

**BYLAWS OF
DOG AGILITY SPORT HANDLERS, INC.**

ARTICLE I. OFFICES

Section 1. Principal Office.

The principal office for the transaction of the activities, affairs, and business of the corporation (principal office) is located at 1112 Corona Lane, Costa Mesa, Orange County, California. The Board of Directors (board) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices.

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE II. PURPOSES AND LIMITATIONS

Section 1. General Purposes.

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the California Mutual Benefit Corporation law.

Section 2. Specific Purposes.

Within the context of the general purposes stated above, this corporation shall be to

(A) promote active dog sports;

(B) provide a safe environment that will allow handlers and dogs the opportunities to improve training techniques, foster good sportsmanship, promote dog/handler trust confidence and cooperation, encourage mutual support between members, provide agility information and education, and to emphasize fun as the main ingredient in agility success;

(C) conduct agility trials, matches, confidence courses, and demonstrations.

Section 3. Non-Profit Operations.

The club shall not be operated for profit. No part of any profits, remainders, or savings from dues or donations to the club will be used to the benefit of any individual or specific club member. Nothing in this section shall prevent the Board of Directors' authorization of payment to club members for work performed or services rendered.

ARTICLE III. MEMBERS

Section 1. Qualifications and Rights of Membership.

(A) Classes and Qualifications.

This corporation shall have four (4) classes of memberships designated as follows: Charter, Regular, Regular-Household and Limited. Any person dedicated to the purposes of this corporation and meeting the specific qualifications for each class listed immediately below shall be eligible for membership on approval of the membership application by the board and the payment of such dues and fees as the board may fix from time to time and shall remain eligible for membership so long as they remain in good standing as defined in Article III Section 3.

1. Charter Membership

The Charter Membership will be available only until March 31, 1995, in an effort to raise initial funds. The Charter Membership cost shall be \$50.00 and entitles the Charter Member and his/her immediate family members who pass a safety and equipment proficiency test to membership for the first year and use of corporation equipment at no charge. Charter Members will pay Regular or Regular- Family dues for all subsequent years of membership. Charter Members in good standing will retain the initial privilege of having the nominal equipment fee at each practice waived for each of those years. Each Charter Membership shall have one vote.

2. Regular Membership

The Regular Membership entitles the member who pays the dues and meets other requirements of membership to all corporation benefits and use of corporation equipment as determined by the Board of Directors. .. Each Regular Membership in Good Standing (as defined in Article III, Section 3 of these Bylaws) at the time of the taking of the vote shall have one vote.

3. Regular-Household Membership

The Regular-Household Membership entitles the member and members of their household pays the dues and meets other requirements of membership to all corporation benefits and use of corporation equipment as determined by the Board of Directors, Each Regular-Household Membership shall have one vote per Regular-Household member in attendance at the time of the taking of the vote and in Good Standing (as defined in Article III, Section 3 of these Bylaws) at the time of the taking of the vote, up to a maximum of two votes per Regular-Household Membership.

4. Limited Membership

Limited memberships are nonvoting and non-participating in any privileges of the Club membership other than those designated by the specified membership, A limited membership shall be designated as a subscriber, a competitor, or a student. These categories may be expanded by a vote of the membership as needed. Dues will be determined at the same time and manner as the other memberships in the club.

(B) Voting Members.

Charter, Regular and Regular-Household 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 assets of the corporation, on any merger and its principal terms and any material 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 Mutual Benefit Corporation Law.

(C) Application for Membership.

Application for membership (which shall last until the end of the calendar year) shall be made by completing an application form and paying, in advance, the dues for one year, If for any reason the board rejects the application the payment will be returned. There will be no initiation fee required of new members.

Section 2. Dues, Fees and Assessments.

(A) Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees and assessments for each class.

(B) Dues Payment

The annual dues for all memberships are payable for the calendar year on the 1st of January of that year. Charter Members will pay the regular or regular-household renewal rate, which is determined by how many members are included in the household. Regular membership includes only a single member while a regular-household membership also includes immediate family members who meet the requirements for membership and are listed on the application for membership. Immediate family members shall include spouses and children. Charter Members will continue to enjoy Charter Member privileges as specified in Article III, Section 1.

(C) Delinquent Dues

The Secretary shall notify members, in writing, that dues are delinquent if they are not paid by March 15th. Such notice may occur in the February and/or March issue of the newsletter. Any member who shall fail to pay his/her dues by March 31st shall forfeit his/her rights of membership. Reinstatement can be made by payment of delinquent dues and upon approval by the Board of Directors or upon re-application for membership.

Section 3. Good Standing

Members in good standing are those who meet the following criteria:

(A) Have no outstanding financial obligations to the corporation, and

- (B) Have passed the safety and equipment proficiency test or other requirements as the Board may establish, and
- (C) Have not been asked to resign by the Board of Directors, and
- (D) Observes the objectives of the corporation as outlined in Article II, (2)(a)(b) and (c), and
- (E) Meet the annual service requirement as established by the Board of Directors, which shall be at least four hours annually.

Section 4. Termination and Suspension of Membership.

(A) Causes of Termination.

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

1. Written resignation of a member, on reasonable notice to the corporation;
2. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
3. Failure of a member to pay dues, fees or assessments by the last day of March of the current year;
4. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
5. Expulsion of the member under Article III, Section (4)(C) of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material degree to observe the rules of conduct of the corporation, or has engaged in conduct materially prejudicial to the purposes and interests of the corporation.

(B) Suspension of Membership.

A member may be suspended under Article III Section (4)(D) of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material degree to observe the corporation's rules of conduct or has engaged in conduct materially prejudicial to the purposes and interest of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

(C) Grounds and Procedures for Expulsion or Suspension.

1. Allegations of Misconduct

Charges against another member for alleged misconduct prejudicial to the best interest of the corporation or the sport can be filed by any member by a specific written description and given to the Secretary. The allegations should be accompanied by a deposit of \$10.00, which may be forfeited if such allegations are not sustained by the board following a hearing. Upon receiving the written description of the alleged misconduct, the Secretary shall promptly furnish a copy of the charges to each member of the board. The board shall consider whether the action of the alleged charges, if proven, might constitute conduct prejudicial to the best interest of the corporation. If the board considers that the charges do not allege conduct that may be prejudicial to the best interest of the corporation, it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall set a board hearing not less than 2 weeks nor more than 4 weeks thereafter. The Secretary shall promptly send a copy of the alleged charges to the accused member by registered mail, together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses, if he/she so desires. If the defendant chooses not to appear in person, he/she may send a written statement and/or signed witness testimonies.

2. Board Authority

At the board hearing, the board shall have the authority to decide whether counsel may attend the hearing. Both the complainant and the defendant shall be treated equally in that regard. Should the charges be sustained, after hearing all of the evidence and testimonies the board may, by a majority vote of those present, suspend the defendant from all privileges of the corporation, for not more than six months from the date of the hearing. If the board deems that such punishment is insufficient, it may also expel the member permanently. Immediately following the decision of the board, its findings shall

be written and filed with the Secretary. The Secretary shall notify each party of the board's decision and penalty, if any.

(D) Resignation, Suspension, and Death Privileges.

In the case of resignation, suspension or death, all rights and privileges of membership shall cease. There will be no refund of unexpired dues.

Section 5. Transfer of Memberships.

A membership may NOT be transferred to another person. All rights of membership cease on the member's death.

Section 6. Meetings of Members.

(A) Place of Meeting.

Meetings of the members shall be held at any place within California designated by the board or by written consent of all persons entitled to vote at a meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

(B) Annual Meeting.

An annual members' meeting shall be held on the first Sunday of December of each year at One (1) o'clock p.m., unless the board fixes another date or time and so notifies members as provided in Section D of this Article. At this meeting, directors shall be elected, a budget for the next year shall be presented by the Board, and any other proper business may be transacted.

(C) Special Meetings.

1. Persons Authorized to Call.

A special meeting of the members for any lawful purpose may be called at any time by a majority vote of the board or the president, or upon written request of 10 percent or more of the members for any purpose of general interest to the membership at large.

2. Calling 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 vice president or the secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section (6)(D) of this Article, 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 7 but no more than 30 days after receipt of the request. If the notice is not given within 5 days after receipt of the request 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.

3. Proper Business of Special Meeting.

No business other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at special meeting.

(D) Notice Requirements for Members' Meetings.

1. General Notice Requirements.

Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and

(a) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted.

(b) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members. Any proper matter may be presented at the meeting.

2. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

3. Notice of Certain Agenda Items.

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

(a) Removing a director without cause

(b) Filling vacancies on the board

(c) Amending the articles of incorporation

(d) Approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest.

(e) Electing to wind up and dissolve the corporation, or

(f) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.

4. Manner of Giving Notice.

Notice of any meeting of members shall be in writing in the regular newsletter and shall be given at least 15 days but no more than 60 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, electronic mail or by other means of written communication, charges prepaid, and shall be addressed to each Charter or Regular member and to the Household address for each Regular-Household member, entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail, electronic mail, or telegraphic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

5. Affidavit of Mailing Notice.

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

(E) Quorum.

1. Percentage Required.

Twenty percent (20%) of the members in Good Standing (as defined in Article III, Section 3 of these Bylaws) shall constitute a quorum for the transaction of business at any meeting of members.

2. Loss of Quorum.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(F) Voting.

1. Eligibility to Vote

Subject to the provision of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be Charter, Regular and Regular-Household members in good standing as of the record date determined under Article III, Section 3 and Article III Section 7 of these bylaws, who have been members for at least one month prior to the election date.

2. Manner of Casting Votes.

Voting may be by voice or ballot, except that any election of directors must be by ballot.

3. Voting.

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

4. Approval by Majority Vote.

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

5. Election of Directors.

(a) Nominations.

Nominations to the board may be made (i) by the board, (ii) by petition signed by at least five (5) members not including the nominee and accompanied by a notice of acceptance of the nomination; (iii) from the floor at the November meeting, if one is held, or (iv) at the annual meeting from the floor or by current board members. The nominating person must present written acceptance from the nominee if such person is not present. Election to office will be by ballot at the December general meeting.

(b) Board Eligibility

To be eligible for election to the board, a member must be a member in good standing (see Article III, Section 3) and have attended at least three corporation activities in the six months prior to the date of the election. (Activities include: general membership meetings, corporation practices, corporation-sponsored matches, trials, confidence courses, demonstrations, and other similar functions.)

(c) Voter Eligibility.

To be eligible to vote in an election of the Board, a person shall have been a member in good standing for at least one month prior to the election date.

(d) Notice to Members.

The Secretary shall mail a list of all candidates nominated for the Board, to all members eligible to vote, at least fifteen days prior to the December general meeting. Such mailing may be included in the corporation's newsletter. Said members will cast one vote each for each Board vacancy. The secretary shall also prepare blank ballots for the election tellers and a list of all members who are eligible to vote.

(e) Election at December Meeting.

The election shall be conducted at the December general meeting by tellers appointed by the Board, none of whom shall be candidates for office. Tellers shall furnish ballots to all eligible members in attendance, count marked ballots from members, determine the number of ballots cast and verify that the number of ballots cast does not exceed the number of members eligible to vote, count all ballots cast and report election results to the President. The President shall announce the election results and declare those candidates elected who have received a majority of the votes cast for the specific office for which they were nominated.

(G) Waiver of Notice or Consent.

1. Written Waiver or Consent.

The transaction of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or other allowable means, and (2) either before or after the meeting, each member entitled to vote, who is not present, signs a written waiver of notice, a consent to the holding of the meeting, or any approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article III Section (6)(D) (2) the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

2. Waiver by Attendance.

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

Section 7. Record Date For Notice, Voting, Written Ballots, and Other Actions.

(A) Record Date Determined by Board.

For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any rights with respect to any lawful action, the board may fix in advance, a record date. The record date so fixed:

1. for notice of a meeting shall not be more than 45 or less than 15 days before the date of the meeting;
2. for determining which members are entitled to vote at a meeting shall not be more than 30 days before the date of the meeting; and,
3. for any other action shall not be more than 30 days before that action.

(B) Record Date Not Determined by Board.

1. Record Date for Notice or Voting.

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

2. Record Date for Other Actions.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that actions or the 30 day before the date of that action, whichever is later.

(C) Members of Record.

A person holding a membership at the close of business on the record date shall be a member of record.

(D) Proxies

Voting by proxy is not allowed.

ARTICLE IV. DIRECTORS

Section 1. Powers.

(A) General Corporate Powers.

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

1. Specific Powers.

Without prejudice to the general powers set forth in Paragraph A of this Section, but subject to the same Limitations, the directors shall have the power to:

- (a) Appoint and remove at the pleasure of the board all the corporation's officers, agent's and employees; prescribe power and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws.

(b) Change the principal office or the principal business office in California from one location to another; and designate any place within California for holding any meeting of members.

(c) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(d) Establish subsidiary organizations.

Section 2. Number and Qualification of Directors.

(A) The authorized number of directors shall be 7.

(B) The qualifications for directors are that each person desiring to become a director shall be a member in good standing (see Article III, Section 3) and shall have attended at least three corporation activities in the six months prior to the date of the election (Activities include: general membership meetings, corporation practices, corporation-sponsored matches, trials, confidence courses, demonstration's and other similar functions.); further, for directors to continue to be eligible to be board members during their term, they must not miss more than three board meetings.

(C) Directors will be elected to serve as directors. The Board of Directors shall designate by board election the corporation officers including president, vice president, secretary, treasurer or general board member(s).

(D) The General Board Member(s) shall be available to assist other Board members, or undertake other significant business on behalf of the organization.

Section 3. Election, Designation and Term of Office.

All directors shall be elected at each December annual meeting of members to hold office from January 1 of the following year until the next December 31, however, if any such directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies on the Board.

(A) Events Causing Vacancy.

A vacancy or vacancies on the board shall exist on the occurrence of the following (a) the death or resignation of any director, (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a felony; (c) the vote of the members or, if the corporation has fewer than 50 members the vote of a majority of all members, to remove any directors.

(B) Resignations.

Except as provided below, any director may resign by giving written notice to the president or the secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office when the resignation becomes effective.

(C) Filling Vacancies.

When a vacancy in the board occurs, the remaining board members may appoint a replacement member until a general meeting of the club can be organized and scheduled, and at which a permanent replacement board member will be elected. The election to fill said vacancy shall be held at the next general meeting of the club. Nominations shall be taken from the floor, followed by a majority vote from the members attending. The newly elected member of the board shall take office upon the adjournment of that meeting in which they are elected. In the event of a vacancy by resignation, disability or otherwise, in the last three months of that term (October through December), the board may appoint a new board member to serve until the end of that term (December 31, of the said year). The members may fill any vacancy or vacancies not filled by the directors.

(D) No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Director's Meetings.

(A) Place of Meeting.

Meetings of the board shall be held at any place within California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(B) Annual Meeting.

The board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business as soon as practicable following the annual membership meeting in December, but in no case shall this be later than 45 days after said meeting.

(C) Other Meetings.

Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time. The Board of Directors shall hold meetings at least quarterly with the first meeting of the year held within 45 days of the general election to ensure proper planning for the welfare of the club. The quorum of the Board shall be a simple majority.

1. Authority to Call.

Meetings of the board for any purpose may be called at any time by the president or any two directors.

2. Notice.

(a) Manner of Giving Notice.

Notice of the time and place of special meetings shall be given to each director by one of the following methods; (i) by personal delivery or written notice; (ii) by first-class mail postage prepaid; (iii) by telephone, or (iv) by email or other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. Meetings, other than those called by the president, shall contain the names and affirmation of at least two directors.

(b) Time Requirements.

Notices sent by first-class mail shall be deposited in the United States mail at least four days before the time set for the meeting. All other notices shall be sent at least 48 hours before the time set for the meeting.

(c) Notice Contents.

The notice shall state the nature of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(D) Quorum.

A majority of the authorized number of directors shall constitute a quorum for the transaction of all business except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(E) Waiver of Notice.

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting the lack of notice to him or her.

Section 6. Action Without a Meeting; Nature of Meetings.

(A) Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board. Email or other generally accepted electronic communication shall be considered an appropriate writing.

(B) Board meetings, except for the annual organizational meeting, may be held in person or electronically or a combination of both. Meetings held electronically may be by conference call, Internet or other means that enables all board members to participate on an equal footing with each other member. The organization shall pay from corporation funds any fees to ensure fair and equal participation by all board members.

Section 7. Compensation.

Directors may not receive compensation for services directly related to board functions or duties in any form, but may be awarded service hours.

Section 8. Committees.

(A) Committees of the Board.

The board may create one or more committees, each consisting of two or more directors, and no other persons. Appointments to committees of the board shall be by majority vote of the directors then in office. One or more directors may be appointed as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board except that no committee, regardless of board resolution, may:

1. Take any final action on any matter that, under California Nonprofit Mutual Benefit Corporation Law, also requires approval of the member or approval of a majority of all members;
2. Fill vacancies on the board or on any committee that has the authority of the board;
3. Amend or repeal bylaws or adopt new bylaws;
4. Amend or repeal any board resolution that by its express terms is not so amendable or repealable;
5. Create any other committees of the board or appoint the members of committees of the board.

(B) Meetings and Action of Committees.

Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provision of these bylaws concerning meetings and other board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by board resolution, or if there is none, by resolution of the committee.

(C) Advisory Committees.

If any committee is to have any non-director committee members, it is not a committee of the board, and it should be clearly labeled an "advisory committee". All advisory committee actions must be adopted and affirmed by a vote of the majority of the directors.

ARTICLE V. OFFICERS

Section 1. Officers of the Corporation.

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have, at the board's discretion a chairman of the board, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed.

Section 2. Officer Attendance.

Board members shall attend all meetings of the club and board. Absence from three meetings may be cause for removal from the office, upon majority vote of the Board of Directors.

Section 3. Election of Officers.

The officers of the corporation, except those appointed under Article IV, Section (2)(C) of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board.

Section 4. Other Officers.

The board may appoint and may authorize the president, or other officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.

Section 5. Removal of Officers.

Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the board, and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.

Section 6. Resignation of Officers.

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7. Vacancies in Office.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. Responsibilities of Officers.

(A) President.

Subject to the control of the board, the president shall be the general manager of the corporation and shall supervise, direct and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or bylaws may prescribe, including serving as a member ex officio of all committees.

(B) Vice President.

In the absence or disability of the president, the vice president shall perform all duties of the president. When so acting, the vice president shall have all powers of and be subject to all restrictions on the president. The vice president shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(C) Secretary.

1. Book of Minutes.

The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at board and committee meetings, and the number of members present or represented at members' meetings. The secretary shall keep or cause to be kept, at the principal office in California a copy of the articles of incorporation and bylaws, as amended to date.

2. Membership Records.

The secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by board resolution, a record of the corporation's members, showing each member's name, address, and class of membership.

3. Notices, Seal, and Other Duties.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

(D) Treasurer.

1. Books of Account.

The treasurer shall keep and maintain adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the board to be given. The books of account shall be open to inspection by any director at all reasonable times.

2. Deposit and Disbursement of Money and Valuables.

The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 9. Authority of Officers.

The Board of Directors shall have general administrative charge over the affairs of the club but shall not have the power to overrule actions taken by majority vote of the membership. No Officer shall have the authority to spend more than \$300 at any one time without the approval of a majority vote of the Board of Directors.

ARTICLE VI. IMDEMNIFICATION

Section 1. Right of Indemnity.

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including any persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity.

On written request to the board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article VI, Sections 1 and 2 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the

proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE VII. INSURANCE

The 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, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE VIII. RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The 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 a
- (C) Record of each member's name, address, and class of membership.

Section 2. Members' Inspection Rights.

(A) Membership Records.

Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or
2. Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

- (B) Accounting Records and Minutes.

On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation,

Section 3. Maintenance and Inspection of Articles and Bylaws.

The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. Inspection by Directors.

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report.

An annual report shall be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (A) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.
- (B) A statement of the place where the names and addresses of current members is located.
- (C) The corporation shall notify each member annually of the member's right to receive a financial report under this Section.
- (D) This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 6. Annual Statement of Certain Transaction 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 annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year.

- (A) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (a) to which the corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000.00 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000.00, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
 - 1. Any director or officer of the corporation its parent, or its subsidiary.
 - 2. Any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary.
- (B) 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 such person is a partner, only the interest of the partnership need be stated.
- (C) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000.00 paid during the fiscal year to any officer or director of the corporation under Article VI of these bylaws, unless the loan, guaranty, indemnification or advance has already

been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (1) of Section 7235 (a) of that Code.

ARTICLE IX. CONSTRUCTION AND DEFINITIONS

(A) Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation 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 and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

(B) Wherever in these bylaws reference is made to written notice, unless the U.S. Postal Service (first class mail) is specifically required, said notice shall include email or other electronic means commonly accepted in business for communication.

(C) Unless specifically requiring physical presence, meetings of the Board of Directors may be conducted electronically in whole or in part and Board members participating electronically and those participating in person shall be counted as present for the purpose of establishing a quorum and conducting business.

ARTICLE X. AMENDMENTS

Section 1. Amendment of Bylaws by Members.

(A) Amendments to the by-laws may be proposed in writing by:

1. the board upon majority vote of the board, or
2. members of the club upon presentation of a petition bearing the signatures of ten (10) percent of the current membership.

(B) Amendments to by-laws must first be announced in the club newsletter, along with the date, time, and location of the general membership meeting at which the amendment(s) will be voted upon. Such notice shall also list the name and number of the club secretary who can be contacted by members who wish to be sent a copy of the proposed amendments by mail.

(C) Amendments must be approved by a majority vote of such members in good standing in attendance at such general membership meeting.

ARTICLE XI. RATIFICATION AND DISSOLUTION

Section 1. Effective Date

These by-laws shall become effective upon adoption by majority vote of the members of the corporation.

Section 2. Dissolution

Dog Agility Sport Handlers, Inc. may be dissolved at any time upon majority vote of members in attendance at a special general membership meeting. Notice of such meeting must be provided to all members in good standing as required in these bylaws. After the payment of all debts and obligations of the corporation, any remaining assets shall be donated, by the Board of Directors, to some worthy organization promoting canine welfare as designated at that time by a vote of the members, pursuant to restrictions noted in the Articles of Incorporation.