

**BYLAWS OF
AMERICAN CHESAPEAKE CLUB**

a California Nonprofit Public Benefit Corporation



TABLE OF CONTENTS
OF
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Section No.....	Page
1. Name.....	1
2. Office.....	
3. Purposes and Limitations	
A. Purposes.....	
B. Specific Purposes.....	
C. Limitations.....	2
4. Members	
A. Qualifications and Rights of Membership.....	
B. Meetings of Members.....	6
C. Action without a Meeting.....	9
D. Order of Business.....	
E. Record Date for Notice, Voting, Written Ballots and Other Actions.....	
5. Directors.....	10
A. Powers.....	
B. Number and Qualifications of Directors.....	
C. Qualification, Term of Office, Nomination.....	
D. Vacancies.....	11
E. Meetings of Directors.....	12
F. Compensation.....	
6. Officers.....	13
A. Number and Titles of Officers.....	
B. Election.....	
C. Terms of Office.....	
D. Removal.....	
E. Vacancies.....	
F. Duties of the President.....	14
G. Duties of the Vice President.....	
H. Duties of the Secretary.....	
I. Duties of the Treasurer.....	15
7. Elections.....	16
A. Corporate Year.....	
B. Nominations.....	
C. Voting.....	17
8. Deposits.....	
9. Annual Report and Financial Statement.....	
10. Parliamentary Authority.....	18
11. Indemnification.....	
12. Insurance.....	
13. Amendment or Repeal of Bylaws	
A. Proposal of Amendments.....	
B. Approval of Procedure.....	
C. The American Kennel Club.....	19
14. Appointed Positions	
A. Committees.....	
B. Delegate to The American Kennel Club.....	
C. Regional Directors.....	
15. Dissolution.....	20
16. Certificate of Secretary.....	

BYLAWS OF AMERICAN CHESAPEAKE CLUB

A California Nonprofit Public Benefit Corporation

I. NAME

The Name of this corporation is AMERICAN CHESAPEAKE CLUB.

2. OFFICES OF THE CORPORATION

The Board of directors (Board) may from time to time designate and change the principal business office from one location to another. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

3. PURPOSES AND LIMITATIONS

A. PURPOSES

The specific and primary purposes for which this corporation was formed are to foster and encourage the breeding of the Chesapeake Bay Retriever, the conservation of game through the increased use of Chesapeake Bay Retrievers in waterfowl and upland game shooting.

The general purposes and powers of this corporation are: (a) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or powers, or any of them; (b) To have, hold, lease, mortgage, buy and sell any real or personal property that may be necessary to carry out the objects of this corporation; (c) To make, perform and carry out contracts of every kind and description pertaining to the purpose of this corporation and for any lawful purposes necessary and expedient thereto with any person, firm association, or cooperation. To borrow or raise money without limit as to amounts, by the issue of or upon warrants, bonds, debentures and other negotiable or transferable instruments or otherwise; (d) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments; (e) To lend money and to acquire, hold, sell and otherwise deal in obligations, choses in action, contracts and investments of all kinds.

B. SPECIFIC PURPOSES

The specific purposes of the corporation are (a) to encourage and promote quality in the breeding of pure-bred Chesapeake Bay Retrievers and to do all possible to bring their natural qualities to perfection; (b) to encourage the organization of independent local Chesapeake Bay Retriever 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 the Chesapeake Bay Retriever 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, obedience trials, tracking tests, field trials or other such events as may be developed by The American Kennel Club; (e) to conduct sanctioned matches, specialty shows, obedience trials, tracking tests, field trials or other such events as may be developed by The American Kennel Club under the rules of The American Kennel Club.

C. LIMITATIONS

This corporation is organized and operated exclusively for social club purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code or such other subsection of Section 501(c) as might be necessary and not inconsistent with these purposes and limitations.

The property of this corporation is irrevocably dedicated to charitable purposes and in the event of liquidation, dissolution, or abandonment of this corporation, the property will not inure to the benefit of any private person but to some nonprofit organization or some other charitable religious organization. The club shall not be conducted or operated for profit and no part of any profits or residue from dues or donations shall inure to the benefit of any member or individual.

4. MEMBERS

A. QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

(1) Classes and Qualifications

This corporation shall have four types of membership open to all persons eighteen years of age or older who are in good standing with the American Kennel Club and who subscribe to the purposes of this corporation.

(a) Individual Membership. Individual members shall be entitled to all rights and privileges of membership including voting privileges of the corporation as set forth below.

(b) Household Membership shall comprise two persons meeting the qualifications for individual membership and residing in the same household and the minor children under eighteen (18) years of age of the household except that any minor children shall not have the right to vote or hold office. Both individuals shall be entitled to all rights and privileges of membership including voting privileges of the corporation as set forth below.

(c) Junior Membership shall be for individuals under eighteen (18) years of age. Upon election of membership, Junior members shall have all privileges of membership except the right to vote or hold office.

(d) Honorary Membership shall be upon the signed recommendation of one member, seconded by another member, and by a majority vote of the Board. Honorary membership may be conferred upon an individual who shall have rendered notable service to the Club. An Honorary member shall have none of the obligations of membership in the corporation including the payment of dues but shall be entitled to all of the privileges of membership.

(2) Voting Members

Regular Voting Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law

(3) Dues, Fees and Assessments

(a) Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the board, provided however that amounts of any fees or assessments must be approved by the membership. Actual membership dues shall not exceed \$60.00 for individual membership and shall be determined by the Board. In any year when the Board has not acted to change the dues by August 15, the dues for the closing year shall continue in effect for following year. The board is authorized, in its discretion, to set the dues for household membership at an amount less than twice the dues for one individual membership.

(b) During the month of October, a dues notice shall be sent to each member for the ensuing fiscal year. Dues shall be payable on or before January 1.

(c) Applications for membership voted for acceptance after September 30 of a given year, shall be considered paid for the following year.

(4) Good Standing

Those members who have paid the required dues, fees and assessments 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.

(5) 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 and to actively serve the corporation in such capacity as may be required and within the applicant's capabilities. The application shall carry the endorsement of two corporation members in good standing. The prospective member shall submit the initiation fee and dues payment for the current year along with the application.

(b) The Secretary shall forward all completed applications received to the Board on a monthly basis. Applications for membership conforming with the provisions of Section 4.A (1) may be accepted by the Secretary subject to conformation of their election by the Board by affirmative vote of two-thirds (2/3) of the directors constituting a quorum or by two-thirds (2/3) of the entire Board voting by mail.

(c) 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 of the corporation and the members may elect such applicant by a secret ballot and favorable vote of seventy five (75) percent of the members present.

(6) Termination and Suspension of Membership

(a) A membership shall terminate on occurrence of any of the following events:

(i) Resignation: Any member may resign from the club upon written notice to the Secretary. This section shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and this section shall not diminish any right of the corporation to enforce any such obligation or obtain damages for its breach. Dues obligations are considered a debt to the corporation and they become incurred on the first day of each fiscal year. At the time of resignation, all corporation properties must be returned.

(ii) Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid thirty (30) days after the first day of the fiscal year; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid be entitled to vote at any club meeting whose dues are unpaid as of the date of the meeting.

(iii) Expulsion: A member may be expelled under Section 8 of these bylaws, based on the good faith determination by the Board or a committee of the Board comprised of no less than three (3) board members to make such a determination, 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.

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

(7) Grounds for Discipline

(a) 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.

(b) Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the corporation. Written charges with specifications must be filed in duplicate with the Secretary together with a deposit of \$50.00 which shall be forfeited in such charges are not sustained by the Board following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting. 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 which 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 (3) weeks nor more than six (6) weeks thereafter. The Secretary shall send a notice of the hearing to all parties involved.

(8) Procedure for Expulsion or Suspension

(a) 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.

(b) 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.

(c) 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.

(d) All parties involved shall have the right to counsel. At least five (5) 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 in their behalf, confront and cross-examine adverse witnesses, and present arguments as to why the charges should either be sustained or rejected. The hearing authority shall have the power to restrict the number of witnesses each party calls in order to prevent repetition.

(e) 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 (6) 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.

(f) Suspensions for a period longer than six months or expulsion of a member from the corporation may be accomplished only at the next annual meeting of the club following a Board hearing. The defendant shall have the privilege of appearing in his or her own behalf. The President shall read the charges and the Board's finding and recommendations, and shall invite the defendant, if present to speak in his or her own behalf. The members present shall then vote by secret ballot on the proposed suspension for more than six (6) months or expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for suspension for more than six (6) months or expulsion.

(g) 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.

(h) 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.

(9) Transfer of Memberships

No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

B. MEETINGS OF MEMBERS

(1) Place of Meeting: All meetings of member shall be held at any place designated by the Board and specified in the meeting notice in accordance with these Bylaws and applicable law.

(2) Annual Meeting: The Annual meeting shall be held each year in accordance with the following:

(a) In even-numbered years, the annual meeting shall be held in conjunction with the corporation's Annual Specialty Field Trial;

(b) In odd-numbered years, the annual meeting shall be held in conjunction with the corporation's Annual Specialty Show.

(c) The Board shall designate the location and time of the meeting, notice of which shall be mailed by the Secretary at least 30 days and not more than ninety (90) days prior to the meeting. Such notice may be given by publication in the "American Chesapeake Club Bulletin" if such mailing meets the specified time requirements.

(3) Special Meetings: 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 Secretary upon receipt of a petition by five (5) percent or more of the members in good standing.

(a) Calling Special Meetings: A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with subsection (4) (a) below in these bylaws, stating 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.

(b) Notice: Written notice of such meeting shall be mailed by the Secretary at least 10 days and not more than 90 days prior to the meeting.

(c) Proper Business of Special Meeting: No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(4) Notice Requirements for Members' Meetings

(a) General Notice Requirements: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with provisions concerning notices in these Bylaws, to each member entitled to vote at that meeting. 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 Section (5) (a) below of these bylaws, any

proper matter may be presented at the meeting. The board must include in the aforementioned notice, any matter proposed by written petition of at least fifty (50) voting members in good standing and submitted to the Secretary no later than 120 days before the date of the annual meeting.

(b) Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a director without cause;
- (ii) Amending the articles of incorporation; or
- (iii) Electing to wind up and dissolve the corporation.

(c) Manner of Giving Notice: Notice of any meeting of members, not otherwise specified, shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address have been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(d) Affidavit of Mailing Notice: An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

(5) Quorum

(a) General Meetings: The quorum for general meetings shall be ten percent (10%) of the current voting members in good standing, 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 4(4)(a) above of these bylaws.

(b) Special Meetings: The quorum for special meetings shall be ten percent (10%) of the members in good standing.

(c) Loss of Quorum: Subject to subsection (5)(a) 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.

(d) Adjournment and Notice of Adjourned Meetings: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice

or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(6) 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.

(b) **Manner of Casting Votes:** Voting may be by voice or written secret ballot, except that voting in the Annual Election of Officers and Directors, amendments to the Articles of Incorporation, amendments to the Bylaws, changes in the Standard for the Breed and dissolution shall be by written secret mail ballot.

(c) **Voting:** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

(d) **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, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

(e) **Proxies:** There shall be no proxy voting.

(7) Waiver of Notice or Consent by Absent Members

(a) **Written Waiver or Consent:** The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice; if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members except that if action is taken or proposed to be taken for approval of any of those matters specified in subsection 4(b) the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) **Waiver by Attendance:** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

C. 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.

D. ORDER OF BUSINESS

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 Secretary, including submission of the Affidavit of Mailing Notice by Secretary (5) Report of the Treasurer; (6) Reports of Committees; (7) Unfinished business; (8) New business; (9) Adjournment.

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 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

(a) for a notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting;

(b) for voting at a meeting shall not be more than 60 days before the date of the meeting; and

(c) for any other action shall not be more than 60 days before that action.

(2) Record Date Not Determined by Board:

(a) Record Date for Notice or Voting: If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is give or, if notice is waived, the next business day preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

(b) Record Date for Other Actions: If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

(3) Members of Record

For purposes of subsections (1) and (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.

5. DIRECTORS

A. POWERS

(1) General Corporate Powers

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.

(2) Specific Powers

(a) Without prejudice to the general powers set forth in Section (above) of these bylaws, but subject to the same limitations, the directors shall have the power to each year appoint standing committees to advance the work of the corporation in such matters as dog shows, field and 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.

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

B. NUMBER AND QUALIFICATION OF DIRECTORS

(1) The authorized number of directors shall be nine (9), comprised of the four (4) officers: President, Vice-President, Secretary and Treasurer; and five (5) at-large directors.

(2) Restriction on Interested Persons as Directors: No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

C. QUALIFICATIONS, ELECTION AND TERM OF OFFICE, NOMINATION

(1) Qualifications: All directors shall (a) be residents of the United States; (b) have been members in good standing for two (2) consecutive years immediately prior to nomination; and no more than one member of the same family living in the same household shall serve simultaneously on the Board.

(2) Election: All directors shall be elected in accordance with the provisions of Section 7 of these bylaws for nomination and election.

(3) Term of office: Directors shall be elected for a one (1) year term and shall serve until their successors are installed and may not serve more than three (3) consecutive terms in any one

elected position. Upon completion of three (3) consecutive terms in one position, a minimum period of one (1) year must elapse prior to that member standing for reelection to the previously held position. This shall not preclude an officer from being elected to a completely different position following completion of three (3) consecutive terms in one office.

D. VACANCIES

(1) Vacancies, Generally

A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following: (a) the death, resignation or removal of a director; (b) an increase of the authorized number of Directors; (c) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of 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; (d) the vote of a two-thirds (2/3) majority of all members, to remove any director(s).

(2) Removal of Directors

Removal of a director for any reason other than those stated in this and the previous paragraph shall be governed by the provisions of the California Corporations Code for removal of directors without cause.

(3) Resignation of Directors

Any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.

(4) Filling of Vacancies

(a) Except for the office of the President, vacancies on the Board may be filled by appointment of the President and approved by the Board.

(b) In case of vacancy in the office of President, the vacancy shall be filled by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled by the Board in accordance with the previous provision.

(5) Filled Vacancies

Persons elected to fill vacancies as in this section provided shall hold office of the unexpired terms of their predecessors.

E. MEETINGS OF DIRECTORS

(1) Regular meetings of Directors: The Board shall meet immediately preceding and or following the Annual Meeting of members and written notice of such meetings shall be mailed at least fourteen (14) days prior to the date of the meeting. The Board of Directors may establish the time and place of regular meetings by resolution, and such regular meetings may be held without notice if the time and place of such meetings are fixed by the bylaws or the Board in accordance with California Corporations Code Section 5211 (a)(2).

(2) Special meetings of the Board: may be called at any time by the President and shall be called by the Secretary upon receipt of a written request signed by a majority vote of the entire Board. Special meetings of the Board shall be held upon four days' notice by first-class mail.

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

(4) Order of Business: At meeting of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows: (1) Reading of minutes of last meeting; (2) Report of Secretary, (3) Report of Treasurer; (4) Reports of Committees; (5) Unfinished business; (6) Election of new members; (7) New business;; and (8) Adjournment.

(5) Waivers, Consents and Approvals: The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation's records or made a part of the minutes of the meeting.

(6) Quorum: A majority of the Directors 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 be to adjourn, provided however that a majority of the Directors present at such meeting may adjourn any meeting to another time and place or until the time fixed for the next regular meeting of the Board. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

(7) Presiding Officers: Meetings of Directors 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 Directors present. The Secretary of the Corporation or, in his/her absence, any Director appointed by the presiding officer shall act as Secretary of the meeting of the Board.

(8) Board Action: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which 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.

(9) Reports: A summary of all Board meetings, including motions made, and mailings shall be published in the American Chesapeake Club American Chesapeake Club Bulletin.

F. COMPENSATION

Directors may receive such compensation, if any, for their services as Directors or officers, limited to reimbursement for actual expenses, as may be determined by Board resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

6. OFFICERS

A. NUMBER AND TITLES OF OFFICERS

(1) The officers of the Corporation shall be: a President, a Vice-President, a Secretary and a Treasurer.

(2) Qualifications: Any individual who is a member of the Board of Directors of this Corporation is qualified to be an officer hereof.

B. ELECTION

Election of officers shall be by the procedures set forth in Section 7 of these bylaws.

C. TERMS OF OFFICE

Officers shall be elected for a one (1) year term by the procedure set forth in Section 7 of these bylaws, and shall serve until their successors are installed. Officers may not serve more than three (3) consecutive terms in any one elected position. Upon completion of three (3) consecutive terms in one position, a minimum period of one (1) year must elapse prior to that member standing for reelection to the previously held position. This shall not preclude an officer or director from being elected to a completely different position following completion of three (3) consecutive terms in one office.

D. REMOVAL

Any or all officers may be removed from office at any time by the vote of a two-thirds vote of the Directors of the Corporation present and voting. In the case of the removal of any officer, a new officer shall be elected to serve the unexpired portion of the term of the predecessor at the meeting at which the officer is removed. 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. Cause for removal of an officer shall be defined as an act or acts which are found to be detrimental to the Corporation or the Chesapeake Bay Retriever. Absence of an officer from three or more consecutive Board meetings without reasonable cause shall constitute cause for removal from that office as well as from the Board as specified in Section 5.E.(2) of these bylaws.

E. VACANCIES

- (1) Vacancies caused by the death, resignation or disability of an officer shall be:** filled by appointment by the President and approved by the Board.
- (2) Officer elected to fill vacancies shall:** hold office for the unexpired terms of the predecessors, or until their removal or resignation.

F. DUTIES OF THE PRESIDENT

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. The President shall appoint individuals, whether or not members and subject to the approval of the Board of Directors, to represent the corporation

G. DUTIES OF THE VICE PRESIDENT

The Vice President shall assume the duties of the President when necessitated by the death, absence or incapacity of the President.

H. DUTIES OF THE SECRETARY

The Secretary shall be the designated Secretary of the corporation in accordance with Section 5213 of the California Corporations Code:

- (1) Keep at the principal office of the Corporation the original or a copy of its Bylaws as amended to 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 Directors, 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 Directors' meetings, and the proceedings thereof;
- (3) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law;
- (4) Be a custodian of the records;
- (5) Keep at the principal office of the Corporation a book containing the name and address of any persons designated "members" of the Corporation.
- (6) In general, perform all correspondence and duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of this Corporation or by these Bylaws, or are assigned to him/her from time to time by the Board.

- (7) Shall provide at all meetings of the corporation, a copy of the parliamentary authority adopted by the corporation as specified in Section 10 of these bylaws or as subsequently amended.
- (8) The Secretary shall publish in the “American Chesapeake Club Bulletin” the results of all membership voting and reports of Board activity as specified in Section 5(F)(9) of these bylaws.
- (9) The Secretary shall provide each new member a notice of election and a copy of the current bylaws. Whenever these bylaws are amended, the Secretary shall provide to all members copies of each revision as soon as practical.
- (10) The Secretary shall provide a current membership roster to each member within 90 days of the lapse date for memberships.

I. DUTIES OF THE TREASURER

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, moneys 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;
- (4) 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 thereto since the prior report to a meeting;
- (5) Exhibit at all reasonable times to any director, his/her agents or attorney, on written demand therefor, the books of account and financial records of the Corporation;
- (6) Render to the President and Directors whenever requested an account of any or all of these transactions as Treasurer and of the financial condition of the Corporation;
- (7) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report and including:
 - (a) a balance sheet as of the end of the fiscal year;
 - (b) an operating (income) statement for the fiscal year; and
 - (c) a statement of changes in financial position for the fiscal year.

Any applicable reports of independent accountants shall accompany the above items, or, if there are not 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.

7. ELECTIONS

A. CORPORATE YEAR

The corporation's fiscal year, beginning on the 1st day of January and ending on the 31st day of December. The corporation's official club year shall begin at the conclusion of the election and shall continue through the next election. The elected officers and directors shall take office on the first day of the month following the election and each retiring officer shall turn over to his successor in office all properties and records relating to that office within 30 days after the election.

B. NOMINATIONS

No person may be a candidate in a corporation election who has not been nominated in accordance with these bylaws. A Nominating Committee shall be chosen by the President and approved by the Board of Directors before January 1st. The Committee shall consist of five (5) members from different areas of the United States, and three (3) alternates, all members in good-standing. No more than one member of the Nominating Committee shall be a member of the current Board, but a member of the current Board must be a member of the Nominating Committee submitting the slate. The President shall name a chairman for the committee. The Nominating Committee may conduct its business by mail. The Nominating Committee should be published in the January/February Bulletin and include the addresses of Nominating Committee members. The Nominating Committee announcement shall contain the following language:

“Members interested in being considered for nomination to an officer or Board position may submit to the Nominating Committee a resume of their experience with the breed, previous service to the Club and any other pertinent information regarding their qualifications. Submitted information becomes the property of the Club and may be subject to verification. Interested parties should consider that all positions may not be open for new parties each year as officers and directors generally serve in their positions for three years. Additionally, geographic representation is a consideration when selecting nominees, as required by the ACC Bylaws. Resumes should be submitted to the Nominating Committee by April 1st.

(1) The Nominating Committee shall nominate from among the eligible members of the corporation, one candidate for each office and for each other position of the Board 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 practical to do so. The Committee shall then submit its slate of candidates to the Secretary by May 1. The Secretary shall contact each nominee and request a biography for publication, not to exceed (400) words. The Secretary shall mail the list, to include the full name of each candidate, state in which they reside, and their biography (as provided by the candidate) to each member of the Club by June

1st, so that additional nominations may be made by the membership if they so desire. The slate shall also be submitted for publication in the July/August Bulletin, and should further include any petition nominations that are received by July 1st.

(2) Additional nominations of eligible members may be made by written petition addressed to the Secretary and postmarked on or before August 1st, signed by five (5) percent of the current membership or 50 signatures, of members in good standing, whichever number is lower, and accompanied by the written acceptance of such additional nominee signifying his willingness to be a candidate. No person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

(3) If no valid additional nominations are received by the Secretary on or before August 1st, the Nominating Committee's slate shall be declared elected, and no balloting will be required. The new officers and directors will take office on October 1st.

(4) If one or more valid additional nominations are received by the Secretary on or before August 1st, he shall, on or before August 31st, mail to each member in good standing, a ballot listing all the nominees for each position in alphabetical order, with the names of the states in which they reside, together with a blank envelope and return envelope addressed to the Secretary or independent professional firm, as designated by the Board, marked "ballot" and bearing the name of the member to whom it was sent. So that ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope which in turn shall be placed in the second envelope addressed to the Secretary or independent professional firm. Ballots must be received no later than September 25th to be valid and counted. The returns shall be checked against the list of members whose dues are paid the current year 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 to the members within 45 days. The Secretary shall immediately notify the nominees of the election results. The tally of the election results shall be published in the next issue of the American Chesapeake Club Bulletin.

C. VOTING

Voting in the Annual Election of Officers and Directors shall be conducted by mail ballot using a dual envelope procedure in accordance with these bylaws. Ballots shall be counted by three inspectors of election, appointed by the Board from members in good standing and who are neither members of the current Board, nor candidates on the ballot nor members of their household; or ballots may be counted by an independent professional firm designated by the Board. The person receiving the largest number of votes for each position shall be declared elected and shall take office on October 1st. If any nominee, at the time of completion of election, 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 these bylaws.

8. 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.

9. 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.

10. PARLIAMENTARY AUTHORITY

The rules contained in the Scott, Foresman edition of Robert's Rules Of Order, newly revised 1990 edition, 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; provided however, the Board may adopt by resolution a subsequent edition of Robert's Rules of Order to supersede the foregoing.

11. INDEMNIFICATION

To the fullest extent permitted by law, this Corporation shall indemnify Directors, officers, employees and other persons described in Section 5238(a) of the California Corporations code, including persons formerly occupying any such position, 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 Corporation, 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 Section 5238(a) of the California Corporations Code.

12. 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.

13. AMENDMENT OR REPEAL OF BYLAWS

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:

A. PROPOSAL OF AMENDMENTS

Amendments to the bylaws may be proposed by the Board or by written petition addressed to the Secretary signed by twenty (20) percent of the 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 by the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

B. APPROVAL PROCEDURE

The bylaws 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 on the date of mailing, accompanied by a ballot using a dual envelope procedure on which he/she may indicate his/her choice for or against the action to be taken. The notice 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-third (2/3) of the members in good standing who return valid ballots within the time limit shall be required to effect any such amendment.

C. THE AMERICAN KENNEL CLUB

No amendment to the Articles of Incorporation or to these bylaws shall become effective until it has been approved by the Board of Directors of the American Kennel Club or any other approval process then required by The American Kennel Club.

14. APPOINTED POSITIONS

A. COMMITTEES

(1) Subject to other provisions of these Bylaws and approval of a majority of the Board, the President may from time to time create committees from among the members and delegate to such committees any powers which are not specifically required by law or these Bylaws to be exercised by the Board. Appointments shall become effective upon approval by the Board. Such committees shall always be subject to the final authority of the Board. With the exception of the Nominating Committee, the President shall be an ex-Officio member, according to Robert's Rules of Order, of all such committees and at least one additional officer or director shall also be a member.

(2) Auditing Committee: Prior to the end of the corporation's fiscal year and subject to the approval of a majority of the Board, the President shall appoint a committee for the express purpose of auditing the financial records of the corporation. The Auditing Committee shall perform a thorough review of the records submitted by the Treasurer and provide a report of the results of the audit to the Board to be published in the American Chesapeake Club American Chesapeake Club Bulletin.

(3) Committee Funds: Any individual or committee delegated to be responsible for funds belonging to the corporation shall provide at least annually to the Treasurer a detailed accounting of the source and disbursement of these funds.

(4) Any appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointees; and the President, with the approval of the Board may appoint successors to those persons whose service has been so terminated.

B. DELEGATE TO THE AMERICAN KENNEL CLUB

Subject to Board approval as otherwise provided herein, the President may appoint from the members the delegate to the American Kennel Club. If elected and accepted by The American Kennel Club, the appointee shall hold such office for not more than two (2) years unless reappointed as above.

C. REGIONAL DIRECTORS

The President, with the approval of the Board, is empowered to appoint a group of Regional Directors to hold such appointment for one year. Regional Directors shall have been members in good standing for two consecutive years immediately prior to appointment and must be recommended by the Regional Directors Chairman from the respective geographic area.

(1) Regional Directors shall act as representatives of the American Chesapeake Club.

(2) Regional Directors shall promote and organize interest in the Chesapeake Bay Retriever in his or her geographic area through field trials, shows and other activities.

(3) Regional Directors shall inform the Chairperson of Regional Directors for the respective geographic area of the activities in the area for the purposes of maintaining records and disseminating information to the entire membership.

15. DISSOLUTION.

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 Section 3(C) of these bylaws. Distributable assets of the corporation shall be given to a charitable organization for benefit of dogs in accordance with the provision contained in the Articles of Incorporation.

16. CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of AMERICAN CHESAPEAKE CLUB, a California nonprofit public benefit corporation, that the above bylaws, consisting of 20 pages including this page, are the bylaws of this corporation as adopted by the Board of directors on _____, at

_____,
_____.

and that they have not been amended or modified since that date.

Executed on _____ at

_____,
_____.

Secretary