

CONSTITUTION AND BYLAWS
MASTIFF CLUB OF AMERICA, INC.

The following By-laws shall be subject to and governed by, the New York State Not-for-Profit Corporation Law, and the Certificate of Incorporation of Mastiff Club of America, Inc. (the "Certificate"). In the event of a direct conflict between these By-laws and the New York State Not-for-Profit Corporation Law said New York State Not-for-Profit Corporation Law shall prevail. In the event of a direct conflict between the Certificate and these By-laws, these By-laws shall prevail.

ARTICLE 1: NAME

The legal name of the Club shall be the Mastiff Club of America, Inc. and shall be referred to herein as the "Club".

ARTICLE 2: PURPOSE

In addition to the purposes set forth in the Certificate, the general purposes of the Club are as follows:

- a.) to encourage and promote the selective breeding of quality purebred Mastiffs in accordance with the American Kennel Club standard;
- b.) 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 Mastiffs shall be judged;
- c.) to encourage the organization of independent local Mastiff Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the American Kennel Club;
- d.) to do all in its power to protect and advance the interests of the breed through public education of the breed and continuing judge's and breeder's education. Also, to encourage participation in events and activities that showcases the unique qualities of the breed;
- e.) to provide for the welfare of the breed by supporting Mastiff Rescue, health clinics, research and testing, public education about the breed, continuing judge's and breeder's education and encourage sportsmanlike conduct;

- f.) To encourage and conduct Specialty shows, obedience trials, rally, agility, carting, sanctioned matches and any other events for which the club is eligible under the Rules and Regulations of The American Kennel Club;
- g.) The Club shall hold and may exercise all such powers as may be conferred upon a corporation under the New York State Not-for-Profit Corporation Law and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Club. At no time and in no event shall the Club participate in any activities not permitted to be carried out by a corporation exempt under the current Section 501(c)(4) of the IRS Code (the "Code").

SECTION 3: FIDUCIARY RESTRICTIONS

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

SECTION 4: BY-LAWS

The members of the Club shall adopt and may, from time to time, revise such Bylaws as may be required to carry out these objectives.

ARTICLE 5: CORPORATE OFFICES

The principal office of the Club shall be at the residence of the Corresponding Secretary. The Club may have such offices as the Board of Directors may determine or deem necessary or as the affairs of the Club may find a need for from time to time.

ARTICLE 6: DEDICATION OF ASSETS

The property and the assets of the Club are irrevocably dedicated to and for not for profit purposes. The Club may be dissolved at any time by written consent of not less than 2/3 of the members in good standing. The Club, on dissolution, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club, shall be distributed to any members of the Club. On liquidation or dissolution, all remaining assets and properties of the Club, shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors with a judicial order from the Supreme Court of New York State authorizing such transfer.

ARTICLE 7: MEMBERS

A. CATEGORIES OF MEMBERSHIP

- 1.) Non-voting Membership

- a. Junior Members: Children of at least the age of nine (9) and less than the age of eighteen (18) can apply to become Junior Members pursuant to the procedures set forth in this Article. Junior Members cannot vote on Corporation matters and cannot hold office in the Club. Any Junior Member who has been a Junior Member for at least the three (3) years prior to their eighteenth (18th) birthday shall be automatically eligible for Active Membership on his or her eighteenth (18th) birthday. Junior Members who have been Junior Members less than the three (3) years prior to their eighteenth (18th) birthday shall be automatically eligible for Associate Membership on his or her eighteenth (18th) birthday and shall comply with the conditions of Associate Members as set forth below to obtain Active Member status except there is no need for sponsors as required for other individuals in the category of Associate Members.
- b. Associate Members: Individuals, over the age of eighteen (18) can apply to become Associate Members pursuant to the procedures set forth in this Article. Associate Members enjoy all the privileges of the Club but cannot vote on Corporation matters and cannot hold office in the Club. Associate Members must abide by both the Clubs Code of Ethics and the AKC's Code of Sportsmanship during the probationary periods set forth herein.
 - i. Sponsored Associate Members: Individuals sponsored by two (2) eligible Active Members of the Club who are in good standing shall have a one (1) year probationary period. If no unrefuted or unfounded negative comments are received objecting to the individual obtaining Active Membership, at the end of the one (1) year probationary, the Associate Member's application shall be presented to the Board for approval.
 - ii. Un-sponsored Associate Members: Individuals who do not have two (2) members of the Club who are in good standing to sponsor them at the time of application, can be Associate Members for three (3) years; however, if they do not have two (2) sponsors within the three (3) years, their Associate Membership shall be deemed terminated without further notice. After such termination, the individual is not eligible to reapply for Associate Membership for one (1) year. Upon obtaining two (2) eligible Active Members of the Club who are in good standing, the Associate Member shall have a one (1) year probationary period. If no unrefuted or unfounded negative comments are received objecting to the individual obtaining Active Membership, at the end of the one (1) year probationary, the Associate Member's application shall be presented to the Board for approval.

2.) Voting Membership

- a. Active Members: Individuals who have completed one of the procedures set forth above under Non-voting members to obtain Active Membership, shall be Active Members once approved by a vote of the Board. Active Members can vote on Corporation matters and after being an Active Member for three (3) years, an Active Member is eligible to hold office in the Club and sponsor potential members.
- b. Life Members: Active Members may be eligible to become Life Members. The Active Member must be nominated by another Active Member, in good standing. The nomination must be:
 - i. in writing
 - ii. include details showing the nominee has a long record of service to the Mastiff breed and/or the Club;
 - iii. submitted to the Board by January 1, prior to the upcoming Annual Meeting.

If the nomination is approved by the Board, it will be presented at the Annual Meeting for a vote, in accordance with the voting practices and procedures for all matters before the Membership. Life Members pay no dues and shall have all the rights and privileges of Active Members, including holding office. Life Membership shall continue for the life of the Life Member as long as he or she abides by the AKC's Code of Sportsmanship, the rules and regulations of the American Kennel Club, these By-laws, the Clubs Code of Ethics, rules of conduct.

B. MEMBERSHIP DUES

Membership dues are set by a two-thirds (2/3) vote of the Board, to remain in effect until such time as an increase is deemed necessary by the Board. Membership dues for Active Members shall not exceed \$100 per year.

Dues shall be payable in U.S. funds to the Mastiff Club of America, Inc. and are due by January 1st of each calendar year. The Corresponding Secretary shall send notices regarding payment of the dues by U.S. Mail to the last known address sixty (60) days prior to the date the dues are to be paid. The Board may allow for payments to be made via mail or e-mail.

Payment of dues shall constitute the continuation of the member's commitment to abide by the AKC's Code of Sportsmanship, the rules and regulations of the American Kennel Club, these By-laws, the Clubs Code of Ethics, rules of conduct.

Any arrears owed to the Club, bank charges for insufficient funds, must be paid by the member. Rights and privileges associated with membership shall be suspended until all money owed to the Club, including but not limited to outstanding dues are paid in full.

The Board may establish a policy for family rates for dues owed by Members living in the same household. All other membership, except Life Memberships, shall be uniform.

C. APPLICATION FOR MEMBERSHIP

1.) Applications:

- a. Each applicant for membership shall apply on a form approved by the Board of Directors.
- b. The applications shall:
 - i. List the applicant's name, address, telephone number and e-mail address;
 - ii. In the case of an application for Junior membership, require the permission of a parent or guardian, and they shall have either a parent who is an Active Member and a non-related Active Member or two unrelated Active Members, serve as sponsors. In either scenario, the Active Members require a minimum of three years duration and in good standing;
 - iii. In the case of an application for Sponsored Associate membership, the application shall have two (2) Active Members of three years duration and in good standing sign as sponsors;
 - iv. Be accompanied by the payment of the applicable dues in the manner set forth in this Article;
 - v. Certification that the applicant shall comply with the AKC's Code of Sportsmanship, the rules and regulations of the American Kennel Club, these By-laws, the Clubs Code of Ethics, rules of conduct.

2.) Opposition to an application

During the probationary period of the Associate Members or Junior Member, any Active Member may oppose an application by submitting comments regarding the Junior Member or the Associate Member by sending a letter to the Corresponding Secretary by email or U.S. Postal Service.

Upon receipt of comments, the Corresponding Secretary will, within ten (10) days of receipt:

- c. Notify the Board;

- d. Notify the Junior Member or the Associate Member, and their applicable sponsors of the comments received; and
- e. Forward the received comments to the Ethics Chair for review.

The Ethics Chair, upon approval of the Ethics Committee, shall:

- a. Send a copy of the comments the Junior Member or the Associate Member, and their applicable sponsors;
- b. Advise the Junior Member or the Associate Member, and their applicable sponsors that each has thirty (30) days to provide a response to the Ethics Committee in regard to the comments received;
- c. Review all documentation to consider whether the comments have merit, if the Ethics Committee determines the comments:
 - i. Do not have merit, it shall issue to the Corresponding Secretary a dismissal of the charges accompanied with findings to support the dismissal.
 - ii. Do have merit, it shall issue to the Corresponding Secretary a decision accompanied with findings to support the matter going to the Board.

If the comments have merit, within thirty (30) days from receipt of the report from the Ethics Committee, the Board shall meet in Executive Session to determine whether to allow the Junior Member or Associate Member to continue through their probationary period or terminate their membership. The time frame required may result in the board holding a Special Meeting. A two-thirds (2/3) vote of the Board is required to terminate the membership.

In either case, the Corresponding Secretary will, within five (5) days of the final decision, notify the Associate Members or Junior Member, and the Active Member who submitted the comments.

3.) Approval Process

At the next Board meeting after an applicant's probationary period has ended, then, the Board shall vote on whether to approve the membership application. Affirmative votes of two-thirds (2/3) of the board by secret ballot is needed to approve an application. If an application is not approved, the Board shall provide findings as to why the applicant was rejected. The applicant will be notified in writing of the Board's decision within ten (10) days from the date of the meeting.

4.) Appeal process

A sponsor of any application which has been denied by the Board, for any reason, may present the application either in person or by letter, at the next Annual Meeting of the Members. A favorable vote of two-thirds (2/3) of the Voting Members at the Annual Meeting through written ballots is needed to override the Board's decision to deny membership of the applicant.

Any applicant who has been denied membership shall not be eligible to reapply for Associate Membership for one (1) year.

D. CHARGES AGAINST A MEMBER

Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of this club for a like period. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the club or the breed.

If the Corresponding Secretary receives, by e-mail or U.S. Postal Service, notice of a charge brought against a Voting Member, the following process shall be followed:

- 1.) The Corresponding Secretary will, within ten (10) days of receipt:
 - a. Notify the Board;
 - b. Notify the Member; and
 - c. Forward the received comments to the Ethics Chair for review.

- 2.) The Ethics Chair, upon approval of the Ethics Committee, shall:
 - a. Send a copy of the written charges to the Member;
 - b. Advise the Member that he or she has thirty (30) days to provide a response to the Ethics committee in regard to the comments received;
 - c. Review all documentation and within thirty (30) days from Member's response to charges, if the Ethics Committee determines the alleged charges:
 - i. Do not constitute misconduct, it shall issue to the Corresponding Secretary a dismissal of the charges accompanied with findings to support the dismissal.
 - ii. Do have merit, it shall issue to the Corresponding Secretary a decision accompanied with findings to support the matter going to a hearing.

- 3.) Within five (5) days of receipt of the Ethics Committee's dismissal, the Corresponding Secretary will notify:
 - a. The Board;
 - b. the Member; and
 - c. the person(s) who submitted the charges.

- 4.) Within five (5) days of receipt of the Ethics Committee's determination the charges do have merit, the Corresponding Secretary will notify:
 - a. The Board;
 - b. The Member;
 - c. The person(s) who submitted the charges;
 - d. The Hearing Committee Chairperson.

- 5.) Upon receipt of the notice from the Corresponding Secretary, the Hearing Committee Chairman shall set a date and time of not less than forty (40) days nor greater than sixty (60) days and shall instruct the Corresponding Secretary to:
 - f. Prepare a hearing packet (the "Packet") which includes the following:
 - i. notice of hearing;
 - ii. copy of the charges;
 - iii. copy of the determination of the Ethics Committee;
 - iv. instructions that:
 - The Member may appear on his or her own behalf;
 - Testimony of witnesses shall be given by affidavit;
 - All documentary evidence must be in legible written form;
 - All evidence shall be supplied to the Corresponding Secretary, via email at least fourteen (14) days prior to the scheduled hearing date; and
 - g. within five (5) days send the Packet by e-mail with a request for verification the e-mail has been received. If the verification of receipt is not received within two (2) days, then send by mail to the address in the Club's records to:
 - i. The Member; and
 - ii. The person(s) who submitted the charges;

- 6.) Twelve (12) days prior to the scheduled hearing, the Corresponding Secretary shall send, by e-mail, any affidavits and other documents received to the:
 - a. Member;

- b. Person(s) who submitted the charges; and
 - c. Hearing Committee.
- 7.) The Hearing Committee shall hold the hearing on the scheduled date and shall:
- a. Cause the hearing to be taped by one of the Committee members designated to serve as the secretary for the hearing;
 - b. Retain the tape of the hearing to be stored for three (3) months and permit it to be destroyed subsequent to that date;
 - c. Have the tape transcribed if the requesting party supplies payment for such service prior to the transcribing is ordered;
 - d. Prohibit any other taping or digital/electronic documentation of the hearing.
 - e. Review all the documentation presented, ask any questions deemed, necessary, and determine whether the charges should be sustained;
 - f. If the charges be sustained, then determine by a majority vote, the applicable penalties for such charges which can be:
 - i. Issuance of written reprimands;
 - ii. Imposition of fines not to exceed \$1,000.00;
 - iii. Suspension of the Member's Club privileges for up to six (6) months from the date of the hearing.
 - g. Supply written decision with findings via e-mail to the Corresponding Secretary within five (5) days of the hearing.
- 8.) After review of the written decision of the Ethics Committee, the Board may determine by a majority vote the punishment is insufficient. Upon such a determination, the Board shall:
- a. Recommend to the Membership that the penalty should be expulsion;
 - b. Set the matter for review by the Membership on the agenda for the Annual Meeting;
 - c. Inform the Member that he or she may appear on his or her behalf at the Annual Meeting;
 - d. Instruct the President to read the charges, findings, and recommendations at the Annual Meeting;
 - e. Provide both the Member and Person(s) who submitted the charges an opportunity to appear and present a short statement not to exceed fifteen (15) minutes to the Membership;
 - f. Prohibit additional evidence being supplied at the Annual Meeting; and

- g. Hold a vote of the Membership by written ballot on the proposed expulsion of the Member.
- 9.) A two-thirds (2/3) vote of Voting Members present at the Annual Meeting is needed for expulsion. If the necessary two-thirds (2/3) vote of Voting Members is not obtained, the suspension shall stand.

E. TERMINATION OF MEMBERSHIP

Membership may be terminated through:

1.) Resignation. Members may resign by giving written notice to the Corresponding Secretary. The resignation shall be effective as of the date set forth therein. If no date is provided, the resignation will be deemed the date it is received. Resignation shall not negate any sums owed the Club including, but not limited to dues, advertising, or any other debts. Resignation does not negate any outstanding charges pursuant to these Bylaws or any policies, procedures, code of ethics of the Club. Obligations other than dues are considered a debt to the Club and must be paid in full prior to resignation. Termination of membership due to resignation will not prohibit a member from proceeding in the future through the application process set forth above

2.) Failure to pay dues. A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid for ninety (90) days after the first day of the fiscal year; however, the Board may grant an additional thirty (30) days of grace to such delinquent Members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid.

Expulsion. Membership may be terminated via the proceeding set forth in the Section D. CHARGES AGAINST A MEMBER. Membership terminated by expulsion shall cause the terminated Member to be ineligible to reapply for membership for five (5) years.

F. MEETINGS

1.) Annual Meeting

The Annual Meeting of the Club shall be held during the time period from April fifteenth (15) to June fifteenth (15) of each calendar year. The Board shall use best efforts to hold the Annual Meeting in conjunction with the Club's National Specialty Show. Notice of the Annual Meeting shall be sent by the Secretary in any manner prescribed by The laws of the state of New York to each Member at least thirty (30) days prior to the date of the meeting. The

quorum for the Annual Meeting shall be ten percent (10%) of the Active Members and Life Members in good standing.

If the attendance at the Annual Meeting is less than twenty percent (20%) of the Active Members and Life Members in good standing and a motion(s) is brought before the Annual Meeting on which a vote is to be taken, the Board may determine that the motion shall be sent to the entire Voting Membership for a ballot vote to ensure the entire Voting Membership may be included in the decision.

At the Annual Meetings of the Club, the order of business so far as the character and nature of the meeting shall be as listed.

For the Annual Meeting:

a. The Recording Secretary shall prepare an agenda and the agenda will be available to general membership at least two (2) weeks before the Annual Membership Meeting.

b. The President shall contact and contract before April 15th:

- i. The Court Reporter who will be scheduled for at least four and one half (4 1/2) hours, if deemed necessary by the Board. A time schedule of not less than four (4) hours shall be given by Specialty Show Committee for the Annual Meeting;
- ii. a Parliamentarian, if deemed necessary by the Board; and
- iii. a Sergeant-of-Arms, if deemed necessary by the Board.

Order of business for the Annual Meeting is:

CONFIRMATION OF QUORUM
REPORT OF MINUTES OF THE LAST ANNUAL MEETING
REPORT OF THE PRESIDENT (INCLUDING REMINDER OF ACCESS TO COMMITTEE REPORTS)
REPORT OF THE RECORDING SECRETARY
REPORT OF THE CORRESPONDING SECRETARY
REPORT OF THE TREASURER
REPORT OF THE MCOA AKC DELEGATE
UNFINISHED BUSINESS
NEW BUSINESS
ADJOURNMENT

2.) Special Meetings

Special Meetings may be called by: (a.) the President; (b.) a majority of the members of the Board present at the Board meeting; or (c.) the Members via petition signed by ten percent (10%) of the Active Members and Life Members in good standing. Such meeting shall be held at such place, date and hour as may be designated by the Board. Notice of such meeting shall be sent by the Secretary in any manner prescribed by The laws of the state of New York at least fourteen (14) days and not more than thirty (30) days prior to the meeting. The notice of the meeting shall state the purpose of the meeting and no other Club business may be transacted. The quorum for such a meeting shall be ten percent (10%) of the Active Members and Life Members in good standing.

ARTICLE 8: BOARD OF DIRECTORS

A. GENERAL POWERS AND RESPONSIBILITIES

General management of the Club's affairs shall be entrusted to the Board.

B. NUMBER AND QUALIFICATIONS

The Board shall consist of nine (9) Directors, which includes the President, Vice President, Corresponding Secretary, Recording Secretary, Treasurer and four (4) Board Members. Each Director must be either an eligible Active Member or Life Member, in good standing. Each Director must be a resident of the United States.

C. BOARD COMPENSATION

No compensation shall be paid by the Club for any Director other than for expenses incurred while carrying out the Club's activities and in accordance with any expense policy established by the Board.

D. BOARD ELECTIONS

The annual election of Officers, Directors, and Delegate to the American Kennel Club shall be by secret written ballot cast by mail except the Board may choose to permit but not require, Members voting in such elections to vote electronically if the Club follows the AKC Electronic Balloting policy.

The election of Officers, Directors and Delegate shall be divided as follows to promote Board continuity. In odd numbered years the election of President, Recording Secretary, AKC Delegate and two (2) Board Members at Large (herein after known as odd year Board Members) shall be held. In even numbered years the election of Vice President,

Corresponding Secretary, Treasurer and two (2) Board Members at Large, (herein known as even year Board Members) shall be held.

The terms of President, Recording Secretary, Vice President, Corresponding Secretary, Treasurer shall be two (2) years, the term of the AKC Delegate shall be two (2) years, and four (4) Board Members at Large shall be two (2) years.

1.) Nomination of Candidates

Candidates volunteering for the Board:

- a. Must be nominated in accordance with these Bylaws;
- b. Will be limited to nomination for one position on the Board;
- c. Must be an Active Member, in good standing for at least three (3) years or Life Member, in good standing;
- d. Must be a resident of the United States; and
- e. Shall provide, in writing, a resume, biography, and the reason for wanting to sit on the Board to the Corresponding Secretary by January 10th.

The time line for nominations shall be:

- a. The Corresponding Secretary shall forward the names of any candidates to the Nominating Committee Chairperson by January 15th;
- b. The Nominating Committee shall review each submission to be sure the candidates meet the requirements set forth herein, if possible, represent a varied geographical diversity; and are not family members with another candidate or with a Board member whose term will overlap with the possible term of the candidate.
- c. By February 15th the Nominating Committee shall:
 - i. Notify, in writing, nominees who do not meet the requirements that they are not eligible to be a candidate; and
 - The notification will set forth the specific requirements which were not met;
 - ii. If nominees have not been obtained for any upcoming open positions, establish other measures to obtain additional nominees;
- d. By February 20th, the Nominating Committee shall notify the Board, via written correspondence to the Corresponding Secretary, a slate of nominees (the "Slate").
- e. By March 1st, the Corresponding Secretary shall mail to the Members:
 - i. The Slate;
 - ii. All materials required in the MCOA Handbook; and

- iii. Notice that Members may nominate additional candidates by written petition signed by five (5) Voting Members and written acceptance of the nomination by the nominee.
- f. By April 1st, nominations from the floor must be received by the Corresponding Secretary.
- g. By April 5th Corresponding Secretary shall forward the nominations received to the Nominating Committee.
- h. By April 10th the Nominating Committee shall verify that any candidates nominated by written petition meet the requirements set forth herein.
- i. Nominations cannot be made at the Annual Meeting or in any manner other than as provided above.

2.) Voting Procedures

If no qualified nominees are received by the Corresponding Secretary, on or before April 1st, the Slate shall be declared elected and no balloting will be required.

If one (1) or more qualified nominees are received by the Corresponding Secretary from the Members, on or before April 1st, the election process will be as follows:

- a. Create the ballot listing of all nominees in alphabetical order by position listing the names of the States in which the nominees reside (the "Ballot").
- b. Obtain from the Membership Secretary, the current list of the Voting eligible Members;
- c. Prepare voting packages for electronical submittal to the independent professional third-party firm which include:
 - i. The Ballot;
 - ii. The materials required in the MCOA Handbook;
 - iii. The list of Voting Members;
 - iv. Instructions to use a dual envelope system which consists of:
 - a. An envelope marked "ballot"; and
 - b. A return envelope addressed to the independent professional third-party firm.
- v. Notice that ballots must be postmarked by May 31st;

The Board shall retain an independent professional third-party firm to perform all the duties in regard to the election process, including, but not limited to:

- 1.) Print and Assemble the Ballots;

- 2.) Mail the Ballots to the Voting Members by April 15th;
- 3.) Receive the Ballots;
- 4.) Verify that the ballots received were from Voting Members
- 5.) Count the Ballots, determine which candidates received the majority of votes for each position, and officially tabulate the Ballots;
- 6.) Provide results to the Corresponding Secretary and the President via one email; and
- 7.) Retain the Ballots for one (1) year.

Upon receipt of the voting results, the Board shall announce the results by the following means:

- 1.) Electronic communication by June 15th;
- 2.) Article in the next edition of the CastleKeeper Times after the election; and
- 3.) Posting on the Club's website by June 15th.

In the event of a tie vote among the candidates who have received the highest number of votes for any Director, including Officers:

- 1.) No vacancy in the position shall be deemed to have occurred and the current Director shall continue until the process set forth below results in the election of the new Director;
- 2.) The Board shall, by July 15th set a date for a run-off election in accordance with the election procedures set forth above; and
- 3.) The candidate receiving the greatest number of votes from the run-off election shall be declared elected and shall take office immediately.

E. TERM OF BOARD

All newly elected Directors, including Officers, shall take office on July 1st. Each Director shall serve for a term of two (2) years or until their successor is selected. No person shall hold more than one (1) Board of Directors position or office. No Directors shall serve more than two (2) consecutive terms in any one position. There must be at least a period of one (1) year out of a Board position before any individual is eligible to be elected to the same Board position. Each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

F. VACANCIES

In the event any vacancy occurs on the Board or among the officers, the remainder of the term of the vacated position shall be filled at the next scheduled Board meeting by an Active Member in good standing who is eligible to hold office, a majority of the Board. Such

Member is to finish out that term in the position appointed by 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 Board appointment. No person shall hold more than one (1) Board of Director position.

If the vacancy is that of the Corresponding Secretary, Recording Secretary or Treasurer, the vacating officer shall turn over all properties and records to the designated successor as soon as possible, but no later than thirty (30) days. Shipping of said property and/or records will be paid by the Club. Failure to turn over property and records may result in charges being filed against the vacating Officer.

G. RESIGNATION

Directors may resign by giving written notice to the Corresponding Secretary or the President. The resignation shall be effective as of the date set forth therein. If no date is provided, the resignation will be deemed the date it is received. Within ten (10) days from the date of the receipt of the resignation, the Director shall return all records, funds, documents and other property of the Club to either the Corresponding Secretary or the President.

H. REMOVAL

Failure to maintain status as a Voting Member, meet the attendance requirements below, comply with the Code of Ethics and/or AKC's Code of Sportsmanship shall cause the removal of the Board Member in accordance with the laws of the state of New York.

Within ten (10) days from the date of the removal, the Director shall return all records, funds, documents and other property of the Club to either the Corresponding Secretary or the President.

I. MEETINGS

The first meeting of the Board shall be held immediately following the election. Other meetings of the Board shall be held at such times and places via telephone conference call or via video conference as are designated by the President or by a majority vote of the entire Board. Notice of each such other meeting shall be sent by the Secretary in any manner prescribed by The laws of the state of New York to each member of the Board at least fourteen (14) days prior to the date of the meeting. The quorum for a Board shall be the majority of the Board, as set forth below.

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

ROLL CALL/ CONFIRMATION OF QUORUM

REPORT OF MINUTES OF THE LAST BOARD MEETING

REPORT OF THE PRESIDENT

REPORT OF THE RECORDING SECRETARY

REPORT OF THE CORRESPONDING SECRETARY

REPORT OF THE TREASURER

REPORT OF THE MCOA AKC DELEGATE

REPORT OF COMMITTEES

ELECTION OF NEW ACTIVE MEMBERS

UNFINISHED BUSINESS

NEW BUSINESS

ADJOURNMENT

J. MINUTES

The Recording Secretary shall keep a record of all Board meetings, including but not limited to all votes, attendance, and matters of business. The Board meeting minutes shall be kept with the Club's records. Board meeting minutes shall be made available to the Members via CastleKeeper Times and posted on the Club's website.

K. QUORUM

The quorum for a Board meeting shall be a majority of the Board voting in person, by conference phone, by mail, or any other electronic device deemed acceptable by the Board and in accordance with New York Non-profit laws.

L. VOTING

Board votes shall be recorded in the minutes of each meeting. If the votes are taken by any other means such as e-mail, the results shall be included in the Club's records.

Fax and e-mail voting is only permitted for votes that require unanimous written consent.

M. PROXY

Proxies may not be used by Directors or Officers for any purposes of the Club.

N. BOARD MEMBER ATTENDANCE

Board members must attend Board meetings in person or when permitted by these By-laws and The laws of the state of New York by other means. Failure to attend four (4) full meetings (roll call through adjournment) in six (6) months without just cause shall be an immediate termination of the Board member's position on the Board.

O. USE OF TELECONFERENCE

The Board of Directors may also conduct business by telephone conference (including disciplinary hearings), or video conference or by any other method permitted by the laws of New York State. Items voted upon by any method other than "in-person" meetings must be confirmed in writing by the Secretary within seven (7) days.

ARTICLE 9: OFFICERS

A. PRESIDENT

The President shall:

- 1.) Preside at all Meetings of Members;
- 2.) Preside at all Meetings of the Board;
- 3.) Have all duties and powers available by New York State Not-for-Profit Corporation Law.

B. VICE PRESIDENT

The Vice-President shall have the duties and exercise the powers of the President in the case of the President's death, absence or incapacity.

C. RECORDING SECRETARY

The Recording Secretary shall:

- 1.) Keep a record of all Member meetings, including but not limited to all votes, attendance, and matters of business;
- 2.) Keep a record of all Board meetings, including but not limited to all votes, attendance, and matters of business;
- 3.) Prepare and publish to all Members a summary of the Board minutes, including all motions and votes; and
- 4.) Generally, maintain the Club's records as needed to ensure efficient, accessible, and adequate records.

D. CORRESPONDING SECRETARY

The Corresponding Secretary shall:

- 1.) Have charge of the official correspondence;
- 2.) Notify Members of meetings;
- 3.) Notify Officers and Directors of their election to office;
- 4.) Maintain the list of the Members with their contact information which shall be sent to any Member in good standing, upon written request, not more than once every Club year; and
- 5.) Carry out such duties as prescribed in these By-laws and under the direction of the remainder of the Board.
- 6.) Perform the services upon receipt of negative comments or charges against Members as described in Article 5, sections C and D, as well as all steps detailed in the MCOA Handbook.

E. TREASURER

The Treasurer shall:

- 1.) Collect and receive all monies due or belonging to the Club;
- 2.) Deposit the monies into a bank account, approved by the Board, in the name of the Club;
- 3.) Provide, at all times, the books and finances of the Club to be open to the inspection of the Board;
- 4.) Coordinate monthly financial statements and balance sheets to be presented to the Board; and
- 5.) Present at the Annual Meeting, the condition of the Club's current finances.

The Treasurer shall be bonded or insured in such amount as the Board of Directors shall determine.

F. MCOA AKC DELEGATE

The MCOA AKC Delegate is:

- 1.) A voting office of the Club;
- 2.) Elected in the same manner as other Officers;

- 3.) To attend Board meetings as an invitee and report on all relevant topics being addressed by the American Kennel Club; and
- 4.) The Club's delegate to the American Kennel Club and shall:
 - a. Attend the quarterly meetings of the delegate American Kennel Club meetings;
 - b. File a report to the corresponding secretary within ten (10) days of the delegate American Kennel Club meetings; and
 - c. Inform the Board of any impending decisions that would influence the Mastiff breed and obtain the Board's direction on how to proceed.

The travel expenses to attend the American Kennel Club meetings shall be reimbursable in accordance with the rules, guidelines and policies established by the Board.

ARTICLE 10: COMMITTEES

The Club may have standing Committees and Special Committees. The Board shall select the Chairperson of each committee on an annual basis by January 15th. The Chairperson will then select the individual members for the committee; however, committee membership shall be subject to the final approval by the Board.

Committee members serve at the pleasure of the Board and may be removed by a majority vote of the Board. A Committee member being removed shall be notified, in writing, by the Corresponding Secretary. The Board shall appoint a replacement Committee member for any Committee member removed.

ARTICLE 11: INDEMNIFICATION

- (a) To the extent permitted by law, the Club shall indemnify any person made a party to an action by or in the right of the Club to procure a judgment in its favor by reason of the fact that he/she, his/her testator or intestate, is or was a director or officer of the Club, against the reasonable expenses, including attorney fees, actually and necessarily incurred by him/her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have breached his or her duty to the Club under Section 717 of the New York Not-for-Profit Corporation Law.
- (b) To the extent permitted by law, the Club shall indemnify any person, made or threatened to be made, a party to an action or proceeding other than one by or in the right of the Club to procure judgment in favor, whether civil or criminal, including an action by or in the right of any corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which

any director or officer of the Club served in any capacity at the request of the Club, by reason of the fact that he or she, his or her testator or intestate, was a, director officer of the Club or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees, actually and necessarily incurred by him/her in connection with the defense of such action, or in connection with an appeal therein, if such, director or officer acted in good faith for a purpose he or she reasonably believed to be in, or, in the case of service for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to the best interest of the Club and, in criminal actions or proceedings, in addition, had no reasonable cause to believe his or her conduct was unlawful.

- (c) The foregoing rights of indemnification shall not be exclusive of other rights to which any director, officer, or other person may be entitled.
- (d) The Club may procure or cause to be procured any insurance for directors, officers, and legal counsel as, authorized by law, including insurance authorized under Section 727 of the New York Not-for-Profit Corporation Law. Such insurance shall include Directors and Officers liability/errors and omission insurance in amounts which are in accordance with industry standards for other parent breed corporations.

ARTICLE 12: FISCAL YEAR

The Club's fiscal year shall begin on the first day of July and end on the last day of June. The Club's official year shall begin immediately at the completion of 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/her successor in office all properties and records relating to that office within thirty (30) days after the election.

ARTICLE 13. CONFLICT OF INTEREST POLICY

The Club shall establish and maintain a conflict of interest policy which, among other things, prohibit actual conflicts of interest or appearance of same for all actions taken by the board of Directors.

ARTICLE 14: AMENDMENTS

Amendments to the Constitution and By-laws or breed standard may be proposed by the Board or by written petition addressed to the Secretary signed by twenty percent (20%) of

the membership in good standing. Amendments to the By-laws by such petition shall be promptly considered by the Board and must be submitted to the Members with recommendations by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary. Proposed amendments to the standard of the breed must be submitted to members with recommendations of the Board by the Corresponding Secretary for a vote following the procedures established by the AKC Board of Directors.

The Constitution and By-laws may be amended at any time (or the standard for the breed in accordance with AKC policies), provided a copy of the proposed amendment has been sent to the Secretary to each member in good standing on the date of the mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. Dual envelope and balloting procedures which includes an envelope marked "ballot"; and a return envelope addressed to the Corresponding Secretary, shall be followed in handling such ballots to assure secrecy. Notice with such ballots shall specify a date not less than thirty (30) days after the date postmarked, by which date ballots must be returned to the Corresponding Secretary to be counted. The favorable vote of 2/3 of Active Members and Life Members in good standing who return valid ballots within the time limit shall be required to effect such amendment.

A. AMENDMENT VOTING

The Board may choose to permit but not require members voting on an amendment provided a copy of the proposed amendment has been mailed or sent in accordance with AKC's procedure on Electronic Balloting for AKC Parent Clubs .

The Board may choose to permit but not require, Members voting on an Amendment to vote electronically if the Club follows the AKC Electronic Balloting policy.

The Corresponding Secretary shall tabulate the votes unless a Board decision has been made to appoint an independent third-party professional firm for this purpose.

No amendment to the Constitution and Bylaws (or to the Standard for the Breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE 15: GENDER

The use in these By-laws of any terms, such as "him", "her", "his", "hers", "chairman", etc. shall not be interpreted as meaning or implying any limitation or preference for any gender.

ARTICLE 16: PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised shall govern the Club in all case to which such rule are applicable and are not inconsistent with these By-laws and any rules, policies or procedures established by the Club.

Approved by vote of the MCOA membership: DATE, _____ 20__

Approved by the American Kennel Club: DATE, _____ 20__