

# CONSTITUTION

## ARTICLE I - Name and Objects

**SECTION 1.** The name of the club shall be The Miniature American Shepherd Club of the U.S.A. Inc., hereafter referred to as the Club or MASCUSA.

**SECTION 2.** The objects of the club shall be:

- a) to encourage and promote quality in the breeding of pure-bred Miniature American Shepherds and to do all possible to bring their natural qualities to perfection;
- b) to encourage the organization of independent local specialty clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of The American Kennel Club;
- c) 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 Miniature American Shepherds shall be judged;
- d) to do all in its power to protect and advance the interests of the breed and to encourage sportsmanlike competition at dog shows, herding trials, obedience trials, agility trials, and all other club related activities;
- e) to conduct sanctioned matches, specialty shows, herding trials and tests, obedience trials, agility trials and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club;

**SECTION 3.** The club shall not be conducted or operated for profit and no part of any profits, or remainder or residue from dues or donations to the club, shall inure to the benefit of any member or individual.

**SECTION 4.** The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

# BYLAWS

## ARTICLE I - Membership

**SECTION 1. Eligibility.** There shall be five (5) types of membership open to all persons 18 years of age and older (except for juniors who are under 18 years of age) who are in good standing with The American Kennel Club and The Miniature American Shepherd Club of the U.S.A. Inc., and who subscribe to the purposes of this club.

- 1) Individual – Open to all persons eighteen years of age or older, residing in the United States and its territories and possessions. Individual memberships are entitled to one (1) vote and are eligible to hold office.
- 2) Household – Open to two (2) persons eighteen years of age or older residing in the United States and its territories and possessions and residing in the same household. Household memberships are entitled to two (2) votes and are each eligible to hold office, but not simultaneously.
- 3) Associate – Open to all persons 18 years of age or older, residing in the United States and its territories and possessions or in a foreign country. Associate members are eligible for discount registrations and memberships, if offered. These members are non-voting/non-office holding memberships.
- 4) Junior – Open to children between the ages of 9 and including 17 years of age and must be sponsored by at least one member in good standing. Junior memberships are non-voting/non office holding memberships and pay no dues. Junior membership may automatically convert to regular membership at the age of 18.
- 5) Honorary – An individual who has made significant contributions to the sport, breed or the club; honorary members pay no dues and are not eligible to vote; if the honorary member desires to vote or hold office they must pay dues as an individual or household member.

**SECTION 2. Dues.** The amount of annual dues shall be set by the Board and shall not exceed \$50.00 per year for Individual and Associate Membership (1Vote) and \$80.00 per year for Household Membership (2 Votes) and dues are payable on or before the 1st day of January of each year. If current dues are changed, the membership will be notified by the 1st day of November of each year. No member may vote whose dues are not paid for the current year. During the month of November, the Corresponding Secretary shall send a statement of dues for the ensuing year.

**SECTION 3. 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 these constitution and bylaws and the rules of The American Kennel Club and to receive club communications, surveys, and proxy ballots according to member status. The application shall state the name and address of the applicant(s). The applicant will be endorsed by two members in good standing. Accompanying the application, the prospective member(s) shall submit dues payment for the current year. The applicant's name and state (or country) of residence shall be published in the club's newsletter not later than the first issue of the following month and shall continue for a period of one full month of issues prior to any board vote on acceptance of membership. If the applicant(s) is not protested in writing before the first board meeting following these publications, the application will be voted on by the board. Applicants will be elected by secret ballot at any meeting of the board of directors or by secret vote of the directors by mail. Effective date of membership begins with the board vote of acceptance of the applicant. If the applicant is protested in writing, the Board will review and vote on the applicant(s) within 30 days of receiving the protest. An affirmative vote of 2/3 of the Board shall be required to elect an applicant. An application which has received a negative vote by the board may be appealed to the board by a current member in good standing within 60 days of the date notification was provided to the denied member. A proxy ballot, as described in Article IV, Section 4(d), will be sent

within 120 days of receipt of the appeal to all current members in good standing as of the date of the electronic vote or will be included in the next scheduled proxy vote if that vote has been scheduled within a time period not to exceed 180 days past receipt of the appeal. A favorable vote of 75% of the members participating in the proxy vote (a quorum being present) is required. Applicants for membership who have been rejected by the club may not reapply within 12 months after such rejection.

**SECTION 4. Termination of Membership.** Memberships may be terminated:

- a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary; but no member may resign when in debt to the club. Obligations other than dues are considered a debt to the club and must be paid in full prior to resignation.
- b) by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.
- c) by expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

## **ARTICLE II - Meetings**

**SECTION 1. Annual Membership Meeting.** The annual meeting of the club shall be held in the month of April, May, or June, in conjunction with the club's National specialty show if possible, at a place, date, and hour designated by the Board of Directors. Written notice of the annual meeting shall be published in the club's newsletter or by Board Bulletin at least 30 days prior to the date of the meeting. For any item requiring a vote, a proxy ballot shall be sent by U.S. mail in accordance with Article IV, Section 2. The quorum for members meetings shall be the presence in person or by proxy of 10% of the voting members in good standing. Approval of an item of business requires the vote of a majority of the votes cast in person or by proxy, a quorum being present.

**SECTION 2. Special Membership Meetings.** Special membership meetings may be called by the President or by a majority vote of the members of the board; or shall be called by the Recording Secretary upon receipt of a petition signed by 10% of the voting members of the club who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the board of directors. Written notice of such meeting shall be published in the club's newsletter and/or Board Bulletin at least 14 days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be discussed. The quorum for members meetings shall be the presence in person or by proxy of 10% of the voting members in good standing. Approval of an item of business requires the vote of a majority of the votes cast in person or by proxy, a quorum being present.

**SECTION 3. Board Meetings.** The first meeting of the board shall be held within 30 days after the elected officers and directors take office. Other meetings of the board of directors shall be held at such times and places or via telephone conference call, or video- conference, as are designated by the President or by a majority vote of the entire board. If the date for the next board meeting was not determined during the last board meeting, a fourteen day written notice should be provided to each member of the board prior to the date of the meeting. The quorum for a board meeting shall be a majority of the entire board. The phrase "entire Board" means the total number of directors entitled to vote which the club would have if there were no vacant director positions. Approval of an item of business requires the vote of a majority of the directors present, a quorum of the Board being present.

**SECTION 4. Board Business.** Any action required or permitted to be taken by the Board or any Committee of the Board may be taken without a meeting if all members of the Board or committee consent to the adoption of a resolution authorizing the action. Such consent may be written or by email. If written, the consent must be executed by the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If the transmission of the consent is sent email, it must be submitted with information from which it can reasonably be determined that the transmission was authorized by the Officer or Director. The resolution and the written consents will be confirmed by the Recording Secretary within seven (7) days and will be filed with the minutes of the proceedings of the Board or committee.

## **ARTICLE III - Directors and Officers**

**SECTION 1. Board of Directors.** The board shall be comprised of the officers and four directors, all of whom shall be members in good standing for a minimum of two (2) years, who are residents of the United States or its territories and possessions. They shall be elected for two-year terms as provided in Article IV, and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the board of directors.

**SECTION 2. Officers.** The club's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the board and its meetings.

- (a) The President shall preside at all meetings of the club and of the board, and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws. Also, once the two year term of office is expired, the immediate past President may sit on the Board for a period of one year in a non-voting, advisory capacity only and may attend any and all Board meetings.
- (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 Recording Secretary shall keep a record of all meetings of the club and the board, of all votes taken and of all matters of which a record shall be ordered by the board.
- (d) The Corresponding Secretary shall have charge of the correspondence, process memberships and renewals of memberships, notify new members of their election to membership, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members of the club with their addresses, and carry out such other duties as are prescribed in these bylaws. Membership roll shall be sent to any member in good standing, upon request, not more than once every club year. Any member using the membership roll for personal, financial gain

or disclosing the list to any individual or groups will be subject to charges for misconduct prejudicial to the best interests of the club.

(e) The Treasurer shall be the custodian of the funds, securities and property of the club and shall keep regular books of account. The Treasurer shall collect and receive all monies due or belonging to the club and shall deposit the funds in a financial account designated by the Board in the name of the club. The President and one other board member will serve as additional signors on all bank accounts, however only one signature shall be required on checks. The elected Officers handling moneys shall be bonded in such an amount as the Board of Directors shall determine. The Treasurer shall be responsible for filing all necessary IRS documents (unless other arrangements are made) as well as keeping all insurance policies up to date. Disbursements of \$1,000 or more shall be Board approved prior to release. The books shall at all times be open to inspection by the Board. The Treasurer shall reconcile the financial statement(s) monthly and archive the statements to the club's electronic archive system. The Treasurer shall report to the Board at least quarterly the condition of the club's finances, including a summary of payments received and expenditures made during the previous quarter or not before reported. The Treasury books shall be internally reviewed upon election or replacement of a Treasurer by two or more non-board members who will be appointed by the board.

**SECTION 3. Vacancies.** Any vacancies occurring on the board or among the officers during the year shall be filled until the next election by a majority vote of the members of the board, except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the board. The Corresponding Secretary shall notify the general membership of the Club by publication within 30 days of such appointment.

**SECTION 4. American Kennel Club Delegate.** The club shall elect, from its membership, a Delegate to the American Kennel Club, whose qualifications are consistent with the Constitution and Bylaws of the American Kennel Club. The Delegate shall be elected in the same manner as the Officers and Directors as described in Article IV and shall be a member in good standing for a minimum of two years at the time of nomination. The Delegate to the American Kennel Club is not a member of the Board although he/she can be elected as well and serve concurrently as an Officer or Director of the Board.

The Delegate is elected to a two year term and shall serve until his successor is elected and accepted by The American Kennel Club. Among other duties, it shall be the duty of the Delegate to attend the meetings of The American Kennel Club and represent the Club in accordance with the instructions of the Board of Directors. The Delegate shall report to the Club all actions and matters discussed at the AKC's quarterly meetings.

**SECTION 5. Club Property.** Any club member utilizing club-owned Property, in capacity as a member, an officer or representative, or a committee member, shall sign a "Property Agreement". The Recording Secretary shall maintain this agreement which signifies that all club property is owned by the club and shall be relinquished upon request by the majority vote of the board. Property refers to, but is not limited to, printers, software, computers, dog show equipment, and the like.

## **ARTICLE IV - The Club Year, Voting, Nominations, Elections**

**SECTION 1. Club Year.** The club's fiscal year shall begin on the 1st day of January and end on the last day of December. The elected officers and directors shall take office on July 1st and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after leaving office. The delegate shall take position after both election and acceptance of the delegate by the American Kennel Club.

**SECTION 2. Voting.** At the annual meeting or at a special meeting of the club, voting shall be limited to those members in good standing who are present in person or by proxy at the meeting. The election of officers, directors, and delegate to AKC, amendments to the constitution and bylaws, and the standard for the breed shall be decided by written proxy ballot cast by mail-in accordance with AKC policy and state law. The Board of Directors may decide to submit other specific questions for decision of the members by written proxy ballot cast by mail. Unless otherwise specified in these bylaws, the outcome of any vote, written or otherwise, shall be determined by a simple majority of those participating, a quorum being present at the meeting at which the votes are cast.

**SECTION 3. Election.** The election of officers, directors and delegate to the American Kennel Club, who may be, but need not be, an officer or director of the club, shall be conducted by secret ballot. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time the vote is counted, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III, Section 3.

**SECTION 4. Nominations and Ballots.** No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. No person shall be a candidate for more than one position except for the position of Delegate to the American Kennel Club, and a candidate for any position must be a member in good standing for a minimum of two years prior to nomination. A Nominating Committee shall be chosen by the board of directors on or before January 1st. The committee shall consist of three members in good standing, no more than one of whom may be a member of the current board of directors. The committee shall select a chairman. The Nominating Committee may conduct its business by mail, telephone or other electronic means.

(a) The Nominating Committee shall nominate from among the eligible members of the club, one candidate for each office and for each position on the board of officers, directors, and delegate to the American Kennel Club and shall procure the acceptance of each nominee so chosen. The committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the board no later than February 1st. The board shall publish the list, including the full name of each candidate and the name of the state in which he resides, in the next club newsletter so that additional nominations may be made by the members if they so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Recording Secretary and postmarked on or before March 1<sup>st</sup>. The petition for one specified position must contain the original signatures of five members in good standing and must be accompanied by the written and signed in ink acceptance of the nomination by each such additional nominee signifying his/her willingness to be

a candidate.

(c) If no valid additional nominations are postmarked on or before March 1st, the Nominating Committee's slate shall be submitted to the members at the annual meeting for election. If one or more valid additional nominations are postmarked on or before March 1st, the list of all nominated candidates shall be provided to the members for voting as stated in section (d).

(d) A proxy ballot listing all of the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a return envelope addressed to the designated professional firm and bearing the name of the member to whom it was sent, shall be mailed on or before April 1<sup>st</sup> to each member in good standing, or in accordance with AKC policy and state law. The proxy ballot must be signed by the member, but to ensure anonymity of the voter and vote, the designated independent professional firm will seal the votes in an envelope not to be opened and will certify the tally of the vote. When the proxy ballot is received in accordance to AKC policy and state law, the designated independent professional firm, shall check the returns against the list of members whose dues are paid for the current year and shall certify the eligibility of the voters as well as the results of the voting, which shall be announced through a board bulletin. Notice with such ballot shall specify a date not less than 30 days after the date postmarked or date sent in accordance with procedures for electronic balloting, by which date the ballots must be returned to the designated professional firm to be counted. The outcome of the board election shall be determined at the annual meeting by a simple majority of the members in good standing who cast their votes during the meeting added to the returned valid proxy ballots within the time limit to the independent professional firm.

(e) Nominations cannot be made in any manner other than as provided above and cannot be made at the annual meeting in any other manner than as provided above.

## ARTICLE V – Committees

**SECTION 1. Appointment.** The board may each year appoint committees to advance the work of the club in such matters as conformation events, performance events, companion events, awards, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the board. Special committees may also be appointed by the board to aid it on particular projects. Committees shall be either Committees of the Board (for example, an Executive Committee or Audit Committee), whose members must consist solely of three or more directors, or Committees of the Club, whose members need not be directors. Only Committees of the Board may exercise the authority of the Board, and only to the extent delegated by the Board and allowed by law.

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

**SECTION 3. Committee Meeting Procedures.** Each committee will keep regular minutes of its proceedings and report its actions to the Board. The Board shall select a chairperson for each committee. The chairperson of the committee shall establish the procedural rules for committee meetings and determine the time and place of meetings and the manner of sending notices of meetings to committee members, all subject to any contrary procedural rules established by the Board.

## ARTICLE VI – Discipline

**SECTION 1. American Kennel Club Suspension.** Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club 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 club or the breed. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a deposit of \$250, which shall be forfeited if such charges are not sustained by the board or a committee following a hearing. Disciplinary hearings may be held via teleconference in accordance with Article II Section 3 of these bylaws. The Recording Secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting, and the board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the club or the breed. If the board considers that the charges do not allege conduct which would be prejudicial to the best interests of the club or of 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 or a committee of not less than three members of the board, not less than three (3) weeks nor more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by certified mail (return receipt requested) together with a -notice of the hearing stating that the defendant is required to attend and may bring witnesses, if he/she wishes. Also, the Recording Secretary shall promptly send the complainant notice of hearing stating that the complainant is required to attend and may bring witnesses, if he/she wishes. The Board itself may prefer charges against a member for cause, in which case it shall provide written charges with specifications to the Recording Secretary, who shall promptly send a copy of the charges to the accused member by certified mail (return receipt requested), with a notice of the hearing as set forth above.

**SECTION 3. Board Hearing.** The board or board committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. If the defendant fails to attend the hearing at the appointed time as directed, the hearing shall proceed without him/her. However, in the case of a member-initiated charge, if the complainant, unless excused by the Board, fails to attend at the appointed time as directed, the charges against the defendant will be dropped and the complainant will forfeit his deposit. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the board or board committee may by a majority vote of those present reprimand or suspend the defendant from all privileges of the club for not more than six (6) months from the date of the hearing or until the next annual meeting if that will occur after six (6) months. And, if it deems the punishment insufficient, it may also recommend to the membership that the punishment be expulsion. In such case, the suspension shall not restrict the

defendant's right to appear before his/her fellow members at the ensuing club meeting, which considers the recommendation of the board or board committee. Immediately after the board or board committee has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

**SECTION 4. Expulsion of Member.** Expulsion of a member from the club may be accomplished only at a meeting of the club following a hearing and upon the board's or board committee's recommendation as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the board's finding and recommendation, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The members shall then vote by secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting, a quorum being present, shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

**SECTION 5. Discipline of Board Member.** Should charges be filed by, or against a member of the Board of Directors, said board member shall excuse themselves from further Board of Directors discussion and decision in this action.

**SECTION 6. Reinstatement.** Any member who has been expelled may be reinstated after one year. A petition for reinstatement may be sent to the board, signed by five members in good standing within one year, but not earlier than six months, of the date of expulsion, and must be accompanied by the written permission of the expelled member. A proxy ballot, in accordance with AKC policy and state law, will be sent within 120 days of receipt of the petition to all current members in good standing as of the date of the proxy vote or will be included in the next scheduled proxy vote if that vote has been scheduled within a time period not to exceed 180 days past receipt of the appeal. A favorable vote of 75% of the voting members participating in person or by proxy ballot at the meeting is required. Reinstatement is available one time only and will not be considered if the member is expelled again after such reinstatement.

## ARTICLE VII - Amendments

**SECTION 1. Proposals.** Amendments to the constitution and bylaws and to the standard for the breed may be proposed by the board of directors or by written petition addressed to the Recording Secretary signed by 20% of the voting membership in good standing. Amendments to the constitution and bylaws, proposed by such petition shall be promptly considered by the board of directors and must be submitted to the voting members with recommendations of the board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary. Proposed amendments to the standard for the breed must be submitted with recommendation of the board to the members by the Recording Secretary for a member vote following the procedures established by the AKC Board of Directors.

**SECTION 2. Amendments.** The constitution and bylaws may be amended at any time and the standard for the breed may be amended according to AKC policies provided a copy of the proposed amendment has been mailed by the Recording Secretary to each voting member in good standing on the date of mailing, accompanied by a proxy ballot on which a choice for or against the action to be taken shall be indicated. Dual-envelope procedures described in Article IV, Section 4(d) shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date postmarked or date sent in accordance with procedures for proxy balloting, by which date the ballots must be returned to the Recording Secretary or designated independent professional firm to be counted. The favorable vote of 2/3 of the voting members in good standing who cast their votes in person or by proxy, at a members meeting at which a quorum (as specified in Article II, Section 1) is present, shall be required to effect any such amendment.

**SECTION 3. American Kennel Club Review.** No amendment to the constitution and bylaws or to the Standard for the breed that is adopted by the club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

## ARTICLE VIII - Dissolution

**SECTION 1. Dissolution.** The club may be dissolved at any time by the written consent of not less than 2/3 of the voting members in good standing. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club its property and assets shall be given to a tax-exempt organization for the benefit of dogs selected by the board of directors.

## ARTICLE IX - Order of Business

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

Roll Call

Minutes of the last meeting

Report of President

Report of Secretary

Report of Treasurer

Reports of Committees

Election of Officers, Directors and Delegate to the AKC

(at the annual meeting)

Election of New Members

Unfinished Business  
New Business  
Adjournment

**SECTION 2. Order of Business at 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  
Reading of minutes of last meeting  
Report of Secretary  
Report of Treasurer  
Reports of Committees  
Election of New Members  
Unfinished Business  
New Business  
Adjournment

## ARTICLE X - Parliamentary Authority

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

## ARTICLE XI – Indemnification of Directors and Officers

**SECTION 1. Right of Indemnification.** The club will indemnify any person who is made, or is threatened to be made, a party to an action or proceeding by reason of the fact that he or she (or his/her testator or intestate) was a director or officer of the club. Such indemnification will be in accordance with and to the fullest extent permitted by the New York Not-For-Profit Corporation Law or other applicable law, as such law now exists or is subsequently adopted or amended. It will apply to any action or proceeding or related appeal, whether criminal, civil, administrative or investigative, and will apply regardless of whether the director or officer is in office at the time of the action or proceeding. However, the club will indemnify a director or officer in connection with an action or proceeding initiated by that director or officer only if the action or proceeding was authorized by the Board.

**SECTION 2. Advancement of Expenses.** The club may pay expenses incurred by a director or officer in connection with an action or proceeding described in Section 1 of this Article in advance of the final disposition of that action or proceeding. Such advances may be paid only if (a) the director or officer agrees in a signed writing to repay the advance if he or she is ultimately found not to be entitled to indemnification, and (b) the advance is approved by the Board acting by a quorum consisting of directors who are not parties to the action or proceeding or, if such a quorum is not obtainable, then by vote of a majority of the entire Board. To the extent permitted by law, the Board may advance expenses under this provision without having to find that the director or officer met the applicable standard of conduct required for indemnification.

**SECTION 3. Availability and Interpretation.** To the extent permitted under applicable law, the rights provided in Sections 1 and 2 of this Article: (a) will be available with respect to events occurring prior to the adoption of this Article; (b) will continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment; (c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or his/her testator or intestate), on the basis of applicable law in effect at the time the rights are claimed; and (d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the club and the director or officer seeking such rights were parties to a separate written agreement.

**SECTION 4. Other Rights.** The rights provided in Sections 1 and 2 of this Article are not exclusive of any other rights to which a director or officer of the club or other person may now or subsequently be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board or an agreement providing for such indemnification; the creation of such other rights is expressly authorized. Without limiting the generality of this section, the rights provided in Sections 1 and 2 of this Article are not exclusive of any rights, pursuant to statute or otherwise, of a director or officer or other person to have his or her costs and expenses in an action or proceeding assessed or allowed in his or her favor, against the club or otherwise.

**SECTION 5. Severability.** If this Article or any part of it is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article will remain fully enforceable. Any payments made pursuant to this Article will be made only out of funds legally available for such payments.

### HISTORY

AKC pre-approval for membership vote on  
\_\_March 26, 2020\_\_.  
Voted and approved by the membership  
\_\_May 25, 2020\_\_.