

BYLAWS OF
BAY AREA CAVALIER KING CHARLES SPANIEL CLUB, INC.,
A California Nonprofit Public Benefit Corporation

ARTICLE I. - CORPORATE NAME AND PROVISIONS

SECTION 1. Name and Business Office. The name of this corporation is BAY AREA CAVALIER KING CHARLES SPANIEL CLUB, INC.

SECTION 2. General and Specific Purposes

- (a) This is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes.
- (b) The purpose of the corporation is:
 - (1) to encourage and promote quality in the breeding of purebred Cavalier King Charles Spaniel dogs and to do all possible to bring their natural qualities to perfection;
 - (2) to urge members and breeders to accept the standard of the Cavalier King Charles Spaniel as approved by the American Kennel Club as the only standard of excellence by which Cavalier King Charles Spaniel dogs shall be judged;
 - (3) to do all in its power to protect and advance the interests of purebred Cavalier King Charles Spaniel dogs by encouraging sportsmanlike competition at dog shows, obedience trials, and related events;
 - (4) to conduct sanctioned matches, dog shows, obedience trials, and related events under the rules of the American Kennel Club.

SECTION 3. Limitations. The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax exempt status under either Section 501(c)(3) or 501(c)(4) as applicable, for the benefit of dogs.

SECTION 4. Construction and Definitions. These bylaws are subject to and governed by California Nonprofit Laws and the Articles of Incorporation of the Bay Area Cavalier King Charles Spaniel Club. In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the California Nonprofit Laws, the California Nonprofit Laws will be controlling.

SECTION 5. Revisions. The members of the club may from time to time revise such bylaws as may be required to carry out these purposes.

ARTICLE II. - MEMBERSHIP

SECTION 1. This corporation shall have four types of membership, two of which are open to all persons 18 years of age and older who are in good standing with the American Kennel Club and who subscribe to the purposes of this corporation. Two additional types are Junior and Honorary, as defined below.

(a) Regular Membership is open to persons 18 years or older who are residents of the United States and who own or whose immediate household member owns a Cavalier King Charles Spaniel. Regular members shall be entitled to all rights and privileges of the corporation including the right to vote, hold office, and be counted in a quorum.

(b) Associate Membership is open to all persons who are interested in Cavalier King Charles Spaniels but who do not satisfy the requirements for regular membership. Associate members shall be entitled to all privileges of the corporation except that they shall not be permitted to vote, hold office, or be counted in a quorum.

(c) Junior Membership is open to children who are between 9 and 17 years of age, who are interested in the Cavalier King Charles Spaniel, who are in good standing with the American Kennel Club, and who display a sincere and continuing interest in bettering the breed. Junior members shall not be permitted to vote, hold office, or be counted in a quorum. Junior membership may convert to associate membership at age 18.

(d) Honorary Membership may be conferred in special circumstances to an individual or individuals having shown meritorious service to the club. This title shall be conferred by two-thirds (2/3) vote of the board of directors at a regular meeting of the board. Honorary members do not pay dues, vote, or hold office. Honorary members can maintain regular membership if they pay dues.

Membership shall not be restricted by geographical area of residence. However, the corporation's primary purpose is to be representative of Cavalier King Charles Spaniel breeders, owners, and exhibitors residing in the Greater San Francisco Bay Area of California.

This corporation may refer to persons of the associate class as "members," even though those persons are not voting members as set forth in Article II, Section 1(a) above of these bylaws.

Those members who have paid the required dues in accordance with these bylaws, who are not suspended, and are in good standing with The American Kennel Club shall be members in good standing. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

SECTION 2. Dues

(a) Each member must pay dues within the time and on the conditions set by the board. Membership dues shall be established by recommendation of the board, with subsequent approval by a vote of the membership. Family membership may be offered to two or more members residing at the same address with total dues being less than those for two individuals as established by the board and approved by a vote of the membership. No dues will be required for junior or honorary members.

(b) During the month of November, the treasurer shall send a dues notice to each member for the ensuing fiscal year. Dues shall be payable on or before January 1. No member may vote whose dues are not paid for the fiscal year.

(c) Applications for membership accepted during the months of November and December shall be considered paid for those months as well as for the ensuing year.

SECTION 3. Election to Membership

(a) Each applicant for membership shall apply on a form, approved by the board, which shall provide that the applicant agrees to abide by the Articles and Bylaws of the corporation as well as the rules of the American Kennel Club. The application shall state the name and address of the applicant, and it shall carry the endorsement of two regular members in good standing and shall indicate two required BACKCSC general meetings the applicant has attended within the past 12 months. The prospective member shall submit dues payment for the current year along with the application.

(b) All applications are to be filed with the membership chairperson. The membership chairperson shall present completed applications to the board for reading and action at the first board meeting following receipt. The corresponding secretary shall record upon the application the board's recommendation. The application is to be submitted for action at the following membership meeting. Election shall require affirmative votes by two-thirds (2/3) of the voting members present, and the vote shall be by secret ballot.

(c) Applicants rejected by the corporation may not reapply within six months after such rejection.

SECTION 4. Termination of Membership

Membership may be terminated on the occurrence of any of the following events:

(a) Resignation: Any member may resign from the club upon written notice to the corresponding secretary. At the time of resignation, all corporation properties must be returned.

(b) 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 whose dues are unpaid as of the date of the meeting be entitled to vote at any club meeting

(c) Expulsion: A member may be expelled under Article VII, Section 4 of these bylaws, based on the good faith determination by the board that the member has failed in a material and serious degree to observe the corporation's rules of conduct prejudicial to the purposes and interests of the corporation.

A person whose membership is suspended shall not be a member during the period of suspension.

ARTICLE III. - MEETINGS AND VOTING

SECTION 1. Club Meetings

(a) Place of Meeting: All meetings of the members shall either be held at any place within the greater San Francisco Bay Area of California or be held by video conference or telephone conference. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another, and all such members shall be deemed to be present in person

at such meeting. If a secret ballot is necessary during a telephone conference or video conference meeting, the details for electronic voting will be provided in the meeting notice.

(b) General Meetings: General meetings of the club shall be held at least six times per calendar year.

(c) Notice Requirements for Members' Meetings: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member in the manner approved by the member. The notice shall specify the place, date, and hour of the meeting, and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for general meetings, those matters that the board, at the time notice is given, intends to present for action by the members, but except as provided in Subsection (d) below of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which the board of directors is to be elected shall include the names of all persons who are nominees when notice is given.

(d) Quorum

(1) General Meetings: The quorum for general meetings shall be twenty percent (20%) of the current voting members present, provided, however, that if those present in person constitute less than one third of the voting power, the only matter that may be voted on are those of which notice of their general nature was given under the first and second sentences of Subsection 1(c) above of these bylaws.

(2) Special Club Meetings: The quorum for such meetings shall be 20 percent of the eligible voting members in good standing. Non-voting members do not count towards the determination of a quorum.

(3) Loss of Quorum: Subject to Subsection (d)(1) above of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(4) Action Without A Meeting. Action by Unanimous Written Consent: Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(e) Record Date Of Notice, Voting, Written Ballots, And Other Actions

(1) Record Date Determined By Board: For purposes of determining the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. The record date so fixed

- (i) for a notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;
- (ii) for voting at a meeting shall not be more than 60 days before the date of the meeting; and
- (iii) for any other action shall not be more than 60 days before that action.

(2) Record Date Not Determined By Board: For purposes of determining the members entitled to vote at the

meeting shall be the day on which the meeting is held.

(3) Members of Record: For purposes of Subsections (e)(1) and (e)(2) record date items of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

SECTION 2. Special Membership Meetings

(a) A special meeting of the members for any lawful purpose may be called at any time by the board or the president or a majority vote of the members of the board who are present and voting at any regular or special meeting of the board and shall be called by the corresponding secretary upon receipt of a petition by five percent or more of the members in good standing.

(b) A special meeting called by any person (other than the board) entitled to call a meeting shall be called by a written request specifying the general nature of the business proposed to be transacted and submitted to the president or corresponding secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after the receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

(c) No business, other than the business of the general nature set forth in the notice of the meeting, maybe transacted at a special meeting.

SECTION 3. Meetings of the Board of Directors

Regular Meetings of the Board of Directors (board): Board of directors meetings shall be held within the designated meeting area from time to time by mutual agreement of the board. The board may establish the time and place of regular meetings by resolution. Written notice of such a regular meeting shall be mailed at least five days prior to the date of the meeting; however, the five-day notice requirement may be waived by unanimous board consent either in writing or by email.

Telephone Conference: Any board meeting, regular or special, may be held by telephone conference, video conference, or similar communication equipment, so long as all board members participating in the meeting can hear one another, and all such board members shall be deemed to be present in person at such meeting.

(a) Presiding Officers: Meetings of the board shall be presided over by the president of the corporation or, in his/her absence, by the vice president, if any, or in the absence of both, by a chairperson chosen by a majority of the board present. The recording secretary of the corporation or, in his/her absence, any board member appointed by the presiding officer shall act as secretary of the meeting of the board.

(b) Board Action: Every act or decision done or made by a majority of the board members present at a meeting duly held at which a quorum is present is the act of the board, and hence of the corporation, unless the Articles or these bylaws require a greater number or otherwise provide.

(c) Quorum: A majority of the board members then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, no business shall be transacted, and the only motion may be to adjourn.

SECTION 4. Special Board Meetings

Special meetings of the board may be called at any time by the president and shall be called by the corresponding secretary upon receipt of a written request signed by at least three members of the board. Written notice of such meeting shall be given at least five days and not more than 10 days prior to the meeting. Special meetings of the board shall be held within the designated meeting area at such place, date, and hour as may be designated by the person authorized to call such meeting. However, the five-day notice requirement may be waived by unanimous board consent either in writing or by email.

SECTION 5. Voting By Members

- (a) **Eligibility to Vote:** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting shall be the members in good standing whose dues are paid for the current year. Each eligible member shall be entitled to one vote on each matter submitted to a vote of the members.
- (b) **Manner of Casting Votes:** Voting may be by voice or by ballot, except that any election of directors for any position with more than one person nominated or election of members must be by secret ballot. Electronic balloting is approved for secret ballots when the meeting is held by tele conference or video conference.
- (c) **Approval by Majority Vote:** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members.
- (d) **Proxies:** There shall be no proxy voting.

ARTICLE IV. – OFFICERS AND DIRECTORS

SECTION 1. Board of Directors: The board shall be comprised of seven members. The five officers consist of the president, vice president, recording secretary, corresponding secretary, and treasurer. There are two directors. All shall be regular members in good standing. All board members shall be elected in accordance with the provisions of Article V of these bylaws for nomination and election. Directors shall be elected for a two-year term and shall serve out their terms in accordance with these bylaws until their successors are installed.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

SECTION 2. Officers. The officers of the corporation shall be a president, a vice president, a recording secretary, a corresponding secretary, and a treasurer who shall serve in their respective capacities both with regard to the corporation and its meetings and the board and its meetings. Any individual who is a member of the board of directors of this corporation is qualified to be an officer hereof. Election of officers and directors shall be by the procedures set forth in Article V of these bylaws.

- (a) The president shall be the chief executive officer of the corporation and shall in general, subject to the control of the board of directors, supervise and control the affairs of the corporation. The president shall preside at all meetings and perform all duties incident of his/her office and such other duties as may be required by law, by the Articles of this Corporation, or by these Bylaws, or which may be assigned to him from time to time by the board of directors.
- (b) The vice president shall assume the duties of the president when necessitated by the absence, death or incapacity of the president.

The recording secretary shall be the designated secretary of the corporation in accordance with Section 5213 of the California Corporations Code and shall perform the following specific duties:

- (1) Keep at the principal office of the corporation the original or a copy of its bylaws as amended to or otherwise altered to date, and keep the original or a copy of the Articles as amended to date;
 - (2) Keep at the principal office of the corporation a book of minutes of all meetings of the board, recording therein the time and place of holding, whether regular or special, and if special, how authorized, notice thereof given, the names of those present at board meetings, and the proceedings thereof;
 - (3) Be a custodian of the records.
- (c) The corresponding secretary shall conduct the corporation's correspondence in accordance with procedures established by the board and perform any other duties assigned to him/her from time to time by the board in addition to the following specific duties:
- (1) See that all notices are duly given in accordance with the provisions of these bylaws or as may be required by law;
 - (2) Keep at the principal office of the corporation a book containing the name and address of any persons designated "members" of the corporation;
 - (3) Notify newly elected members, officers, and directors of their election.
- (d) The treasurer shall:
- (1) Have charge and custody of, and be responsible for, all funds and property of the corporation, and deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected by the board;
 - (2) Receive, and give receipt for, money due and payable to the corporation from any source whatever;
 - (3) Disburse or cause to be disbursed the funds of the corporation as may be directed by the board, taking proper vouchers for such disbursements; keep and maintain adequate and correct accounts of the corporation's property and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, and report at each meeting changes since the prior report to a meeting;
 - (4) Exhibit at all reasonable times to any board member, his/her agents or attorney, on written demand therefore, the books of account and financial records of the corporation;
 - (5) Render to the president and board whenever requested an account of any or all of the transactions as treasurer and of the financial condition of the corporation;
 - (6) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report and including a balance sheet as of the end of the fiscal year; an operating (income) statement for the fiscal year; and a statement of changes in financial position for the fiscal year.
 - (7) Any applicable reports of independent accountants shall accompany the above items, or, if there are no such

reports, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.

(8) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of this Corporation, or by these bylaws, or which may be assigned to him/her from time to time by the board.

(9) If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his/her office and for restoration of the corporation of all of its books, papers, vouchers, money and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement or removal from office. Payment for such bond shall be borne entirely by the corporation.

SECTION 3. Vacancies

(a) Any vacancies occurring on the board or among the offices during the year shall be filled until the next annual election by the majority vote of all the then members of the board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose; 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 the vice president shall be filled by the board.

(b) A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of any of the following:

(1) the death, resignation, or removal of a board member;

(2) an increase of the authorized number of officers or directors;

(3) the declaration by resolution of the board of a vacancy in the office of a board member who has been declared of unsound mind by an order of the court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;

(4) the vote of the members, or if the corporation has fewer than 50 members, the vote of a majority of all members, to remove any board member(s).

Removal of a board member for any reason other than those stated above shall be governed by the provisions of the California Corporations Code for removal of a board member without cause.

Any board member may resign, which resignation shall be effective on giving written notice to the president, the corresponding secretary, or the board of directors unless the notice specifies a later time for the resignation to become effective. If the resignation of a board member is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective.

Cause for removal of a board member shall be defined as an act or acts which are found to be detrimental to the corporation or the Cavalier King Charles Spaniel breed. The absence of a board member from three or more consecutive board meetings without reasonable cause shall constitute cause for removal from that office as well as from the board.

ARTICLE V. - THE CORPORATION YEAR, ANNUAL MEETING, ELECTIONS

SECTION 1. Fiscal Year. The corporation's fiscal year, beginning on the 1st day of January and ending on the last day of December shall be the year for the holding of office.

SECTION 2. Annual Meeting. The annual meeting is a general meeting which shall be held yearly in November. The officers and those director positions expiring in that year shall be elected for the ensuing year at this meeting as otherwise provided in these bylaws from among those nominated in accordance with Section 4 of this Article. They shall take office immediately upon the conclusion of the annual meeting and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each office or position shall be declared elected. In the event the slate presented by the nominating committee shall remain uncontested, a motion may be made to accept the slate and the same may be elected by a general vote rather than by secret ballot.

SECTION 4. Nominations. No person may be a candidate in a corporation election who has not been nominated. Candidates in a corporation election must be regular members in good standing who have attended a minimum of two meetings during the preceding 12 months, from August of the preceding year through July of the current year, inclusive. During the month of August, the board shall select a nominating committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The corresponding secretary shall immediately notify the committee members and alternates of their selection. The board shall name a chairman for the committee and it shall be such person's duty to call a committee meeting that shall be held on or before the September meeting.

(a) The committee shall nominate one candidate for each office and directors' position, and, after securing the consent of each person so nominated, shall immediately report their nominations to the corresponding secretary in writing.

(1) Upon receipt of the nominating committee's report, the corresponding secretary shall on or before the next general meeting notify each member of the corporation in writing of the candidates so nominated and include this information in the agenda for the next General membership meeting.

(2) Additional nominations may be made by any member in attendance at the next regularly held general membership meeting before the November meeting provided that the person so nominated does not decline when their name is proposed and provided further that if the proposed candidate is not in attendance at this meeting, the proposer shall present to the corresponding secretary a written statement from the proposed candidate signifying willingness to be a candidate. No person may be a candidate for more than one position. Those nominated from the floor must meet the same eligibility criteria as those nominated by the nominating committee.

(b) Nominations cannot be made at the annual meeting or in any manner other than as provided in this section.

ARTICLE VI. - COMMITTEES

SECTION 1. The board may each year appoint standing committees to advance the work of the corporation in such matters as specialty shows, obedience trials, trophies, annual prizes, 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.

SECTION 2. Any committee appointment may be terminated by a majority vote of the board upon written notice to the appointee, and the board may appoint successors to those persons whose services have been terminated.

ARTICLE VII. - DISCIPLINE

SECTION 1. American Kennel Club Suspension.

Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of this corporation 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 corporation. Written notarized charges with specific facts must be filed in duplicate with the corresponding secretary together with a deposit of \$100.00 which shall be forfeited if such charges are not sustained by the board following a hearing. The corresponding secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting. The board shall first consider whether the allegations in the charges if proven, would constitute conduct prejudicial to the best interests of the corporation. If the board considers that the charges do not allege conduct that would be prejudicial to the best interests of the Corporation, it may refuse to entertain jurisdiction. If the board entertains jurisdiction over the charges, a hearing shall be convened not less than three weeks nor more than six weeks thereafter. The corresponding secretary shall send a notice of the hearing to all parties involved.

If grounds appear to exist for expulsion or suspension of a member under these bylaws, the procedures set forth in this and the following sections shall be followed

The members shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Any notice given by mail shall be sent by first-class or registered mailed to the member's last address as shown on the corporation's records.

The members shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered by the board to determine whether the expulsion or suspension should take place.

SECTION 3. Board Hearing. If the board has a hearing, the board or a committee appointed by the board may hear the charges. The board or the board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Five days prior to the hearing, each party involved must provide to the other parties and to the hearing authority copies of any documents that they intend to introduce into evidence at the hearing. At the hearing, each party involved shall have the right to bring witnesses to testify on their behalf, confront and cross-examine adverse witnesses, and present arguments as to why the charges should either be sustained or rejected.

After the completion of the hearing, the elected board shall have the power to determine what disciplinary action, if any, shall be imposed upon any or all the parties involved, subject to the following condition: if the elected board determines that a member should be suspended for more than six months or expelled from the club, such a recommendation must be acted upon by the general membership at a meeting of the club following the board hearing. In all other circumstances, the decision of the board shall be final.

Suspensions for a period longer than six months or expulsion of a member from the corporation may be accomplished only at a meeting of the club following a board hearing. Such proceedings may occur at a regular or special meeting of the club to be held within 60 days but not earlier than 30 days after the date of the board's recommendation. The defendant shall have the privilege of appearing on his or her behalf. The president shall read the charges and the board's findings and recommendations, and shall invite the defendant if present to speak on his or her own behalf. The members present shall then vote by secret ballot on the proposed suspension for more than six months or expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for suspension for more than six months or expulsion.

If any member involved in the charges is either an elected board member or chairperson of a standing committee, that person may not participate in nor vote upon any action involving that charge.

Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

SECTION 4. Expulsion. Expulsion 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 as provided in Section 3 of this Article. Such proceeding may occur at a regular or special meeting of the corporation to be held within 60 days but not earlier than 30 days after the date of the board's recommendation of expulsion. The defendant shall have the privilege of appearing on his 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 on his/her own behalf if he wishes. The members shall then vote by secret ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the board's suspension shall stand.

ARTICLE VIII. - AMENDMENTS

These bylaws may be amended or repealed, or new bylaws adopted to the extent permitted by the California Nonprofit Public Benefit Corporations Law as follows:

SECTION 1. Proposal of Amendments

Amendments to the bylaws may be proposed by the board or by written petition addressed to the recording secretary signed by 20 percent of the regular voting membership in good standing. Amendments proposed by such petition shall be promptly considered by the board and must be submitted to the membership with recommendations of the board by the corresponding secretary for a vote within three months of the date when the petition was received by the corresponding secretary.

SECTION 2. Approval Procedure

The bylaws may be amended at any time provided a copy of the proposed amendment has been submitted to the board by the corresponding secretary to each member in good standing on the date of mailing. The notice shall specify a date not less than 15 days after the date of mailing for consideration at a regular meeting or special membership meeting called for this purpose. The favorable vote of two-thirds (2/3) of the members in good standing attending and voting at the meeting shall be required to effect any such amendment.

ARTICLE IX. - DISSOLUTION

SECTION 1. This corporation may be dissolved by the written consent of not less than two-thirds (2/3) of the members and subject to applicable requirements of the California Corporations Code and these bylaws. In the event of the dissolution of the corporation other than for purposes of reorganization, whether voluntary or involuntary or

by operation of law, none of the property of the corporation nor any proceeds thereof nor any assets of the corporation shall be distributed to any members of the corporation; but after payment of the debts of the corporation, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the board of directors.

ARTICLE X. - ORDER OF BUSINESS

SECTION 1. The order of business for membership meetings, so far as the character and nature of the meeting may permit, shall be as follows: (1) Roll call; (2) Minutes of the last meeting; (3) Report of the president; (4) Report of the recording secretary; (5) Report of the corresponding secretary; (6) Report of the treasurer; (7) Reports of committees; (8) Election of officers and directors (at annual meeting); (9) Election of new members; (10) Unfinished business; (11) New business; (12) Adjournment.

SECTION 2. At meetings of the board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows: (1) Report of recording secretary; (2) Report of the corresponding secretary; (3) Report of the treasurer; (4) Reports of committees; (5) Unfinished business; (6) New business; (7) For the Good of the Order, and (8) Adjournment.

ARTICLE XI. - PARLIAMENTARY AUTHORITY

SECTION 1. The rules contained in the current edition of *Robert's Rules Of Order*, newly revised, shall govern the corporation 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 corporation may adopt.

ARTICLE XII. - MISCELLANEOUS PROVISIONS

SECTION 1. Indemnification. To the fullest extent permitted by law, this may indemnify its directors, officers, employees, and other persons described in California Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under s Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of board members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of board members who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by the above-referenced Corporations Code Sections shall be advanced by the corporation the before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the for those expenses.

SECTION 2. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, against any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the officer's, director's employee's, or agents status as such.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit to the corporation in such banks or other depositories as the board of directors may select.

SECTION 4. Annual Report and Financial Statement. The board of directors shall cause a written annual report, including a financial statement to be prepared at the close of each fiscal year.

SECTION 5. Maintenance of Corporate Records.

This corporation shall keep (a) Adequate and correct books and records of account; (b) Written minutes of the proceedings of its members, board, and committees of the board; and (c) A record of each member's name, address, and class of membership.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting recording secretary of the BAY AREA CAVALIER KING CHARLES SPANIEL CLUB, INC., a California nonprofit public benefit corporation, that the above bylaws, consisting of 13 pages including this page, are the bylaws of this corporation as adopted by the board of directors on August 18, 2021, and that they have not been amended since that date.

Executed on _____ at _____, California.
