

BYLAWS OF TOWN AND COUNTRY DOG TRAINING CLUB, INC.

A California Nonprofit Public Benefit Corporation

ARTICLE I - CORPORATE NAME AND PROVISIONS

Section 1. Name and Business Office. The name of this corporation is TOWN AND COUNTRY DOG TRAINING CLUB, INC. The principal office of the corporation for its transaction of business shall be an address in Northern California designated by the Board of Directors and may be changed at any time by a vote of the Board.

Section 2. General and Specific Purposes; Limitations; Construction

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation law for public purposes.

B. The purpose of the corporation is to ensure ongoing public benefit from training dogs through programs and activities:

- (1) to promote the obedience training of dogs;
- (2) to disseminate knowledge regarding obedience training;
- (3) to conduct classes for the training of dogs and their handlers;
- (4) to conduct events to test and evaluate the obedience performance of dogs and their handlers at progressive levels of difficulty;
- (5) to encourage the training of judges for such events;
- (6) to promote cooperation and good sportsmanship among its members and others in the training and exhibition of dogs;
- (7) to conduct and support other dog related events;
- (8) to lease, own and purchase, hold and maintain property of any and all kinds in the State of California to be used for any and all purposes consistent with the objectives of the this organization.

Section 3. Limitations. The property of this corporation is irrevocably dedicated to social welfare purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for

either charitable or social welfare purposes, having established its tax exempt status under 501(c)(4) as applicable, for the benefit of dogs.

Section 4. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 5. Notices. Notices required by these bylaws may be given by electronic transmission by the corporation and shall be valid only if:

(1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(1) An electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (c) the procedures the recipient must use to withdraw consent.

(2) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the

member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

## ARTICLE II - MEMBERSHIP

### Section 1. Eligibility.

Regular Voting Membership: Regular Voting membership is open to all persons who have completed two or more training courses conducted by the corporation with at least 80% attendance. If a prospective member has equivalent or more training elsewhere, the Board of Directors may waive this requirement after consideration of the applicant's background. Membership is open to persons compensated by the corporation for services performed. Membership is divided into Active and Non-Active classes. Active members must attend two of four meetings during a year and must volunteer for Fun Match, First Night Sign-up, Clean-up Day, Run Throughs, Special Classes or such other events as the Board of Directors may from time to time designate. The Board of Directors may, from time to time, establish pricing or awards for which it may restrict receipt to Active Members only. The Board of Directors may in determining qualification for Active Membership in individual cases, consider waiving or substituting specific requirements for hardship reasons such as but not limited to illness or work obligations.

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.

### Section 2. Dues.

Dues are payable to the corporation for yearly memberships which begin on January 1st and end on December 31st of each year. At the discretion of the Board, membership dues may be revised and presented to the general membership for voting. If a member joins the corporation prior to July 1st membership dues shall be payable in full. If a member joins the corporation after July 1st dues are prorated by one half. All membership dues are payable on December 15th and delinquent on January 15th of the following year. On or before December 1st, notice shall be sent to each member at their last known address by electronic transmission by the corporation, or by first-class mail, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the

corporation for purposes of notice, stating that dues are due and payable. The notice shall state the amount of dues owed, the person and address to whom the dues are to be sent or delivered and a notice that membership will be terminated if dues are not received by January 15th of the following year.

### Section 3. Application for Membership.

Those who wish to apply for membership in the corporation as defined in Section 1 shall complete an official application form and shall have the endorsement of two members who are in good standing with the corporation. Membership applications, accompanied by the appropriate dues, are to be filed with the Secretary. The applicant must attend the meeting where the application is read or the meeting where the applicant is voted on if the vote did not take place at the meeting when the application was read. To become a member, the applicant must receive a two-thirds vote of the members present and voting.

### Section 4. Termination of Membership. Members may be terminated:

(a) by resignation - A member may resign at any time but still not be relieved 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.

(b) by lapsing - A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by January 15th. The Board may grant a thirty day grace period to members who are delinquent in paying their dues for just cause. In no case may a person be entitled to vote at any corporation meeting whose dues are unpaid as of the date of the meeting.

(c) by expulsion - A membership may be terminated by expulsion as provided in Article VII of these bylaws.

## ARTICLE III - MEETINGS AND VOTING

Section 1. Membership Meetings. Meetings of the Members of the Corporation shall be held within Santa Clara County and at such time and place as may be designated by the Board of Directors. There will be at least four (4) meetings per calendar year. Written notice of each meeting shall be sent via first class mail or electronic transmission to the membership at least 10 days prior to the date of each meeting. The quorum for such meetings shall be 20 percent of the members in good standing. The Board may authorize members who are not present in person to



participate by electronic transmission or electronic video communication.

(a) If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

(b) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Article III, Section 1 of these bylaws.

Section 2. (a) Special Membership Meetings. Special Membership meetings may be called by the President, or by a majority vote of the Board of Directors who are present and voting at any regular or special meeting of the Board; and shall be called by the Secretary upon the receipt of a petition signed by five (5) percent of members of the corporation who are in good standing. Such special meetings shall be held within the Santa Clara County region at such time and place as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least 10 days and not more than 15 days prior to the date of the meeting via first class mail or electronic transmission to the membership, and said notice shall state the purpose of the meeting, and no other corporation business may be transacted thereat. The quorum for such meeting shall be 20 percent of the members in good standing.

(b) 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 President or Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, by written notice mailed or sent by electronic transmission by the Secretary, 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.

Section 3. Board Meetings. Meetings of the Board of Directors shall be held within an area in Santa Clara County at least four (4) times per calendar year at such time and place as may be designated by the Board. Written notice of each meeting shall be mailed via first class mail or electronic transmission to the Board by the Secretary at least 10 days prior to the date of the meeting.

Section 4. Special meetings of the Board for any purpose may be called at any time by the president, the secretary, or any two directors. Such special meetings shall be held within Santa Clara County at such time and place as may be designated by the person authorized herein to call such. Written notice of such meeting shall be mailed via first class mail or electronic transmission by the Secretary at least 5 days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board.

Section 5. Voting. Each member who is in good standing and whose dues are paid for the year shall be entitled to one vote at any meeting of the membership at which the member is present. Proxy voting will not be permitted at any membership meeting or election.

Section 6. Electronic Conferencing. Any meeting of the Board, regular or special, may be held by telephone, video, web-based, 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.

Section 1. Board of Directors. The Board shall be comprised of the President, Secretary, and Treasurer, and other Directors all of whom shall be members in good standing. The Board of Directors will be elected and serve as provided in Article V of these Bylaws. Board will be divided into two classes, which will be elected every second year for two year terms. Each class will consist of two (2) or three (3) Directors.

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

Section 2. Officers. The corporation's Officers, consisting of the President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the corporation and its meetings and the Board and its meetings. The duties of the officers shall be as prescribed in these Bylaws or in Roberts Rules of Order, Newly Revised. The Officers will be chosen by the Board every two years for two year terms corresponding with the Director's term.

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

(b) The Secretary shall keep a record of all meetings of the corporation and of the Board and of all matters of which a record shall be ordered by the corporation including; keeping an up to date roll of members and their addresses, keeping copies of the minutes of all meetings, notify members and Board of meetings, notifying new members of their election to membership, notifying officers and Directors of their election to office and carry out such other duties as are prescribed in these by-laws or by the Board of Directors. These duties include having charge of general corporation correspondence and lending as much assistance as possible to committee chairpersons with mailings pertaining to corporation business and carrying out such other duties as are prescribed in these Bylaws or by the Board of Directors. Any corporation correspondence written by someone other than the Secretary must be copied to the Secretary for the corporation's records.

(e) The Treasurer shall collect and receive all monies due or belonging to the corporation. The Treasurer shall deposit the same in a bank designated by the Board, in the name of the corporation. The books shall at all times be open to inspection

of the Board. The Treasurer shall report at every meeting the condition of the corporation's finances and every item of receipt or payment not before reported. Such reporting shall be in a format approved by the Board. At the annual meeting the Treasurer shall render an account of all monies received and expended during the previous corporation year. The Treasurer may be bonded in such amount as the Board of Directors shall determine. There shall be a yearly audit. The Board may employ an outside accounting firm approved by the Board, or if the Board determines that this is not economically feasible, the Board shall appoint a committee for the express purpose of auditing the financial records of the corporation in which event 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.

Section 3. Vacancies. Any vacancies occurring on the Board or among the offices during the corporation year shall be filled for the remainder of the term of the office so vacated by a majority vote of all the then members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose.

#### ARTICLE V - THE CORPORATION YEAR, ANNUAL MEETING, AND ELECTIONS

Section 1. Corporation Year. The Corporation's fiscal year shall be the calendar year. The official year shall begin immediately at the conclusion of the annual meeting, designated as the first meeting of the year, and shall continue through the installation of Officers at the first meeting of the next calendar year.

Section 2. Annual Meeting. The annual meeting shall be the first meeting of the calendar year at the conclusion of which officers and directors for the ensuing year shall take office immediately. Each retiring officer shall turn over to the successor in office all properties and records relating to that office within 15 days of this meeting.

Section 3. Elections. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The nominated candidates for vacancies on the Board who receive the greatest number of votes shall be declared elected.

Section 4. Nominations. The method of nominating candidates shall be established by resolution of the Board of Directors and may be changed from time to time as the Board deems appropriate.

#### ARTICLE VI - COMMITTEES

Section 1. The Board may each year appoint standing committees to advance the work of the Corporation in such matters as dog shows, obedience trials, educational programs, judges seminars, trophies, annual prizes, membership, and any other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the Board to aid it on particular projects.

Section 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

#### ARTICLE VII - DISCIPLINE

Section 1. Procedure. If grounds appear to exist for suspending or terminating a member under Article II, Section 4 of these bylaws, the following procedure shall be followed:

Section 2. Notice. The Board shall give the member at least 15 days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

Section 3. Hearing. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.

Section 4. Decision. The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

Section 5. Appeal. 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.

#### ARTICLE VIII - AMENDMENTS

Section 1. Amendments to the Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 20% of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three months of the date when the petition was received by the Secretary.

Section 2. The Bylaws may be amended by two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least 14 days.

#### ARTICLE IX - DISSOLUTION

Section 1. The Corporation may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of dissolution of the corporation other than for the purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of the Corporation nor any proceeds thereof nor any assets of the Corporation shall be distributed to any members of the Corporation. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for either charitable or social welfare purposes, having established its tax exempt status under 501(c)(4) for the benefit of dogs.

#### ARTICLE X - ORDER OF BUSINESS

Section 1. At meetings of the Corporation membership, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Attendance
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees
- Unfinished business
- New Business
- Election of Officers and Board (at Annual Meeting)
- Election of new members
- Adjournment



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

- Attendance
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of "Robert's Rules of Order, Newly Revised", shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with applicable California law, these bylaws and any other special rules of order the Corporation may adopt.

ARTICLE XII - MISCELLANEOUS PROVISIONS

Section 1. Indemnification. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Corporation Law.

In determining whether indemnification is available to the Director, Officer, or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Corporations Code §5238 has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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

Section 3. Maintenance of Corporate Records. This Corporation shall keep:

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

Section 4. Annual Report The Board shall cause an annual report to be sent to the members and directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- E. Any information required by California Corporations Code Section 6322 described in 12.5 of these bylaws. This report required by shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

This requirement of an annual report shall not apply if the corporation receives less than twenty-five thousand dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 days after the end of the Corporation's fiscal year, prepare and mail or deliver to each general member and furnish to each Director a statement of any transaction or indemnification (a) in which the corporation, or its parent or subsidiary, was a party, (b) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

- (1) Any Director or officer of the Corporation;
- (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which interested person is a partner, only the interest of the partnership need be stated.

Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the pursuant to Corporations Code Section 5238, unless that indemnification has already been approved by the members under Corporations Code Section 5238(e) (2).

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of TOWN AND COUNTRY DOG TRAINING CLUB, INC. a California nonprofit public benefit; that these bylaws, consisting of 13 pages, are the bylaws of this corporation as adopted by the Board of directors on February 13, 2013 and that these bylaws have not been amended or modified since that date.

Executed on February 13, 2013 at San Jose, California.

Mary J. Dent

Secretary

---

We, the board of directors of  
Town & Country Dog Training Inc.  
approve the (new) bylaws, dated  
Feb. 13, 2013, for Town & Country  
DTC as A California Nonprofit  
Public Benefit Corporation.

Mary F. Dent      2/13/13  
Mary Dent      date

Pat Ropp      2/13/13  
Patricia Ropp      date

Eirene Johnson      2-13-13  
Eirene Johnson      date