

SECTION II

BYLAWS

2018 RULEBOOK
of the
American Shetland Pony Club
American Miniature Horse Registry
American Show Pony Registry
National Sport Performance Pony Registry
American Shetland Pony International Registry



SECTION II
BYLAWS OF THE
AMERICAN SHETLAND PONY CLUB

Article I – Offices

Section 1.1 – Illinois Registered Office

The Corporation shall continuously maintain in the State of Illinois a registered office and registered agent whose office is identical with such registered office.

Article II – Members

Section 2.1 – Classes of Members

The Corporation shall have the following classes of members:

- (a) Regular Annual Members;
- (b) Second Membership in Household;
- (c) Youth Members;
- (d) Lifetime Members.

Section 2.2 – Qualification of Regular Annual Members

Any individual who has attained the age of eighteen years of age as of December 1 of the current competition year may become a Regular Annual member upon complying with the following:

- (a) Making proper application for membership.
- (b) Paying the current application fee, as established by the Board of Directors, which when the application is accepted, shall be applied to the annual dues for that calendar year.
- (c) Abiding by the rules of the Corporation, a Regular Annual member shall be entitled to one vote.

Section 2.3 – Qualifications of Second Member in Household Members

Any individual who has attained the age of eighteen years of age as of December 1st of the current competition year and who is a family member residing with a Regular Annual Member may apply to become a Second Member in Household Member upon complying with the following:

- (a) Making proper application for membership.
- (b) Paying the current application fee, as established by the Board of Directors, which when the application is accepted, shall be applied to the annual dues for that year.
- (c) Abiding by the rules of the Corporation, a Second Member in Household shall be entitled to one vote.

Section 2.4 – Qualifications of Youth Members

Any individual who has not attained eighteen as of December 1st of the current competition year may become a Youth member upon complying with the following:

- (a) Making proper application for membership.

The office will issue a one-time youth membership card, valid until they reach their competition year limit.

A youth must have a one-time sponsor at the time of his/her original application. A Youth Membership does not give the youth eligibility to register a pony/horse unless an adult member in his/her family has a valid membership. Such a member shall not be entitled to vote or hold office and the word “Youth” shall appear on any membership card evidencing Youth Membership.

Section 2.5 – Qualifications of Lifetime Members

Individual members who qualified as Life members prior to November 1, 1965, and who have held continuous membership at all times thereafter, will be recognized as Lifetime Members. Lifetime Members are entitled to one vote per membership. Lifetime memberships are non-transferable. A Lifetime Member may convert his or her Lifetime Membership to a Regular Annual Membership by paying the annual fee that may be established by the Board of Directors. A Regular Annual Member may later convert his or her membership back to a Lifetime Membership by notifying the Corporation’s Headquarters that he or she no longer wishes to be recognized as a Regular Annual Member. Upon receipt of such notification, the member shall be relieved of further responsibility to pay any further annual fees until such time as the member desires to convert the membership back to a Regular Annual Membership.

Section 2.6 – Agents

1. The following entities may assume authorized agents:
 - (a) Assumed or Trade Name: A person or persons, or artificial legal entity, such as A. Smith, d/b/a Smith Ranches; Smith Ranches, a sole proprietorship of A. Smith; Smith Ranches; or any other designation not being the legal name of the person or artificial legal entity.
 - (b) Corporations in good standing in the state or country of their incorporation.
 - (c) General or Limited Partnerships, and Limited Liability Companies in good standing in the state, province or country of their organization.
 - (d) Syndicates or joint ventures in good standing in the state, province or country of their organization.
2. Authorized agents as described in (a), (b), (c) and (d) must have an authorization form on file with the Corporation Headquarters to indicate who may sign documents for that entity. Authorization forms are available upon request from the Corporation.
3. Such agent shall not be permitted to vote or do registry work unless he or she is a Regular Annual Member of the Corporation.
4. Decedent's Estate, Trust, Guardianship or other Custodial Legal Entity. No such legal representative shall be recognized by the Corporation as such representative until he or she has filed with the Corporation a certified copy of the instrument evidencing his or her authority as such legal representative. In the event of the death of a member, his or her legal representative may sign registry paperwork during the settlement of the deceased member's estate for a period not exceeding two (2) years.

Section 2.7 – Notices

Unless otherwise specified in these Bylaws or the Articles of Incorporation, all notices to be given by the Corporation may be given in any magazine or regularly issued publication published by the Corporation. The Corporation may additionally deliver any notices by any of the following:

- (a) Personally.
- (b) Electronic transmission via e-mail or facsimile to the e-mail address and/or facsimile number on file with the Corporation.
- (c) Regular first class mail.
- (d) Fed-Ex, UPS, or other courier service.

Unless otherwise specified in these Bylaws or the Articles of Incorporation, all notices to be given to the Corporation shall be sent by any of the following:

- (a) Electronic transmission via e-mail or facsimile with a hard copy to be sent via regular first class mail.
- (b) Regular first class mail.
- (c) Fed-Ex, UPS, or other courier service.

All notices shall be sent to the following addresses:

- (a) For the Corporation - to the Corporate Headquarters.
- (b) For a member - to the address on file with the Corporate Headquarters. In the event a member desires to have notices sent to an address other than the address on file with the Corporate Headquarters, the member must notify the Corporate Headquarters in writing of such change.

Section 2.8 – Membership Cards

Membership shall be evidenced by the issuance of a card by the Director of Operations. Membership shall not be transferable. Fees paid, therefore, shall not be reimbursable and all memberships shall expire with the death of the member.

Section 2.9 – Membership Dues

All dues and fees shall be established and set from time to time by the Board of Directors. Membership runs from January 1st through December 31st of each year.

Section 2.10 – Voting Rights

Each qualifying member shall be entitled to one vote per membership card as described in sections 2.2, 2.3, and 2.5 on each matter submitted to a vote of the members, and unless otherwise provided for in the articles of incorporation or by-laws, said voting rights to be exercised in person and not by mail or other means.

Section 2.11 – Termination of Membership

Any member of the Corporation may be expelled by a majority vote of the Board of Directors for: (1) dishonesty in the registration or transfer of Shetland Ponies, Miniature Horses, American Show Ponies, or other small equines registered by the Corporation; (2) failure to abide by the rules and regulations of the Corporation as established by the Board of Directors; (3) any other conduct derogatory to the best interests of the Corporation, provided that such member shall have any additional relief provided in the Articles of Incorporation referring to expulsion. In connection with any proposed expulsion of a member, the procedure shall be as follows:

- (a) The passing of a motion by a majority of the Directors specifying the charges against the member involved.
- (b) The mailing or delivery by the Director of Operations within ten days of a copy of such motion to the member involved.
- (c) The member, may by giving written notice by personal service or by certified mail, return receipt requested, addressed to the Director of Operations within ten days of the date of mailing the notice by the Corporation, shall have the privilege of appearing before the Board of Directors for the purpose of making any explanation of, or defense to, such charges, and to have the matter reconsidered by the Board. In the event the member involved requests an appearance before the Board, a meeting of the Board of Directors shall be held in a designated location within such time from the date the Corporation receives notice from the member as may be determined

by the Board of Directors, but in any event on or before the expiration of six months. The member shall appear at said meeting and present whatever evidence the member wishes for the Board to consider in connection with the matter. The board shall advise the member of its decision immediately following the meeting, and the Director of Operations shall, within ten days thereafter, mail a copy of the decision to the member via certified mail, return receipt requested. For purposes of this Section, notice shall be deemed to have been delivered on the date personal service is made or as of the date the party to whom the notice is sent via certified mail accepts delivery of the notice.

- (d) Notwithstanding the provisions of this Section, a member may receive disciplinary action, including but not limited to a suspension of membership privileges for a period of time pursuant to the rules and regulations of the Corporation.

Section 2.12 – Resignation

Any member may resign by filing a written resignation with the Director of Operations, but such resignation shall not relieve the member so resigning of their obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 2.13 – Reinstatement

Upon written request signed by a former member and filed with the Director of Operations, the Board of Directors may by affirmative vote of two-thirds of the members of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Article III – Meetings of Members

Section 3.1 – Annual Meeting

The annual meeting of the Corporation (i.e., ASPC/AMHR/ASPR National Convention) shall be held at a date between September 25th and December 15th each year, the exact date and place of said meeting to be designated by the Board of Directors. The annual meeting may be held in any of the several states and written notice thereof shall be given to the membership at least thirty (30) days before the date of

said meeting. The Director of Operations will provide a sign-in sheet at the annual meeting. Members attending the annual meeting will be required to sign in and reference their membership number. Only those members who sign in will be allowed to vote on any matter that comes before the annual meeting.

Section 3.2 Parliamentary Procedures

Roberts Rules of Order are to be considered as the guideline for the conducting of the annual meeting.

Section 3.3 – Special Meetings

Special meetings may be called by the President at the direction of the Board of Directors or upon written request of one hundred (100) members then entitled to vote. In the event of a special meeting called by the members, the Board of Directors shall set the date and time of the special meeting, with said meeting to be scheduled for a date that is within six months from the date the corporation receives the written request from the members. Notice of the special meeting shall be given not less than five (5) nor more than sixty (60) days prior to the meeting. The notice shall state concisely the purpose of said special meeting, and no other business shall be transacted at such meeting. Additionally, in the event of a special meeting called by the members, the members requesting the special meeting shall be responsible for all costs associated with the meeting, including but not limited to rental of meeting facilities and costs associated with reimbursing the Corporation for the costs associated with having employees, advisors of the Corporation and members of the Board of Directors attend said meeting.

Section 3.4 – Notice of Meetings

Written notice stating the place, date and hour of any meeting of the members may be given by the mailing of such notice by way of regular, first class mail, by bulk mail, electronic mail (e-mail), or, if the Corporation shall publish a magazine or other regularly issued publication, printed notice therein shall be sufficient to give notice of any annual or special meeting.

Section 3.5 – Quorum

The holders of one hundred fifty (150) of the votes that may be cast at a meeting of the Members shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a majority vote of the members present.

Section 3.6 – Record Date

In order to be eligible to vote on any issue or action of the membership or unless otherwise provided for in the Articles of Incorporation or Bylaws a Member must be a member in good standing and have made his or her application for membership at least sixty (60) days prior to the date of their casting of their vote or ballot, or in connection with the election of Directors pursuant to Article VI, Section 6.4, the member must have made his or her application for membership at least sixty (60) days prior to the date on which the Club or its designee mails ballots to members for the purpose of election of directors.

Article IV – Area Organizations

An organization formed in any Area designated by the Corporation may be recognized as representing the specified Area in furthering the general purposes of the Corporation and the organization upon the following requirements:

- (a) Submitting of the organization's articles of incorporation and bylaws to the Corporation's headquarters.
- (b) Abiding by the rules and regulations of the Corporation.
- (c) Informing the Corporation in a timely fashion of all of the organization's activities and submitting of the names and addresses of all officers and directors of the organization.

Article V – Areas

Section 5.1. – Areas by State

The following Areas shall be designated by the Corporation for purposes of the election of Directors:

- AREA 1** Pennsylvania; New York; Maryland; Virginia; Massachusetts; New Jersey; New Hampshire; West Virginia; Connecticut; Rhode Island; Vermont; Maine; Delaware; Washington D.C.; Quebec and the area south and east of Highway 17, starting at Spanish and ending at the Quebec River in Ontario, Canada.
- AREA 2** Indiana; Ohio; Michigan; Central Ontario, Canada
- AREA 3** Georgia; North Carolina; Kentucky; Tennessee; Florida; Mississippi; Alabama; South Carolina
- AREA 4** Illinois; Wisconsin; Missouri
- AREA 5** Texas; Oklahoma; Arkansas; Louisiana; New Mexico; Mexico; Guatemala
- AREA 6** Iowa; Kansas; Minnesota; Nebraska; Colorado; North Dakota; South Dakota; Wyoming; balance of Ontario and Manitoba, Canada
- AREA 7** California; Arizona; Nevada; Hawaii
- AREA 8** Oregon; Washington; Utah; Idaho; Montana; Alaska; British Columbia, Alberta and Saskatchewan, Canada

Section 5.2 – Number of Directors

Each Area shall be entitled to elect two (2) Directors to serve on the Board of Directors of the Corporation.

Article VI – Directors

Section 6.1 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have final decision-making authority on all matters that come before the general membership at any annual or special meeting with the exception of any changes to the Articles of Incorporation.

Section 6.2 – Number and Term

The number of Directors shall be sixteen (16), and each Director shall be elected for a term of three years. Each newly elected Director shall assume office at the first scheduled Board of Directors meeting following his or her election. Each Area shall be represented by one Director occupying the “Shetland Seat” and one Director occupying the “Open Seat.” The terms “Shetland Seat” and “Open Seat” are defined in Section 6.3 below.

Section 6.3 – Qualifications for Director

In order to be eligible to serve as a Director of the Corporation, an individual member must satisfy all of the following requirements:

- (a) The individual must have been an Adult member in good standing for the five (5) consecutive years immediately preceding the election in which the individual will run for Director. Members of the same family are not eligible to sit on the Board of Directors at the same time.
- (b) The individual must have attended at least two (2) of the annual meetings of the American Shetland Pony Club in the five (5) consecutive years immediately preceding the election in which the individual will run for Director.
- (c) The individual must have been a resident of the Area in which he or she will run for at least ninety (90) days immediately preceding April 1st. For purposes of this section, residency shall be determined by the address registered on file at the National Office.
- (d) To be eligible to serve as a Director occupying the “Shetland Seat,” the majority of animals registered by the Corporation, and owned by the individual for the five (5) consecutive years immediately preceding the election in which the individual will run for Director, must be Shetlands. The number of animals and their ownership shall be verified by the registration on record at the home office of the Corporation by the Director of Operations. The term “majority” shall mean at least one more than one-half of the animals. For example: Of the total number of animals owned $1/2$ plus one must be Shetlands. If an individual owns (7) animals registered by the corporation, (4) must be registered Shetlands. $7/2 = 3.5$, .5 or greater is rounded up. In the event that an Area has no individual who is eligible to serve as a Director occupying the “Shetland Seat”, the Area may elect an individual who is eligible to serve under the qualifications of the “Open Seat.” In such event the individual shall serve for a term of one (1) year.

- (e) To be eligible to serve as a Director occupying the “Open Seat,” the individual must have owned Shetland Ponies, Miniature Horses or American Show Ponies for the five (5) consecutive years immediately preceding the election in which the individual will run for Director.
- (f) Members desiring to run for Director shall file a notice of their intent to run for Director with the Director of Operations of the Corporation by April 1st of the election year for purposes of determining eligibility.
- (g) Once the Director of Operations has confirmed a candidate’s eligibility to run, said Candidate shall submit a brief resume and a 2 x 3 bust photograph of the candidate to the Corporation’s home office to be used for inclusion in the notice of the election published in The Journal.

Section 6.4 – Selection

Each Area set forth in Article V above shall elect the number of Directors it is entitled to in the manner following:

Electronic Ballot:

- (a) The Director of Operations shall cause the preparation of an appropriate on-line electronic voting ballot for director seat elections.
 - (1) A link will be e-mailed from the National Office to each member qualified to vote in the Area Election.
 - (2) Follow directions to cast secure and secret ballot.
- (b) Members may contact the Director of Operations if they choose to use a mailed ballot.

Mailed Ballot:

- (c) The Director of Operations shall cause the preparation of an appropriate ballot form for the election of Area directors. In addition, the Director of Operations shall prepare a list for each Area in which an election is being held which contains the information necessary to certify the ballot envelopes. Each list shall contain only the information for those members qualified to vote in their respective area. Only those Regular Annual Members, Second Member of Household, and Lifetime Members

living in an Area where an election is being held sixty (60) days prior to ballots being mailed shall be eligible to vote in that Area.

- (d) Ballots shall include instructions for proper marking and a self-addressed envelope for returning of ballots. These shall be mailed by the Corporation or an outside agency appointed by the Board of Directors to each member eligible to vote on or before August 1st of the election year, or in the case of a Special Election by the deadline set by the Board of Directors in connection with the Special Election.
- (e) Members shall insert marked ballots into the furnished ballot envelope and shall sign the envelope on the back in a designated location with the member's printed name, address and membership number. Envelopes missing any of the required information or an envelope that has a return address label rather than a signature cannot be certified for counting. Members must return ballots in the furnished envelope to the outside agency appointed by the Board of Directors with a postmark no later than August 30th of the election year, or in the case of a Special Election by the deadline set by the Board of Directors in connection with the Special Election. Envelopes postmarked after the deadline date will not be counted. Only ballots meeting these requirements will be certified as eligible.
- (f) Ballot envelopes with the member's signature, printed name, address, and membership number will be checked against the previously prepared list of eligible voters. This will be done either by the Director of Operations or their designee who may include person or persons employed by an independent outside agency in order to certify these envelopes.
- (g) Once the envelopes have been certified as eligible, they shall remain unopened until the counting of the ballots on a specified date which provides a reasonable time frame for receipt of any ballots mailed on the deadline date. Once this date is set and/or counting begins any ballots received after this date regardless of postmark

will not be certified. Such counting may be witnessed by an inspector as may be designated or required by the Board of Directors and/or by a representative appointed by each candidate. The Corporation will not be responsible for any cost associated with travel or lodging incurred by a candidate representative.

- (h) The candidate for director with the highest number of the votes cast in order is elected and declared the winner.
- (i) In the event of a tie in an Area election, the tie will be broken by lot at such place and time and by a means specified by the Director of Operations.
- (j) In the event of only one candidate who is eligible to serve as a member of the Board of Directors runs for election as a national Area Director, the Area in question shall not hold an election, and the individual shall be declared the winner of the seat of the Area in question as though an election has been held.
- (k) Original Ballots will be retained in safe keeping for thirty (30) days following the election and then destroyed unless some pending action otherwise requires a longer period.

Section 6.5 – Election Contests

The results of an election for the office of Director may be challenged by:

- (1) any candidate for office in the election or
- (2) by any person eligible to vote in that election, provided that such challenge is supported by a verified petition signed by at least five persons whom were eligible to vote in the election.

Any person, including a candidate, who challenges the results of an election under this Section shall file a petition with the Corporation's Director of Operations within five days of said election or within five days of when the alleged irregularity in the conduct of the election is discovered. Such challenge must occur prior to the seating of the elected candidate in question. The petition shall include:

- (1) the name and address of each candidate;

- (2) a statement that petitioner was a candidate in said election or eligible to vote in said election;
- (3) a statement that petitioner believes (a) a mistake or fraud has been committed in the casting, counting or return of votes for the office involved or (b) that there was some other irregularity in the conduct of the election or both;
- (4) a statement declaring that as a consequence of the mistake, fraud or irregularity alleged, the result of the election was incorrect.

Upon receipt of said petition, the President shall, in accordance with Article VIII of these Bylaws, appoint a committee to investigate the allegations of the petition. Said investigation shall be completed within thirty (30) days and a recommendation submitted to the Board of Directors as to the proposed action to be taken on the petition. Upon recommendation of the Committee, the Board of Directors may vote to re-conduct the election by way of a special election. The results of said special election shall be considered to be binding. During the pendency of any election contest pursuant to this Section, the Directors serving for the Area in which the election is contested shall continue to serve as Directors. By filing of any petition of protest those members signing the petition agree to reimburse any and all cost involved to the organization in pursuit of a finding if said protest is considered frivolous or unfounded by the Board of Directors. Said reimburse shall have all consideration and authority as other financial agreements of members to the organization.

Section 6.6 – Regular Meetings

Regular meetings of the Board of Directors shall be held immediately preceding and immediately following the Annual Membership meeting at the same location. Additionally, the Board of Directors will meet between February 1st and April 1st of each year at a location and date to be determined by the Board of Directors.

Section 6.7 – Special Meetings

Special meetings of the Board of Directors may be called at the discretion of the Board or the President and shall be held at such place as may be designated in the notice of such meeting.

Section 6.8 – Notice

Notice of any regular or special meeting of the Board of Directors shall be given by the corporation at least twenty-one (21) days prior to said meeting. Notice shall be delivered to the each Director by one of the following:

- (1) Personally or by telephone.
- (2) Electronic transmission via e-mail or facsimile to the e-mail address and/or facsimile number on file with the Corporation.
- (3) Regular first class mail addressed to each Director at his or her address as shown by the records of the Corporation.
- (4) Fed-Ex, UPS, or other courier service.

Section 6.9 – Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 6.10 – Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Bylaws, or the Articles of Incorporation. All votes taken in either an open session or closed session will be taken by a roll call, voice vote with the exception of the election of officers.

Section 6.11 – Action without Meeting

Any action required to be taken at a meeting of the Directors of the Corporation, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

Section 6.12 – Conference Calls

At certain times when it is not practical to call a special meeting of the Board of Directors, the President may call for a conference telephone call to discuss and pass or reject only one or two special items of business. Notice of these meetings shall be given as soon as practicable.

Section 6.13 – Vacancies

Any vacancy occurring in the Board of Directors shall be filled by special election in the Area wherein the vacancy occurs. The Director elected to fill said vacancy shall serve the entire unexpired portion of said term. Election procedures and requirements shall be identical to those appearing in Article VI, Section 6.4 of these Bylaws, with the exception that depending on when the vacancy occurs, the Special Election shall be held the first weekend of October of either the current or succeeding year. (i.e. if the vacancy occurs on or before July 1, the Special Election will be held that same year. However, if the vacancy occurs after July 1st, the Special Election will be held in the next year).

Section 6.14 – Compensation

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be paid by the Corporation for each regular or special meeting of the Board of Directors.

Section 6.15 – Conflict Of Interest

No member of the Board of Directors may serve in any official capacity in a competing breed organization. Additionally, no member of the Board of Directors may serve the Corporation in any permanent capacity for which compensation is received.

Section 6.16 – Absenteeism of Directors

Any Director who finds it necessary to miss two consecutive regular meetings should notify the Corporation's headquarters (stating a reasonable excuse) prior to the meeting. The Board of Directors shall be notified on the second absence at which time the Board of Directors may, by majority vote of those present, find that the Director has abandoned his or her position

as Director. In such instance, said Director shall be notified in writing at once as to the Board of Directors action and shall be given ten (10) days to reply if he or she desires a hearing to reconsider the action of the Board of Directors. In the event the Director fails to reply to the notification or otherwise fails to contest the finding of the Board of Directors within thirty (30) days, a Special Election will be authorized.

Section 6.17 – Abstention

Each person who at any time is a Director of this Corporation shall abstain from voting on any issue in which the Director has a personal interest, whether said interest be direct or indirect. For purposes of this Section, a Director is indirectly a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director or general partner. The Director shall disclose his or her interest or relationship to any transaction prior to a vote being taken by the Board of Directors or the general membership. After full disclosure to the Board of Directors, the Board of Directors may approve or ratify the transaction by an affirmative vote of a majority of disinterested directors, even though the disinterested Directors are less than a quorum; or the general membership may approve or ratify the transaction after full disclosure without counting the vote of any member who is a Director.

The presence of the Director who is directly or indirectly a party to the transaction or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or the general membership takes action on the transaction.

Section 6.18 – Closed Session

Meetings of the Board of Directors may move to closed session by a majority vote of Directors present to discuss any matter of personnel or any matter deemed to be of a legally sensitive nature.

Article VII – Registration

The Director of Operations of the Corporation shall at all times maintain a list of rules and regulations of the Corporation governing the requirements and eligibility for registering and/or transferring Shetland Ponies, Show Ponies and Miniature

Horses. The Director of Operations of the Corporation shall publish (from time to time) in the official publication any such rules, regulations and changes thereto and shall supply a copy of same upon request.

Article VIII – Committees

Section 8.1 – Creation of Committees

At the commencement of each fiscal year, the President may appoint standing committees to serve during the year. The president may, from time to time, appoint such other committees as may be deemed advisable by the board.

All or a portion of the personnel of these committees may be selected from the membership and not confined to members of the Board of Directors, however, insofar as is practical it is recommended that the chairman of any committee may be a member of the Board of Directors.

Section 8.2 – Authority of Committees

Committees may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the Corporation.

Article IX – Officers

Section 9.1 – Enumeration

The officers of the Corporation shall be a President, one or more Vice Presidents as determined from time to time by the Board of Directors, a Director of Operations and a Director of Finance. The Board of Directors may also elect such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties as prescribed, from time to time, by the Board of Directors. The Director of Operations and Director of Finance shall not be named from the Board of Directors and may or may not be the same person.

Section 9.2 – Election and Term of Office

The officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall hold office until their successors are elected and qualified or until their death, resignation or removal. Vacancies may be filled or new offices

created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9.3 – President

The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall have overall supervision, direction and control of the business and affairs of the Corporation and shall perform all duties incidental to the office of President and such other duties as may be assigned to him or her by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the Director of Operations, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

The President may vote all securities which the Corporation is entitled to vote, except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

Section 9.4 – Vice President

The Vice President shall perform such duties and have such other powers as shall be assigned to him or her by the President or Board of Directors. Further, in the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 9.5 – Director of Operations

The Director of Operations (sometimes referred to as “Secretary”), shall keep a record of all proceedings of the Board of Directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate records and of the Seal of the Corporation; and perform all duties incidental to the office of Director of Operations and such other duties as from time to time may be assigned by the President of the Board of Directors, consistent with the Articles of Incorporation, Bylaws, Rules, and written policies of the Corporation. The Director of Operations shall be supervised by the Board of Directors through the President, and shall be hired or terminated upon majority vote of the Board of Directors. The Director of Operations shall also have the day-to-day management of the Corporation in all normal operations unless otherwise specified herein or unless otherwise designated by the Board of Directors. Among the duties of the Director of Operations shall be the supervising of the Stud Book, the general management of the Registry Office, maintaining personnel, including the hiring and firing of office staff (with the exception of those employees supervised by the Director of Finance), carrying out Corporate policy, and all other duties incidental to the management of the Registry Office. The Director of Operations shall be authorized to approve any registrations, transfers, color and marking corrections, etc., that, in his or her opinion, conform to the requirements as established by the Board of Directors. The Director of Operations shall be an ex officio member of the Board of Directors and of all committees. The Director of Operations shall work with the Director of Finance to prepare the budget discussed in Section 9.6 below.

Section 9.6 – Director of Finance

The Director of Finance (sometimes referred to as “Treasurer”) shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation, have charge and custody of all funds and securities of the Corporation and be responsible for the receipt and disbursement thereof; and perform all duties incidental to the Office of Director of Finance and such other duties as may be assigned to him or her by the President or the Board of Directors. The Director of Finance shall be supervised by the Board of Directors. With the

approval of the Board of Directors, the Director of Finance may delegate specified duties to an Assistant Director of Finance or other person for the effective conduct of the affairs of the Corporation. The Director of Finance shall serve as an ex officio member of the Board of Directors, and of all committees, and shall report all Finance Committee recommendations to the Board of Directors. The Director of Finance shall work with the Director of Operations and the Director of Marketing to prepare and submit to the Board of Directors, on a yearly basis, a detailed budget of the proposed and anticipated revenues and expenditures of the Corporation for its approval. The Director of Finance shall be responsible for the hiring and firing of the Assistant Director of Finance.

Section 9.7 – Annual Transition

To maintain Corporation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.

Article X – General Provisions

Section 10.1 – Contracts

The Board of Directors may authorize any office or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Corporation and such authority may be general or confined to specific instances.

Section 10.2 – Checks, Drafts, Etc.

All funds of the Corporation shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Director of Operations and countersigned by the Director of Finance.

Section 10.3 – Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 10.4 – Seal

On the Corporate Seal shall be inscribed the name of the Corporation and the words “Corporate Seal” and “Illinois.” The Corporation shall not be required to have a Corporate Seal in the absence of a resolution of the Board of Directors requiring a seal.

Section 10.5 – Waiver of Notice

Whenever any notice is required to be given under the law, the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.6 – Indemnification

Each person who at any time is, or shall have been a director, officer, employee or agent of this corporation, or is, or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of this by-law or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of disinterested members or disinterested directors or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of this by-law or as amended from time to time.

Section 10.7 – Sale of Assets

A proposed sale of any of the Registries owned and maintained by the Corporation shall require a three fourths ($\frac{3}{4}$) vote of the members eligible to vote.

Section 10.8 – Amendments

These Bylaws may be amended from time to time by a majority vote of the Board of Directors at any meeting at which a quorum is present. All proposed amendments to the Bylaws must be submitted in writing to the Board of Directors at least ninety (90) days prior to the meeting at which the amendment will be considered.

Section 10.9 – Dissolution

Upon dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation shall, after payment of all expenses and liabilities, be distributed to another nonprofit corporation, in accordance with the Articles of Incorporation and as determined by the Board of Directors.

Section 10.10 – Annual Audit

The Board of Directors shall obtain an annual audit of the Corporation's finances, said audit to be prepared by an independent certified public accountant consistent with generally accepted accounting principles.