

**The American Water Spaniel Club, Inc.
Amended and Restated Bylaws**

**BYLAWS
ARTICLE I
Membership**

SECTION 1. *Eligibility.* There shall be five types of membership as follows:

(a) Individual. An individual shall be eligible for membership if the individual: (1) is eighteen (18) years of age or older; (2) is a citizen or legal resident of the United States of America; (3) is in good standing with the American Kennel Club (“AKC”); (4) subscribes to the purposes of the American Water Spaniel Club, Inc. (“AWSC”); and (5) has the written endorsement of two (2) members in good standing of the AWSC at the time of the application required by Section 3 below (an “Individual Membership”). Notwithstanding the above eligibility requirements, if at the time of the adoption of these Amended and Restated Bylaws (“Bylaws”), any person holding an Individual Membership who is not a citizen or legal resident of the United States of America, the individual may remain a voting member of the AWSC for so long as the member’s Individual Membership is not terminated in accordance with Section 4 below.

(b) Household. A household shall be eligible for membership if the household contains two individuals that meet the eligibility requirements set for in Section 1(a) above (a “Household Membership”). A household shall have one vote for each individual meeting the eligibility requirements but in no event shall have more than two votes. Notwithstanding the above eligibility requirements, if at the time of the adoption of these Bylaws, any person or persons holding a Household Membership who are not citizens or legal residents of the United States of America, the person or persons may remain voting members of the AWSC for so long as the members’ Household Membership is not terminated in accordance with Section 4 below.

(c) Associate (Individual or Household). An individual or household shall be eligible for membership (an “Associate Membership”) if the individual or household meets the eligibility requirements set forth in Section 1(a) or Section 1(b) above, respectively (an “Associate Membership”); provided, however, that an Associate Membership does not require the written endorsement of members or require the person or persons to be a citizen or legal resident of the United States of America. Associate Membership does not provide for the privilege of voting or holding office but does provide for all other benefits. An Associate Membership may be upgraded to an Individual or Household Membership upon compliance with the eligibility requirements for such memberships and the payment of any additional fee required.

(d) Junior. An individual shall be eligible for a membership if the individual: (1) is seventeen (17) years of age or younger; (2) is in good standing with the AKC; (3) subscribes to the purposes of the AWSC; and (4) has the written permission of a parent or legal guardian to become a member of the AWSC (a “Junior Membership”). Junior Membership does not provide for the privilege of voting or holding office but does provide for all other benefits. A Junior Membership may be upgraded to an Individual Membership upon compliance with the eligibility

requirements for that membership and the payment of any additional fee required. A Junior Membership shall automatically be converted to an Associate Membership upon the junior member obtaining the age of eighteen (18); provided, however that the Associate Membership status shall not require the junior member to pay any additional membership fee until the next year in which dues are due pursuant to Section 2 below.

(e) Local Specialty Club. Open to any local American Water Spaniel club (“Local Specialty Club”) holding licensed specialties or sanctioned “A” or “B” matches approved by the AKC and holding a minimum of one sanctioned AWSC hunt test per year (a “Club Membership”).

(f) Written Endorsement of Membership. Notwithstanding the foregoing, if membership eligibility requires the written endorsement of two (2) members in good standing of the AWSC at the time of the application, the two (2) members providing the endorsement shall not have a Conflict of Interest (as hereinafter defined) with each other or the prospective member or members as set forth under Article IV.

SECTION 2. *Dues.* At a meeting of the Board of Directors of the AWSC (the “Board”) after the Annual Meeting (as hereinafter defined) but prior to November 1st of each year, the Board shall fix the amount of the annual dues for the following year. Associate membership dues shall be 80% of the corresponding individual or household membership, as applicable. Junior membership dues shall be 50% of the individual membership. Membership dues shall be, payable on or before the 1st day of January of each year. By November 25th of each year, the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

SECTION 3. *Election to Membership.* Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by these Bylaws and the rules of the AKC.

(a) Individual and Household. The application shall state the name, residence address, country of citizenship, and telephone number of the applicant(s) and it shall carry the endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

(b) Associate. The application shall state the name, residence address, and telephone number of the applicant(s). Accompanying the application, the prospective member shall submit dues payment for the current year.

(c) Junior. The application shall state the name, residence address, and telephone number of the applicant. Accompanying the application shall be an acknowledgement from the parents or legal guardian of the applicant granting the applicant permission to become a member of the AWSC. Also, accompanying the application, the prospective member shall submit dues payment for the current year.

(d) Local Specialty Club. A Local Specialty Club meeting the requirements in Section 1(d) above, shall along with their application, submit a copy of its bylaws and a list of

officers, directors, members and their addresses and telephone numbers, all of which must be updated annually. Accompanying the application, the prospective Member Club shall submit dues payment for the current year.

(e) Applicants may be elected by secret ballot at any meeting of the Board or by written vote of the Directors by mail. The Affirmative vote of two-thirds (2/3rds) of the Directors present at a meeting of the Board or of two-thirds (2/3rds) of the entire Board taking action without a meeting, shall be required to elect an applicant.

(f) An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next Annual Meeting. A vote of members shall be taken by secret ballot. The applicant must receive the favorable vote of at least seventy-five percent (75%) of the members present to be elected to membership.

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

(a) *By Resignation.* Any member in good standing may resign from the AWSC upon written notice to the Secretary; but no member may resign when in debt to the AWSC. Dues obligations are considered a debt to the AWSC and they become incurred on the first day of each fiscal year.

(b) *By Lapsing.* A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 45 days after the first day of the fiscal year; however, the Board may grant an additional 45 days of grace to such delinquent members in meritorious cases.

(c) *By Expulsion.* A membership may be terminated by expulsion as provided in Article VI of these Bylaws.

(d) *By Failure to Fulfill Duties or Responsibilities.* A Club Membership may be terminated by the Board for failure to 1) keep up to date with changes in membership and bylaws annually; 2) to hold an AKC licensed or sanctioned event for a period of two consecutive years; or 3) to hold an AWSC hunt test yearly.

SECTION 5. *In Good Standing.* For purposes of these Bylaws, a member shall be considered "in good standing" if the member's Dues are paid for the current fiscal year in accordance with these Bylaws. For purposes of voting by written ballot cast by mail, a member or Local Specialty Club shall be considered "in good standing" if the member's or Local Specialty Club's Dues are paid for the fiscal year which contains the date by which the ballots must be returned to the Secretary. Notwithstanding the foregoing, the Secretary shall not be required to provide to a member or Local Specialty Club a written ballot to be cast by mail if the Dues are paid after the Record Date (as hereinafter defined). If Dues are not paid prior to the date on which the Dues are due in accordance with these Bylaws, the member shall not be considered in good standing for the period between the date in which Dues are due and the date the member's Dues are actually received by the Treasurer.

ARTICLE II

Member Meetings

SECTION 1. *Annual Meeting.* The annual meeting of members of the AWSC (the “Annual Meeting”) shall be held at a place, date, and hour designated by the Board, provided, however that the Board shall cause the Annual Meeting to be held during the period beginning August 1st of each year and ending September 30th of each year. In conjunction with the Annual Meeting, the AWSC shall hold at least annually all events required by the AKC to be held by an AKC member club and such other events as the Board deems desirable.

SECTION 2. *Special Meetings.* Special meetings of members of the AWSC (“Special Meetings”) may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board and shall be called by the Secretary upon receipt of a petition signed by ten percent (10%) of the members of the AWSC who are in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board.

SECTION 3. *Notice of a Meeting.*

(a) The AWSC shall send a written notice of an Annual Meeting or Special Meeting (“Notice of a Meeting”) containing the place, date and time of the meeting of members not more than 60 days and not less than 10 days, or, if the Notice of a Meeting is mailed by other than first class or registered mail, 30 days, before the meeting date.

(b) Notice of a Meeting shall include a description of any matter or matters that must be approved by the members at the Annual Meeting or Special Meeting.

SECTION 4. *Record Date.* The Board shall fix a date to determine which members are entitled to receive Notice of a Meeting or a written ballot to vote by mail (the “Record Date”). The Record Date shall be no more than fourteen (14) days prior to the mailing of the notice or ballot.

SECTION 5. *Quorum.* Ten percent (10%) of the votes entitled to be cast on a matter must be represented at an Annual Meeting or Special Meeting to constitute a quorum (the “Quorum”). If a Quorum is present at the beginning of the meeting, a Quorum shall be deemed to be present for until adjournment of the meeting even if a number of members have left to reduce the number of members present below the required Quorum.

SECTION 6. *Matters to be Voted On at a Meeting.* The only matters that may be voted upon at an Annual Meeting or Special Meeting are those matters that are described in the Notice of a Meeting, unless at least one-third (1/3rd) or more of the voting members of the AWSC are present in person. Notwithstanding the foregoing, procedural matters related to the conduct of the meeting may be voted on at the meeting.

SECTION 7. *New Business to be Considered at the Annual Meeting.*

(a) Proposed at the Meeting. Any member present at the Annual Meeting may raise new business at the appropriate time of the agenda. However, such new business shall

automatically be tabled without discussion. The tabled business shall be included in the Notice of a Meeting and discussed and considered at the next Annual Meeting of Members.

ARTICLE III

Directors and Officers, Meetings of the Board

SECTION 1. *Board of Directors.* The Board shall be comprised of the President, Vice-President, Secretary, Treasurer (the “Officers”) and three other persons (the “Directors”), all of whom shall be members in good standing who are residents of the United States. The Board may appoint an Assisting Secretary to aid the Secretary, the duties to be determined by the Board. An Assisting Secretary shall have no voting privileges. Each member of the Board is subject to the control of the entire Board. Each member of the Board shall be elected for a two (2) year term at the Annual Meeting as provided in Article IV, and shall serve until their respective successors are elected. No person shall serve on the Board for more that two (2) consecutive terms. General management of the AWSC’s affairs shall be entrusted to the Board. The President, Secretary, and one Director shall be elected for a two (2) year term when these Bylaws become effective. The Vice President, Treasurer, and two (2) Directors shall be elected for an initial term of one (1) year at the same time and will thereafter be elected for a two (2) year term.

SECTION 2. *Officers.* The Officers shall serve in their respective capacities both with regard to the AWSC and its meetings and the Board and its meeting.

(a) The President shall preside at all meetings of the members and the Board, and shall have the duties and powers normally applicable to the office of President in addition to those particularly specified in these Bylaws.

(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 or refusal to act. The Vice-President shall be an ex-officio member, without voting privileges, of all committees except the Nominating Committee.

(c) The Secretary shall keep a record of all meetings of the members and of the Board and of all votes taken by mail, and of all matters of which a record shall be ordered by the Board or required by law. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the AWSC with their addresses and telephone numbers and carry out such other duties as are prescribed in these Bylaws.

(d) The Treasurer shall collect and receive all moneys due or belonging to the AWSC. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the AWSC. The books of the AWSC kept by the Treasurer shall at all times be open to inspection of the Board and the Treasurer shall report to them at every meeting the condition of the AWSC’s finances and every item of receipt or payment not before reported. At the Annual Meeting, the Treasurer shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine.

SECTION 3. *Vacancies.* Any vacancies occurring on the Board during the year shall be filled by a majority vote of all the then 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. Notwithstanding the foregoing, any vacancies occurring on the Board during the year shall be filled only until the next annual election of Officers and Directors, at which time the position shall be up for election, including the position of President if filled by the Vice President. A Member that was a candidate for a position on the Board in the immediately preceding elections but for which not enough votes were cast to elect the candidate shall not be eligible to fill a vacancy under this paragraph.

SECTION 4. *Eligibility for Board of Directors.* Each candidate for a position on the Board must be a member of the AWSC in good standing for the entire twelve (12) month period immediately prior to being nominated. If a member is not in good standing at any time during the preceding twelve (12) month period, the member may not be nominated as a candidate for election and may not be proposed as a candidate for appointment to the Board to fill a vacancy.

SECTION 5. *Board Meetings.* The first meeting of the Board shall be held immediately following the Annual Meeting. Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board. Written notice of each such other meeting shall be mailed by the Secretary to each member of the Board at least fourteen (14) days prior to the date of the meeting. Members of the Board may participate in a meeting of the Board by means of conference telephone or similar communication equipment by which all persons participating in the meeting can hear each other and this participation shall constitute presence in person at the meeting. Except as otherwise provided by law, the Articles of Incorporation of the AWSC (the "Articles"), or these Bylaws, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but a majority of the Directors present (though less than then quorum) may adjourn the meeting from time to time without further notice.

SECTION 6. *Board Action Without a Meeting.* Any action required or permitted by the Articles, these Bylaws, or any provision of law to be taken by the Board at a Board meeting may be taken without a meeting if a ballot in writing, setting forth the individual action to be taken, is signed by all of the Directors then in office. For purposes of this Section 6, "in writing" includes a communication that is transmitted or received by facsimile or other electronic means and when the ballot is required to be "signed" includes executing an electronic signature. Any action by the Board without a meeting by less than a unanimous vote of the entire Board in favor of the action is hereby prohibited.

SECTION 7. *Removal of Board Members.* One or more members of the Board may be removed as follows:

(a) A member of the Board or the entire Board may be removed by the Members for any reason, with or without cause. To remove a member of the Board or the entire Board under this paragraph, a written petition addressed to the Secretary must be signed by at least twenty percent (20%) of the Members in good standing entitled to vote. A petition to remove a member

of the Board or the entire Board must be submitted by the Secretary to the Members for a vote within thirty (30) days of the date when the petition was received by the Secretary. The vote shall be by written ballot cast by mail in accordance with Article IV, Section 2(f) of these Bylaws. The votes shall be simultaneously counted by three (3) Members in good standing selected by the Board, one of which shall be selected from the list of Members signing the petition. If a member of the Board or the entire Board receives a majority of the votes cast for removal, the member of the Board or the entire Board, as the case may be, shall be considered removed. If less than the entire Board is removed, the remaining members of the Board shall fill the vacancies pursuant to Article III, Section 3. A member of the Board removed pursuant to this paragraph shall not be eligible to fill a vacancy created by the removal of an Officer or Director under this paragraph.

(b) If the entire Board is removed pursuant to Section 7(a), the Members signing the petition shall immediately appoint an interim President, Secretary and Treasurer from among the Members signing the petition. These interim Officers shall within ten (10) days of taking office appoint a Nominating Committee. The Nominating Committee shall deliver to the interim Secretary the names of two (2) candidates for each position as an Officer or Director within thirty (30) days of the creation of the Nominating Committee. Within thirty (30) days of receiving the list of candidates from the Nominating Committee, the interim Secretary shall mail ballots to Members in accordance with Article IV, Section 2. The term of office for any Officer or Director elected by the Members pursuant to this paragraph (b) shall end at the next Annual Meeting.

(c) An Officer or Director may be removed by a vote of two-thirds (2/3rds) of the Board only for cause. A resolution to remove the Officer or Director shall be included in the Notice of the Meeting of the Board called for the removal of an Officer or Director. The Officer or Director shall be entitled to speak at the meeting called for the removal of the Officer or Director prior to the vote being taken. If an Officer or Director is removed, the remaining members of the Board shall fill the vacancy pursuant to Article III, Section 3.

(d) For purposes of Section 7(c), “for cause” shall mean any of the following:

(i) Failure of an Officer or Director to attend three (3) consecutive meetings of the Board;

(ii) Failure of an Officer or Director to attend more than fifty percent (50%) of the meetings of the Board over the preceding twelve (12) month period since the election of the Officer or Director;

(iii) Failure of an Officer or Director to be in good standing during the term of the Officer or Director;

(iv) Failure of an Officer or Director to perform the reasonable duties assigned to the Officer or Director by law, these Bylaws, or the Board, whether willfully or otherwise;

(v) Misconduct prejudicial to the best interests of the AWSC or the breed.

ARTICLE IV
The AWSC Year, Voting, Nominations, Elections

SECTION 1. *Club Year.* The AWSC's fiscal year shall begin on the 1st day of January and end on the 31st day of December. The AWSC's official year shall begin immediately at the conclusion of the election at the Annual Meeting, and shall continue through the election at the next Annual Meeting. The elected Officers and Directors shall take office immediately upon the conclusion of the election (or of the Annual Meeting) and each retiring Officer shall turn over to his or her successor in office all properties and records relating to that office within 30 days after the election.

SECTION 2. *Voting.* Each holder of an Individual Membership and Household Membership in good standing on the record date shall be entitled to cast one vote on any issue properly before the members for a vote. Only those present in person at a meeting shall be entitled to vote at the meeting. Written ballots cast by mail shall be used for the annual election of Officers and Directors, amendments to the Articles and these Bylaws, and amendments to the Standard for the breed. The Board may decide to submit other specific resolutions for vote of the members by written ballot cast by mail. Each Club Membership in good standing shall be entitled to cast one vote on issues (not to include election of Officers and Directors) that are to be decided by the members by written ballot cast by mail. The vote of a Club Member shall express the opinion of that Local Specialty Club as certified by the club's secretary who shall cast its vote on the written ballot. Voting by proxy shall not be permitted.

SECTION 3. *Annual Election.* Ballots for the election of Officers and Directors to be valid must be received by the Secretary ten (10) days prior to the date of the meeting. Ballots shall be counted by three (3) inspectors of election who are members in good standing and who are not members of the current Board or the Nominating Committee, candidates on the ballot, or disqualified because of a Conflict of Interest. The inspectors of election shall be chosen in advance by the Board. The person receiving the largest number of votes for each position shall be declared elected.

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. A Nominating Committee shall be chosen by the Board before April 15th of each year. The Committee shall consist of three members from different areas of the United States, and two alternates, all members in good standing, no more than one of whom may be a member of the current Board. The Board shall name a chair for the Committee.

(a) The Nominating Committee shall nominate from among the eligible members of the AWSC, one candidate for each office and for each other position on the Board to be filled in the upcoming election and shall procure the acceptance, in writing, of each nominee so chosen. The Nominating Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Nominating Committee shall then submit its slate of candidates to the Secretary who shall mail the list, including the full name of each candidate and the name of the state in which he or she resides, to each member of the

AWSC on or before May 15th, so that additional nominations may be made by the members if members so desire.

(b) Additional nominations of eligible members may be made by written petition addressed to the Secretary and received at the address of the Secretary on or before June 15th, signed by five (5) members in good standing and accompanied by the written acceptance of each such additional nominee signifying his or her willingness to be a candidate. If a member has already accepted a nomination from the Nominating Committee pursuant to Section 4(a), the member is not eligible to be nominated under this Section 4(b). Should the Secretary receive a written petition nominating a member who has been already nominated by the Nominating Committee, the written petition shall be considered invalid. A member may only be nominated by written petition under this Section 4(b) for one position. Should the Secretary receive more than one written petition containing the written acceptance of the same nominee but nominating the member for different positions, all of the petitions shall be considered invalid. Nothing contained in this Section 4 shall prohibit a current Officer or member of the Board from being a candidate for a different position.

(c) If no valid additional nominations are received by the Secretary on or before June 15th, the Nominating Committee's slate shall be declared elected at the time of the Annual Meeting, and no balloting will be required.

(d) If one or more valid additional nominations are received by the Secretary on or before June 15th, the Secretary shall mail to each member in good standing on the record date a ballot for the election of Officers and Directors on or before July 1st. The ballot for the election of Officers and Directors shall list the candidates nominated by the Nominating Committee and any valid additional nominees for each position in alphabetical order. The names of the states in which the candidates reside shall appear next to their names. Should a validly nominated candidate for a position be unwilling or unable to serve by law, the Articles, these Bylaws, or due to death, illness, or other incapacity, and the candidate wins the position in the election, the position shall be considered vacant and filled in accordance with Article III, Section 3 of these Bylaws. The names of all validly nominated candidates shall appear on the ballot even if a candidate informs the Secretary that the candidate is unable or unwilling to serve in the position for which they have been validly nominated prior to the mailing of the ballots.

(e) Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

(f) Any ballot permitted to be sent to the members in accordance with these Bylaws or Wisconsin law shall contain the following information: (1) The number of responses needed to make a Quorum, (2) other than the vote requirements for the election of Officers and Directors, the percentage of approvals necessary to approve each matter, and (3) the time by which a ballot must be received by the Secretary in order to be counted. Except in the election of Officers and Directors, a written ballot shall separately set forth each proposed action and provide an opportunity to vote "For" or "Against" each proposed action. As part of the solicitation material, the Secretary shall include a blank envelope and a return envelope addressed to the Secretary marked "Ballot" and bearing the name of the member to whom it was

sent. So that the ballots may remain secret, each voter, after marking his or her ballot, shall seal the ballot in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary. The inspectors of election shall check the returns against the list of members in good standing on the Record Date prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be announced at the Annual Meeting. Approval by written ballot under this Section shall be valid only when the number of votes cast by ballot equals or exceeds the Quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

SECTION 5. *Conflicts of Interest.* Notwithstanding anything else in this Article IV, no person is eligible to become or remain a Nominating Committee member if he or she has a Conflict of Interest. A Conflict of Interest shall be present if an individual has a significant interest in any organization in competition with the AWSC or the AKC or in conflict of its objectives or the objectives of the AKC. Significant interest would include but not be limited to, ownership in, employment by, a directorship of, and holding office in such organization. Examples of organizations in competition with the AWSC or the AKC shall include, but not limited to, the United Kennel Club or any other registry (not including local hunting retriever clubs), any organization having members throughout the United States claiming to represent, or have as its mission in whole or in part, the interests of American Water Spaniels or their owners or breeders, any organization seeking donations or membership fees from individuals that claims to have the betterment or the best interests of the American Water Spaniel as its mission in whole or in part. A person shall also be ineligible to serve on the Nominating Committee due to a Conflict of Interest if the individual has an immediate family member that would not be eligible to become or remain a Nominating Committee member or is an immediate family member of a current member of the Board or any Officer. No person shall be eligible to be candidate in an AWSC election or to nominate someone to be a candidate in an AWSC election that is not eligible to serve on the Nominating Committee or that is an immediate family member of a person appointed to the Nominating Committee. No person shall remain a member of the Board or an Officer if he or she attains a Conflict of Interest after elected. Upon attaining the Conflict of Interest, the Director or Officer shall be deemed to have resigned their position with the AWSC ten (10) days after being notified in writing by the Board of the Conflict of Interest. The person shall have ten (10) days from the date of the written notification of the Conflict of Interest to rid him or herself of the Conflict of Interest in order to avoid automatic resignation. The Board may not waive a Conflict of Interest. For the purpose of the Bylaws, members of an immediate family are husband, wife, father, mother, son, daughter, brother, sister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, and sister-in-law. The Board and the Nominating Committee shall take into account any current or potential Conflicts of Interest in making their selections.

ARTICLE V Committees

SECTION 1. *Board Committees.* The Board may adopt a resolution designating one or more Board Committees. Each Board Committee shall consist of at least three (3) Officers or

Directors as determined by the Board. Persons who are not Officers or Directors may not serve on Board Committees. To the extent provided by the resolution or permitted by the Articles or these Bylaws, a Board Committee may exercise the powers of the Board with respect to the management of the affairs of the AWSC, when the Board is not meeting, except for electing Officers or the filling of vacancies on the Board or on Board Committees created under this Section. The Board may elect one or more of its members as alternate members of a Board Committee created under this Section, who may take the place of absent members at any meeting of the Board Committee. The designation of a Board Committee, and the delegation of authority to it, does not relieve the Board or any Director of any responsibility imposed upon the Board or the Officers or Directors by law. A resolution creating a Board Committee shall contain a statement identifying the committee as a "Board Committee" created pursuant to this Section 1.

SECTION 2. *Non-Board Committees.*

(a) The Board may each year appoint standing committees to advance the work of the AWSC in such matters as dog shows, field trials, hunting tests, obedience trials, trophies, annual prizes, membership and other fields which may well be served by committees. Special committees may also be appointed by the Board to aid it on particular projects. These Non-Board Committees shall always be subject to the final authority of the Board. The chair of each committee shall submit in writing or in person a report to the Board when requested. These committees shall not be considered committees of the Board within the meaning of Section 181.0825 of the Act, or any successor section thereto, and may not exercise delegated authority from the Board.

(b) Non-Board Committees may consist of any member in good standing and may have any number of members as determined by the Board. Any committee appointment may be terminated by a majority vote of the entire Board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated.

SECTION 3. *Conduct of Committees.* Committees shall conduct business in the same manner as the Board. Committees may conduct business at a meeting or may take action without a meeting to the same extent of that of the Board.

ARTICLE VI

Discipline

SECTION 1. *AKC Suspension.* Any member who is suspended from any of the privilege of the AKC automatically shall be suspended from the privileges of the AWSC for a like period. For purposes of these Bylaws, a person that has been suspended from privileges of the AKC shall not be considered a member in good standing of the AWSC for the period of the suspension.

SECTION 2. *Charges Preferred by a Member.* Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the AWSC or the breed. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$25 which shall be forfeited if such charges are not sustained by the Board or a Board Committee 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 interest of the AWSC or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the AWSC or of the breed, it may refuse to entertain jurisdiction. If the Board determines that the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the AWSC or the breed, the Board shall fix a date for a hearing not less than three (3) weeks or more than six (6) weeks thereafter. The Board shall determine whether the hearing will be before the entire Board or a Board Committee appointed pursuant to Article V, Section 1. The Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the person against which charges have been preferred may personally appear in his or her own defense and bring witnesses if he or she wishes.

SECTION 3. *Board Hearing.* The Board or Board Committee, as appropriate, shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the person against which charges have been preferred shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented, the Board or Board Committee may by a majority vote of those present suspend the person against which charges have been preferred from all privileges of the AWSC for not more than six (6) months from the date of the hearing, or until the adjournment of the next Annual Meeting if that will occur after six (6) months. If the Board or Board Committee, as appropriate, deems a suspension insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or Board Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. *Expulsion.* Expulsion of a member from the AWSC may be accomplished only at the Annual Meeting of the AWSC following a hearing and upon the recommendation of the Board or a Board Committee as provided in this Article. The person against which charges have been preferred shall have the privilege of appearing at the Annual Meeting on his or her own behalf though no evidence shall be taken at the Annual Meeting. The person may be present at the Annual Meeting solely for the agenda item to consider his or her expulsion and may not appear with counsel. The President shall read the charges, the findings, and the recommendations, and shall invite the person against which charges have been preferred, if present, to speak in his or her own behalf. The meeting shall then vote, without discussion, by secret written ballot on the proposed expulsion. A two-thirds (2/3rds) vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

ARTICLE VII Amendments

SECTION 1. *Proposal of Amendments.* Amendments to these Bylaws and the Standard for the breed may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent (20%) of the members in good standing entitled to vote. 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 months of the date when the petition was received by the Secretary.

SECTION 2. *Notice and Vote Requirement.* These Bylaws and the Standard for the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Secretary to each member in good standing in accordance with Article IV of these Bylaws. Notice with such ballot shall specify a date not less than thirty (30) days after the date of mailing by which date the ballots must be returned to the Secretary to be counted. The favorable vote of two-thirds (2/3rds) of the members in good standing who return valid ballots within the time limit shall be required to effect any amendment to the Constitution and these Bylaws and the Standard for the breed.

SECTION 3. *AKC Approval.* No amendment to these Bylaws or to the Standard for the breed that is adopted by the AWSC shall become effective until it has been approved by the board of directors of the AKC.

ARTICLE VIII Dissolution

SECTION 1. The AWSC may be dissolved at any time by the written consent of not less than two-thirds (2/3rds) of the members. In the event of the dissolution of the AWSC, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the AWSC nor any proceeds thereof nor any assets of the AWSC shall be distributed to any members of the AWSC or any other individual but after payment of the debts of the AWSC its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board.

ARTICLE IX AKC Delegate

SECTION 1. *AKC Delegate.* The Board, within one of the first two meetings of the Board after the Annual Meeting, as necessary, shall elect, by majority vote, an official delegate to represent the AWSC before the AKC (the "AKC Delegate"). The AKC Delegate need not be a member of the Board but must be a member in good standing at the time of appointment and throughout the AKC Delegate's term. The AKC Delegate elected by the Board at the first election following the effective time of these Bylaws shall serve in the position for a two (2) year term, unless sooner terminated by the Board, or until such time as a new AKC Delegate is appointed. Thereafter, every two (2) years, the Board shall elect the AKC Delegate. No AKC Delegate shall serve for more than two (2) consecutive terms, which shall not include a fraction of a term upon the early termination of a prior AKC Delegate.

ARTICLE X Miscellaneous

SECTION 1. *AWSC Credentials.* Use of the AWSC stationery, past or present, or logos and insignias of the AWSC, Inc., by any persons other than the current Board, or anyone specifically

authorized by the Board, is prohibited. Also restricted is use of such stationery. The above referenced items may not be used for any purposes other than the official business of the AWSC.

ARTICLE XI Order of Business

SECTION 1. Member Meeting Agenda. At meetings of the AWSC, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual Meeting)
- Election of new members, if any
- Expulsion of existing members, if any
- Unfinished business
- New business
- Adjournment

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

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- Election of new members
- New business
- Adjournment

ARTICLE XII Parliamentary Authority

SECTION 1. The Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the AWSC 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 AWSC may adopt.