

**CONSTITUTION AND BYLAWS OF
JAPANESE AKITA CLUB OF AMERICA, INC
CONSTITUTION**

ARTICLE I.

Section 1.01 The name of the Club shall be Japanese Akita Club of America, Inc. (also referred to as “the Club”, “the Corporation”, or as “JACA”).

Section 1.02 The objects of the Club shall be as follows:

- a. to encourage the organization of independent local Japanese Akita Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the AKC;
- b. to encourage and promote quality in the breeding of purebred Japanese Akitas and to do all possible to bring their natural qualities to perfection;
- c. to urge members and breeders to accept the standard of the breed as approved by the AKC as the only standard of excellence by which the Japanese Akita shall be judged;
- d. to do all in its power to protect and advance the welfare and best interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, and tracking tests (field trials);
- e. to conduct sanctioned matches, specialty shows, obedience trials, and tracking tests (field trials) under the rules of the AKC;
- f. to disseminate accurate information about the Japanese Akita specifically and dog care in general and to educate the general public about proper care of dogs and what constitutes abuse and animal cruelty.

Section 1.03 The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues or donations to the Club shall inure to the benefit of any member or individual. The Japanese Akita Club of America, Inc. is a Federal Income Tax exempt organization operating under Section 501(c)(7) of the Internal Revenue Code.

Section 1.04 The members of the Club shall adopt and may from time to time revise such bylaws as may be adopted and may be required to carry out these objectives.

BYLAWS

These Bylaws govern the affairs of the Japanese Akita Club of America, Inc., a nonprofit organization.

ARTICLE I.

OFFICES

1.01 The Corporation's principal office in Texas will be 340 North Sam Houston Parkway East Suite 250 Houston, Texas 77060. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

1.02 The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

ARTICLE II.

MEMBERSHIP

2.01 The Corporation will have four (4) classes of members. Membership is open to persons who are in good standing with the American Kennel Club (hereinafter referred to as "AKC") and the Japanese Akita Club of America, Inc. and who subscribe to the objects of the Corporation as set forth below:

- a. to encourage the organization of independent local Japanese Akita Specialty Clubs in those localities where there are sufficient fanciers of the breed to meet the requirements of the AKC;
- b. to encourage and promote quality in the breeding of purebred Japanese Akitas and to do all possible to bring their natural qualities to perfection;
- c. to urge members and breeders to accept the standard of the breed as approved by the AKC as the only standard of excellence by which the Japanese Akita shall be judged;
- d. to do all in its power to protect and advance the welfare and best interests of the breed and to encourage sportsmanlike competition at dog shows, obedience trials, and tracking tests (field trials);
- e. to conduct sanctioned matches, specialty shows, obedience trials, and tracking tests (field trials) under the rules of the AKC;

- f. to disseminate accurate information about the Japanese Akita specifically and dog care in general and to educate the general public about proper care of dogs and what constitutes abuse and animal cruelty.

2.01 Membership classes will be as follows:

- a. Individual Membership. Open to persons eighteen (18) years of age and older. Individual membership enjoys all the privileges of the Club, including the right to vote and hold office.
- b. Family Membership. Open to two (2) persons of eighteen (18) years of age or older who reside in the same household and their minor children. Each adult is entitled to one (1) vote but each family unit will receive only one (1) copy of any gratis Club publication.
- c. Junior Membership. Open to persons 10 to 17 years of age. Junior memberships cannot vote or hold office. Upon reaching their 18th birthday, junior members may convert to individual or family memberships.
- d. Japanese Akita Specialty Club Membership. A local Japanese Akita Specialty club wishing to become a Member Club must have definite geographical boundaries not conflicting with any other member club and must have twelve (12) or more members. It shall be in good standing with the AKC and the Japanese Akita Club of America, Inc. and expressly agree to be governed and bound by the Bylaws of the Japanese Akita Club of America, Inc. Specialty Clubs must agree not to incur indebtedness on the part of the Japanese Akita Club of America, Inc. The JACA Board shall maintain guidelines for specialty club membership applications and then said guidelines shall be distributed to a candidate by the JACA vice president, who shall provide all necessary regulations and details regarding applying for membership status. The specialty club shall send its completed membership application with the constitution and bylaws and the required dues to the vice president of JACA. A specialty club must have twenty (20) households of members in good standing to obtain a show license from the AKC.

2.03 Membership Dues and Fees. Membership dues shall be set by the Board of Directors by October 15th of each year for the following year. Any change in the amount of dues may only become effective beginning on the January 1 renewal date following the vote to implement such change. In a year when the Board of Directors has not changed the dues by October 15th, the dues from the previous year shall continue to be in full force and effect.

- a. On or before November 15th, the vice president shall send all members a statement of their dues for the upcoming year. The dues must be returned to the vice president and received on or before January 1 of the dues year or the membership will be lapsed and terminated in accordance with the regulations set out in Section 2.05 below. In the event

of unusual circumstances the Board of Directors may approve an extension of the January 1 renewal date up to but no later than March 1.

- b. Memberships accepted after July 1 and during the balance of the year are at half rate.

2.04 Election to Membership. Each application for membership shall apply on a form as approved by the Board of Directors, which shall provide that the applicant agrees to abide by these Bylaws and the rules of the AKC. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two (2) members in good standing of JACA. Accompanying the application the prospective member shall submit dues payment for the current year. The application, with appropriate dues, shall be submitted to the vice president, who shall determine if it is in order and, if so, shall promptly send the application to the Board of Directors for approval and send the dues to the treasurer.

- a. Applicants may be elected by secret ballot at any meeting of the Board of Directors or by secret vote of the directors by mail, telefax, E-mail, or telephone call. Affirmative votes of two-thirds (2/3) of the directors present at any meeting of the board or two-thirds (2/3) of the entire Board of Directors voting by mail, telefax, E-mail or telephone call shall be required to elect an applicant.
- b. Objections to membership and the investigation of the objection shall automatically be received and handled by the Board of Directors acting in executive session. A written objection with evidence of the allegation(s) regarding the objection shall be filed with the corresponding secretary, who shall promptly notify the board of the objection. The board may question the applicant and investigate the objection before voting on the applicant.
- c. An applicant who has received a negative vote by the Board of Directors may be presented by one of the applicant's sponsors at the next Annual Meeting of the Club and the members may elect such applicant by secret ballot and a favorable vote of seventy-five percent (75%) of the members present. Persons denied membership may re-apply no sooner than two (2) years after the date of the final vote (either board or membership) rejecting the applicant.

2.05 Termination of Membership. Membership may be terminated in the following manner:

- a. by resignation. Any member in good standing may resign from the Club upon written notice to the corresponding secretary, but no member may resign while in debt to the Club. Dues obligations are considered a debt to the Club and dues become due and payable on the first day of January of each year.
- b. by lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 1. However, the board may grant an additional sixty (60) days of grace to such delinquent members in meritorious cases. In

no case may a person whose dues are unpaid as of the date of any meeting be entitled to vote at any Club meeting.

- c. by expulsion. A membership may be terminated by expulsion as provided in Article VII of these Bylaws.
- d. by suspension. A membership may be terminated by suspension as provided in Article VII of these Bylaws.

ARTICLE III.

MEETINGS

3.01 Annual Meetings. The Annual Meeting of the Club shall be held on or between the dates of September 15th and November 15th in conjunction with the Club's Annual National Specialty Show at a place, date and hour designated by the Board of Directors. Written notice of the Annual Meeting shall be mailed by the corresponding secretary to each member at least thirty (30) days prior to the date of the meeting. The quorum for the Annual Meeting shall be ten (10%) percent of the members in good standing.

3.02 Special Club Meetings. Special Club meetings may be called by the president or by a majority of the members of the board who are present at a meeting of the board or who vote by mail and shall be called by the corresponding secretary upon the receipt of a petition signed by ten (10%) percent of the Club members in good standing. Special meetings shall be held at such place, date and hour as may be designated by the Board of Directors. Written notice of such meeting shall be mailed by the corresponding secretary 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 (10%) percent of the members in good standing.

3.03 Board Meetings. The first meeting of the Directors shall be held immediately following the election of Board members. Other meetings of the Board of Directors shall be held at such times and places as are designated by the president or by a majority vote of the entire board. Written notice of such other meetings shall be mailed by the corresponding secretary at least fourteen (14) days prior to the date of the meeting. The quorum for a board meeting shall be a majority of the board voting in person, by mail, by telefax, E-mail, or telephone call.

ARTICLE IV.

BOARD OF DIRECTORS AND OFFICERS

Section 4.01 Board of Directors. The Board of Directors shall be composed of the president, vice president, corresponding secretary, recording secretary and two (2) directors at large, all of whom shall be residents of the United States of America. The directors shall serve two (2) years, except for the initial Board of Directors who shall serve for a period of four (4) years. The

directors shall serve until their successors are elected. General management of the Club's affairs shall be entrusted to the Board of Directors. Individual members of the board shall only use their title as director of the Club and the Club stationary on reference to Club business.

- a. A director may be removed at any time by an affirmative vote of two-thirds (2/3) of the Board of Directors though no director may be removed from office for reasons less serious than would justify disciplinary action under procedures described in Article VII below.

Section 4.01 Officers and Directors. The Club's officers and directors will consist of the president, vice president, corresponding secretary, recording secretary, treasurer and two (2) directors at large. The only deviation therefrom may be that the board may decide to combine the offices of corresponding and recording secretary. The directors shall carry out the duties of their offices and such other duties as prescribed by these bylaws. All officers and directors shall have the authority to make and vote upon motions in board and club meetings.

- a. The president shall preside at all meetings of the club and of the board and shall have the duties and powers appurtenant to the office of president of a society in addition to those specified in the bylaws. The president shall be an ex officio member of all committees and a voting member of all committees except the nominating committee.
- b. The vice president shall have the duties and exercise the powers of the president in case of the president's death, absence or incapacity. The vice president is the club's membership chairperson.
- c. The corresponding secretary shall have charge of the Club's correspondence, notify the board and Club members of their meetings, notify officers and directors of their election to office, keep a roll of the members of the Club with their addresses and carry out such other duties as prescribed by these bylaws.
- d. The recording secretary shall keep a record of all meetings of the Club and of the board and of all votes taken by mail, telefax, E-mail or telephone calls and of all matters of which a record shall be ordered by the Club, maintain a book of motions and carry out such other duties as are prescribed in these bylaws.
- e. The treasurer shall collect and receive all moneys due to belonging to the Club and disburse all moneys payable by the club. Moneys shall be deposited in a bank approved by the Board and in the Club's name. The Club's financial transactions shall be recorded using standard accounting practices and procedures. The books shall at all times be open to inspection of the board and a report shall be given quarterly on the condition of the Club's finances and every item of receipt or payment not reported. At the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. The treasurer shall carry out such other duties as prescribed by these bylaws. The treasurer shall be bonded in such amount as the Board of Directors

shall determine. All Club checks over the amount of five hundred and 00/100 (\$500.00) Dollars shall have two (2) authorized signatures, the first being that of the treasurer and the second being that of either the president or the vice president or of the corresponding secretary.

- f. The directors at large shall be accessible to and whenever possible offer assistance and guidance to the membership in general. They shall present the membership's concerns and opinions to the board. The two (2) directors at large will reside in different states from each other.
- g. The parliamentarian shall be appointed by the president with the approval of the board of directors and shall serve in an advisory capacity. The parliamentarian shall upon request of the president or the board render advice on the club's constitution and bylaws and Robert's Rules of Order, Newly Revised.
- h. In the event that the club becomes a member of the AKC, the Club's delegate to the AKC shall be elected at the same time as the election of the officers and directors by the JACA membership and shall serve for a two (2) year term. The AKC delegate shall attend the four (4) AKC board/delegate meetings per year, represent the Club's board on issues the board wishes to present to AKC, act as liaison of the JACA to the AKC and present issues to the Club's board that will require their direction and then vote accordingly.

Section 4.03 Vacancies. Any vacancies occurring on the board, among the officers (or in the AKC delegate) during the year shall be filled until the next annual election by a majority vote of the remaining members of the board, except that a vacancy in the office of president shall be filled automatically by the vice president and the resulting vacancy of the vice president shall be filled by the Board.

ARTICLE V.

THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

Section 5.01 Club Year. The Club's fiscal year shall begin the first day of January and end on the last day of December.

The Club's official year shall begin immediately at the conclusion of the election and shall continue through the next election. The elected officers and directors shall take office on the fifteenth (15th) day of August 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.

Section 5.02 Voting. At the annual meeting or at a special meeting of the Club, voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of officers and directors and amendments to the constitution and bylaws,

amendments to the breed standard, and the selection of annual national specialty judges (and delegates to the American Kennel Club) which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted. The board of directors may decide to submit other specific issues for decision by the members by written ballot cast by mail.

Member Clubs shall cast one (1) vote an issue presented at meetings or by mail. The vote of a member club shall be certified by the club members secretary as expressing the majority opinion of the member club. The member club may elect a member in good standing a delegate to vote on its behalf at the Club's annual meeting.

Section 5.03 Annual Election. The election of officers and directors (and delegate to AKC, who may but not need be a director or officer of the Club) shall be conducted by secret ballot. The board shall designate an independent accounting firm to send, receive, count and report the results of the balloting. The results of the balloting are to be reported to the corresponding secretary, who shall notify all candidates and the membership of the results.

The nominated candidate receiving the greatest number of votes for each office shall be declared elected on August 15. If any nominee at the time of the 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 Article III, Section 3 above.

Section 5.04 Nominations and Ballots. No person who has not been nominated in accordance with these bylaws may be a candidate in a Club election. A nominating committee shall be chosen by the board of directors before March 1st of each election year. The committee shall consist of three (3) members from different areas of the United States of America and two (2) alternates, all being members in good standing and no more than one (1) of whom may be a member of the current board of directors with the exception of the president, who shall not serve on the nominating committee. The board shall name a chairperson for the committee. The nominating committee may conduct its business by mail, telephone, telefax, E-mail or in person.

- a. The nominating committee shall nominate from among the members of the Club who are in good standing. The nominating committee shall nominate one (1) candidate for each available office or position on the board of directors (and delegate to AKC) and shall procure the written or verbal acceptance of each nominee by April 15th. The nominating committee shall then inform the recording secretary of their choices who will in turn notify the membership. This should be done on or before May 15th so that additional nominations may be made by the members if they so desire.
- b. As to officers, additional nominations of eligible members may be made by written petition addressed to the corresponding secretary and received on or before June 15th, signed by five (5) members in good standing and accompanied by the written acceptance of each such additional nominee stating willingness to be a candidate. No

person shall be a candidate for more than one (1) position (except for the additional position of AKC delegate).

- c. If no valid additional nominations are received on or before June 15th, the nominating committee's slate shall be declared elected, and no balloting will be required.
- d. If one or more valid nominations are received on or before June 15th, the designated independent accounting firm shall on or before July 1st mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order with the name of the states in which they reside together with a blank envelope and return envelope addressed to the designated independent accounting firm market "ballot" and bearing the name of the member to whom it was sent.

So that the ballots may remain secret, each voter after marking the ballot shall seal it in the blank envelope which in turn shall be sealed in the second envelope addressed to the accounting firm and shall mail it to the accounting firm. To be valid ballots must be received by the accounting firm on or before July 30th.

The accounting firm shall first check the returned envelopes against the list of the eligible voting members that has been provided them by the Club's corresponding secretary. This should be done prior to opening the outer envelopes.

The independent accounting firm shall certify that the votes counted were from members in good standing of the JACA. These ballots shall remain in the custody of the accounting firm for a period of at least six (6) months after the election and then destroyed by the firm.

The corresponding secretary shall announce the results of the voting to the membership on August 15th.

ARTICLE VI.

COMMITTEES

Section 6.01 The board may appoint standing committees to advance the work of the Club in such matters as dog shows, obedience trials, trophies, annual prizes, membership and other fields which may be well 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.

Section 6.02 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.

ARTICLE VII.

DISCIPLINE

Section 7.01 American Kennel Club Suspension. Any member who is suspended from the privileges of the AKC shall automatically be suspended from the privileges of this Club for a like period.

Section 7.02 Charges. The Club has the right to prescribe and enforce its membership standards and to investigate the character of its members and membership applicants when a charge or membership objection is filed, but only to the extent as may be necessary to enforce its standards. The Club has the right to establish guilt as affecting the Club's judgement of a person's fitness for membership.

- a. The board of directors and any club-designated investigating committees shall receive, discuss and deal with any charges and membership objections alleged within Executive Session. Any and all paperwork involved in a charge or membership objection shall be marked "Executive Session". Any person who does not adhere to Executive Session may be held personally liable and disciplinary action may be brought by the Board of Directors.
- b. Any member in good standing may proffer charges against a member or an objection to membership for alleged misconduct prejudicial to the best interests of the club or the breed. A written charge with specifications and evidence must be filed in duplicate with the corresponding secretary together with a deposit of Twenty and 00/100 (\$20.00) Dollars, which shall be forfeited if such charges are not sustained by the board or a committee following a hearing. The corresponding secretary shall promptly send a copy of the charge or objection to each member of the board or present them at a board meeting. The board will then consider whether the actions alleged in the charges might constitute conduct prejudicial to the best interests of the Club or the breed.
- c. If the board determines by an affirmative vote of two-thirds (2/3) of the entire board that the charges do not allege conduct which would be prejudicial to the best interests of the Club or the breed, it may refuse to entertain jurisdiction.
- d. If the board, by an affirmative vote of two-thirds (2/3) of the entire board, determines to entertain jurisdiction of the charge or objection to membership, the president shall call a special meeting to appoint a special investigating committee of not less than three (3) members in good standing, who shall investigate the charge or objection and report its recommendation to the board, or the board itself may be the special investigating committee and themselves investigate the charge or objection. The corresponding secretary shall promptly inform the accused member or applicant by mail of the action the board has taken and that the matter is within Executive Session.

- e. In no instance shall the name of the accused member or applicant be published by the Club in reference to the charge or objection.
- f. The special investigating committee shall first verify all of the signatures on and the authenticity of the specifications and evidence provided which attest to the charge or objection, and next request information and an opinion from the accused, then investigate the charge or objection, and finally advise the board in writing of each committee member's opinion.
- g. If an application for membership is denied, the applicant may request a review only at the annual meeting as specified in Article III, Section 3.01 above.
- h. If the special investigating committee recommends the board proceed with disciplinary action against a member, the board is to review all specifications and evidence, and if the board is in agreement by a majority of the entire board, it shall promptly fix a date and time for a hearing in the accused person's city of residence of not less than thirty (30) days and not more than sixty (60) days after this decision. The corresponding secretary shall immediately send the accused member (by registered mail) notification of the hearing and shall also include one (1) copy of the charges as stated and shall also state that failure to appear and respond shall be failure to show cause why disciplinary action should not be imposed and shall assure the charged person that he or she may personally appear in his or her own defense and bring witnesses. The board may appoint an independent arbitrator to attend and advise the members of the board or committee.

Section 7.03 Board Hearing. The board or committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and responding person shall be treated uniformly in that regard. Should the charges against the member be sustained after hearing all the evidence and testimony presented by complainant and responding party, the board may by a majority vote of those present do any of the following: (i) reprimand; (ii) reprimand and fine; (iii) fine and suspend; or (iv) suspend the responding party from all privileges of the club for not more than six (6) months from the date of the hearing or until the next annual meeting if that will occur after six (6) months. And if it deems the aforesaid punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the responding party's right to appear before the fellow members at the ensuing club annual meeting, which will consider the recommendation of the board or committee. Immediately after the board or committee has reached a decision, its findings shall be put in written form and filed with the corresponding secretary. The corresponding secretary shall promptly notify each party to the decision and penalty, if any.

Section 7.04 Expulsion. Expulsion of a member from the Club may be accomplished only at the annual meeting of the club with only club members in good standing present, following a

hearing, and upon the recommendation of the board as provided in Section 3 of this article. The responding party shall have the privilege of appearing on his or her behalf though no evidence shall be taken at this meeting. The president shall read the charge, specifications and evidence as provided, the special investigating committee's findings and the board of directors' recommendations, and shall invite the responding party, if present, to speak on his or her behalf. A two-thirds (2/3) vote of those members in good standing present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension, reprimand and/or fine shall stand.

ARTICLE VIII.

AMENDMENTS

Section 8.01 Amendments to the constitutions and bylaws and to the standard for the breed may be proposed by the board of directors or by written petition addressed to the corresponding secretary and signed by fifty (50%) percent or more of the membership in good standing. Amendments proposed by such a petition shall be promptly considered by the board of directors and must be submitted to the members with recommendations of the board by the corresponding secretary for a vote within three (3) months of the date when the petition was received by the corresponding secretary.

Section 8.02 The constitution and bylaws for the standard of the breed may be amended at any time provided a copy of the proposed amendment has been mailed by the corresponding secretary to each member in good standing on the date of mailing, accompanied by a ballot on which a choice for or against the action to be taken shall be indicated. An independent accounting firm shall be used and the dual envelope procedures described in Article V, Section 5.04(d) above shall be followed in handling such ballots to assure secrecy and accuracy of the vote. Notice with such ballots shall specify a date not less than thirty (30) days after the date postmarked, by which dates the ballots must be returned to the independent accounting firm to be counted. The favorable vote of two-thirds (2/3) of the members in good standing who return ballots within the time limit shall be required to approve any such amendment.

Section 8.03 No amendment to the constitution and bylaws or to the standard of the breed that is adopted by the Club shall become effective until it has been approved by the board of directors of AKC, Inc.

ARTICLE IX.

DISSOLUTION

Section 9.01 The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members in good standing. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by the operation of law, none of the property of the Club or any proceeds thereof nor any assets of the Club

shall be distributed to any members of the Club or private individual, but after payment of the debts of the Club, its property and assets shall be distributed to a charitable organization for the benefit of dogs selected by the Club's Board of Directors which qualifies for tax exemption as provided for under the Internal Revenue Code and laws of the United States of America.

ARTICLE X.

MEMBER IN GOOD STANDING

Section 10.01 As used in these bylaws, the term "good standing" shall mean a member who is not in violation of the objects set forth in the constitution, Japanese Akita Club of America, Inc. code of ethics or these bylaws and who is not delinquent in the payment of dues or other sums owed to JACA, and who is not suspended by the AKC or JACA.

ARTICLE XI.

ORDER OF BUSINESS

Section 11.01 The order of business for any meeting, other than a Board of Directors meeting, shall be as follows:

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| (1) Roll Call | (6) Report of Committees |
| (2) Minutes of the Last Meeting | (7) Election of New Members |
| (3) Report of President | (8) Unfinished Business |
| (4) Report of Secretary | (9) New Business |
| (5) Report of Treasurer | (10) Adjournment |

Section 11.02 At meetings of the board of directors, the order of business unless directed by a majority vote of those present shall be as follows:

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|---------------------------------|-----------------------------|
| (1) Minutes of the Last Meeting | (5) Election of New Members |
| (2) Report of Secretary | (6) Unfinished Business |
| (3) Report of Treasurer | (7) New Business |
| (4) Report of Committees | (8) Adjournment |

ARTICLE XII.

PARLIAMENTARY AUTHORITY

Section 12.01 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Club 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 Club may adopt.

ARTICLE XIII.

TRANSACTIONS OF THE CORPORATION

Section 13.01 The Board may authorize any officer or agent of the club to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

Section 13.02 All the club's funds will be deposited to the credit of the club in banks, trust companies, or other depositories that the Board may select.

Section 13.03 The Board may accept, on the Club's behalf, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the club. The board may make gifts and give charitable contributions, not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Club's federal and state tax status.

Section 13.04 The Club may not make any loan to a director or officer of the Corporation. A member, director, officer or committee member of the club may lend money to - and otherwise transact business with - the Club except as otherwise provided by these Bylaws, the articles of incorporation and applicable law. Such a person transacting business with the Club has the same rights and obligations relating to those matters as other persons transacting business with the Club. The Club may not borrow money from - or otherwise transact business with - a member, director, officer or committee member of the Club unless the transaction is described fully in a legally binding instrument and is in the Club's best interests. The Club may not borrow money from - or otherwise transact business with - a member, director, officer or committee member of the Club without full disclosure of all of the relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Section 13.05 As long as the Corporation exists, and except with the Board's approval, no director, officer or committee member of the Corporation may:

- a. Do any act in violation of these Bylaws or a binding obligation of the Corporation;
- b. Do any act with the intention of harming the Corporation or any of its operations;
- c. Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business;

- d. Receive an improper personal benefit from the operation of the Corporation;
- e. Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
- f. Wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill;
- g. Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of business;
- h. Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community or to any person not authorized to receive it.

ARTICLE XIV.

BOOKS AND RECORDS

Section 14.01 The Corporation will keep correct and complete books and records of account. The books and records include:

- a. A file-endorsed copy of all documents filed with the State of Texas Secretary of State relating to the Corporation, including but not limited to the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and a statement of change of registered office or registered agent;
- b. A copy of all by-laws, including these Bylaws, and any amended versions of amendments to them;
- c. Minutes of proceedings of the Board and committees having any if the authority of the Board;
- d. A list of names and addresses of the directors, officers and any committee members;
- e. A financial statement showing the Corporation's assets, liabilities and expenses reflecting three (3) years of operation;
- f. A financial statement showing the Corporation's income and expenses for three (3) most recent fiscal years;
- g. The Corporation's federal, state and local taxes information on income-tax refunds for each of the Corporation's three (3) most recent years.

Section 14.02 Any member, director, officer or committee member of the Corporation may inspect and receive copies of all corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than five (5) working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may not exceed

\$1.00 per page. The Corporation will provide requested copies of books and records no later than seven (7) days after receiving a proper written request.

Section 14.03 Any member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless member vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE XV.

INDEMNIFICATION

Section 15.01

- a. The Corporation will indemnify a director, officer, member, committee, employee or agent of the Corporation who was, is, or may be named Defendant or Respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this Article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan or other enterprise.
- b. The Corporation will indemnify a person only if he or she acted in good faith and reasonable belief that his or her conduct was in the Corporation's best interest. In case of a criminal proceeding, the person may be indemnified only if he or she has no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation.
- c. The Corporation will pay or reimburse expenses incurred by a director, officer, member, committee member, employee or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named Defendant or Respondent in the proceeding.
- d. In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, member, committee member, employee or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 15.01(a) above.
- e. The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might be eventually entitled to indemnification even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 15.03(c), below, have been satisfied. Furthermore, the Corporation will never advance expenses to a person

before the final disposition of a proceeding if the person is a named Defendant or Respondent in a proceeding brought by the Corporation or one or more members or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

Section 15.02 The indemnity permitted under these Bylaws include indemnity against judgements, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Section 15.03

- a. Before the Corporation may pay any indemnification expenses (including attorney's fee), the Corporation must specifically determine that indemnification is permissible, authorize indemnification and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c) below. The Corporation may make these determinations and decisions by any one of the following procedures:
 - i. Majority vote of a quorum consisting of directors who, at the time of the vote, are not named Defendants or Respondents in the proceeding.
 - ii. If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named Defendant or Respondents in the proceeding.
 - iii. Determine by special legal counsel selected by the Board by the same vote as provided in subparagraph (i) or (ii) above or if such a quorum cannot be obtained by a majority vote of all directors.
 - iv. Majority vote of members, excluding directors or other members who are named Defendants or Respondents in the proceeding.
- b. The Corporation will authorize indemnification and determine expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(ii) above, governing selection of special legal counsel. A provision contained in the articles of incorporation, or as a resolution of members of the Board that requires the indemnification permitted by paragraph 15.01 above, constitutes sufficient authorization of indemnification even though the provision may not be adopted or authorized in the same manner as the determination that indemnification is permissible.
- c. The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not

preclude indemnification and authorization of payment will be made in the same manner as determination that indemnification is permissible under subparagraph (a) above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The persons written affirmation will state that he or she has met the has met the standard of conduct necessary to indemnification under the Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but is not to be secured and may be accepted without reference to financial ability to repay.

- d. Any indemnification or advance of expenses will be reported in writing to the corporation's members. The report will be made with or before the notice or waiver of notice of the next membership meeting or with or before the next submission to members of a consent to action without a meeting. In any case, the report will be sent within the twelve (12) month period immediately following the date of the indemnification.

ARTICLE XVI.

NOTICE BY MAIL OR TELEGRAM

Section 16.01 Any notice required or permitted by these Bylaws to be given to a member, director, officer or member of a committee the Corporation may be given by mail or telegram. If mailed, a notice is deemed delivered when deposited in the United States Mail addressed to the person at his or her address as it appears upon the Corporate records, with postage prepaid. If given by telegram, a notice is deemed delivered when accepted by the telegraph company and addressed to the person at his or her address as it appears on the Corporate records. A person may change his or her address in the Corporate records by giving written notice of the change to the secretary of the Corporation.

Section 16.02 Whenever any notice is required by the law or under the articles of incorporation or these Bylaws, a written waiver signed by the person entitled to receive such a notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

Section 16.03 A person's attendance at a meeting constitutes waiver of notice to the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVII.

MEETING BY TELEPHONE

Section 17.01 The members, Board of Directors, and any committee of the Corporation may hold a meeting by telephone conference call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference call meeting constitutes his or her presence at the meeting.

Section 17.02 Any decision required or permitted to be made at a meeting of the members, Board or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the Corporate records.

ARTICLE XVIII.

AMENDING BYLAWS

Section 18.01 These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended or repealed or at which new Bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE XIX.

MISCELLANEOUS PROVISIONS

Section 19.01 These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 19.02 To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to non-profit organizations. If any bylaw provision is held invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal or unenforceable provision.

Section 19.03 The headings used in the bylaws are for convenience and may not be considered in construing bylaws.

Section 19.04 All singular words include the plural and all plural words include the singular.

Section 19.05 The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "Japanese Akita Club of America, Inc, Texas", in one circle and the word "Incorporated" in the other circle.

Section 19.06 A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the Corporate records.

Section 19.07 The bylaws will bind and inure to the benefit of the members, directors, officers, committee members, employees and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors and assigns except as the bylaws otherwise provide.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting secretary of Japanese Akita Club of America, Inc. and that these Bylaws constitute the corporation's Bylaws. These Bylaws were duly adopted at a meeting of the Board of Directors held on the 1st day of May, 1998.

Name Printed: _____