed before his or her term of office expires.

SECTION 5. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 6. INDEMNIFICATION

To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits of defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, and agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against them, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE VII MEETINGS

Meetings of the Corporation shall be held within one hundred (100) miles of the City of San Francisco as set forth in Article VI, Section 2.b. above

SECTION 1. ANNUAL MEETING

The Board shall hold an annual meeting for the purpose of organization, election of Directors and Officers, and the transaction of other business. Written notice of the meeting shall be mailed by the Secretary at least ten (10) days prior to the date of the meeting, specifying the date, time and location of the meeting. The quorum for the meeting shall be 10% of the members in good standing. Officers and Directors shall be elected by secret, written ballot from among those nominated in accordance with the by-laws. Those elected shall take office immediately upon the conclusion of the election and each retiring Officer shall turn over to their successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 2. ELECTIONS

The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for other positions on the Board who receive the greatest number of votes for such positions shall be declared elected.

SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or shall be called by the Secretary upon receipt of a petition signed by 10% of the voting members of the Corporation who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings, subject to Article VI, Section 2.b.) above. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days and not more than fifteen (15) days prior to the date of the meeting, and said notice shall state the purpose of the meeting. No business, other than the business set forth in the notice of the meeting, may be transacted at a special meeting. The quorum for such a meeting shall be 20% of the members in good standing.

SECTION 4. BOARD MEETINGS

- a.) Regular Meetings of the Board. Meetings shall be held at such places and on such dates as the Board shall designate as set forth in the by-laws. Written notice of each such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.
- b.) Special Board Meeting.
 - i) Authority to call. Special meetings of the Board for any purpose may be called at any time by the President, Vice-President, Secretary, Treasurer, or any two (2) Directors of the Board.
 - ii) Notice

Manner of Giving. Notice of the time and place of the Special Board Meeting shall be given to each Director by one of the following methods: a) by personal delivery or written notice; b) by first class mail, postage paid; c) by facsimile, email, or other electronic form of communication. Any such notice shall state the purpose of the meeting and no other business shall be transacted. All such notices shall be given or sent to the Director's address, facsimile number, or email as shown on the records of the Corporation.

Time Requirements. Written notice of the meeting shall be mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting, or if by facsimile, email or other electronic form notice shall be filed at least three (3) days and not more than five (5) days prior to the date of the meeting.

Quorum. A quorum for such a meeting shall be a majority of the Board.

- c.) Board Action Without Meeting. Any action of the Board may be taken without a meeting if all members of the Board shall consent. Written consent or consents shall be filed with the Minutes of the Board proceedings.

SECTION 5. WAIVER OF NOTICE

The transactions of any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a) a quorum is present, and b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 6. ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 7. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ARTICLE VIII COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS AND MEMBERS

The Board may each year appoint standing committees to advance the work of the Corporation in such matters as specialty shows, obedience, rally, field trials, trophies, annual prizes, membership and other fields which may well be served by committees. Said committees shall be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it in particular projects.

Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee and the Board may appoint successors to those persons whose service have been terminated.

Committees shall report to the Board as to their activities, recommendations and/or actions at the next regularly scheduled board meeting. Committee reports need not be in writing.

SECTION 2. MEMBERSHIP COMMITTEE

The Membership Chairman receives dues and shall notify new members of their election to membership, notify Officers and Directors of their election to office, and keep a roll of the members of the Corporation with their addresses, and carry out such other duties as are prescribed in these by-laws.

SECTION 3. NOMINATING COMMITTEE

A Nominating Committee shall be appointed to present candidates for Officers and Directors. During the fourth month of each of the Corporation's fiscal years, the Board shall select a Nomination Committee consisting of three (3) members in good standing, and one (1) Alternate. No more than one (1) Committee member shall be a member of the Board. The Secretary shall immediately notify the Committee members of their selection. The Board shall name a Chairman for the Committee and it shall be their duty to call a Committee meeting which shall be held on or before the first day of the sixth month of the Corporation's fiscal year.

- a.) The Committee shall poll the existing Directors to verify their continued expectation to serve as Directors. In addition the Committee shall poll the existing Directors to ascertain their desire to serve as Officers. First consideration for Officers will be given to those Directors who have served for a minimum of one year. Only if no current Directors are available to serve as Officers, should new nominees be considered for Officer positions. The Committee may send a notice to the general members (through the Secretary of the Corporation) to solicit those members in good standing who may be interested in being considered for nomination to the Board.
- b.) The Committee shall nominate one candidate or more for each office and for each Director position to be filled, and after consent of each person so nominated, shall immediately report their nominations to the Secretary in writing. In selecting nominees for the Board membership, the Committee shall use its best efforts to see that there will be appropriate Board representation of the interests of the following categories: breeding, exhibiting, coursing and obedience.
- c.) Upon receipt of the Nominating Committee's report the Secretary shall before the 15th day of the ninth month of the fiscal year notify each member in writing of the candidates so nominated
- d.) Additional nominations may be made, by a written document signed by five members in good standing received by the Secretary, together with a written expression of willingness to serve signed by the nominee or nominees in question, prior to the 10th day of the tenth month of the Corporation's fiscal year. The Secretary shall notify the membership of any such nominees prior to the 30th day of the tenth month of the Corporation's fiscal year.
- e.) No person may be a candidate for more than one position and the additional nominations which are provided for herein may be made only from among those members who have not been otherwise nominated by the Nominating Committee.
- f.) Persons serving on the Nominating Committee cannot nominate themselves or each other to Officer or Board positions.
- g.) Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICE IX OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS

The Club's Officers shall consist of the President, Vice-President, Secretary, and Treasurer. Each elected Officer shall have the title and authority, hold office for the period, and perform the duties specified herein.

- a.) The President shall preside at all meetings of the Corporation and of the Board, and shall have the duties and powers normally appurtenant to the office of the President in addition to those particularly specified in these by-laws.

- b.) The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity.
- c.) The Secretary shall keep a record of all meetings of the Corporation and of the Board and of all matters of which a record shall be ordered by the Corporation. He/she shall have charge of the correspondence, notify members of meetings, and carry out such other duties as are prescribed in these by-laws.
- d.) The Treasurer shall collect and receive all moneys due or belonging to the Corporation. He/she shall deposit the same in a bank designated by the Board, in the name of the Corporation. The books shall at all times be open to inspection of the Board and the condition of the Corporation's finances shall be reported at every meeting , and at the annual meeting an account of all moneys received and expended during the previous fiscal year shall be rendered. The Treasurer shall be bonded in such amount, if any, as the Board shall determine.

SECTION 2. CENSURE

All Officers and Directors of the Board shall be bound by the Code of Ethical Conduct attached hereto as Appendix D. All Officers and Directors owe a Fiduciary Duty to act solely in the best interest of the Corporation, free of any self-dealing, conflicts of interest, or other abuse of the principal for personal advantage. In the event that a Director or Officer is determined to have violated the by-laws of the Corporation, the Board with a majority vote may censure a Director or Officer for their breach of fiduciary duties. Said vote as a formal statement of disapproval shall not affect or limit the Corporation's abilities to suspend or terminate membership as set forth in these by-laws.

ARTICLE X AMENDMENTS

SECTION 1.

Amendments to the by-laws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2.

The by-laws may be amended by a two-thirds vote at any regular or special meeting called for the purpose at which at least twenty (20) votes are cast, 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. Alternatively, the by-laws may be amended by at least two-thirds of the votes cast by written ballots mailed to and received by the Secretary on or before the date specified in a written notice mailed by the Secretary to each member setting forth the proposed amendment and enclosing a ballot or ballots.

ARTICLE XI ORDER OF BUSINESS

SECTION 1.

At any meeting 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 Secretary
- e.) Report of Treasurer
- f.) Reports of Committees
- g.) Election of Officers and Board (at annual meeting)
- h.) Unfinished Business
- i.) New Business
- j.) Adjournment

SECTION 2.

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

- a.) Roll Call
- b.) Minutes of Last Meeting
- c.) Report of President
- d.) Report of Secretary
- e.) Report of Treasurer
- f.) Reports of Committees
- g.) Election of New Members
- h.) Unfinished Business
- i.) New Business
- j.) Adjournment