

**Bylaws of
North American
Versatile Hunting Dog
Association**

A Nonprofit Corporation



**Articles of Incorporation
Purpose**

Amended December 5, 1992

**Bylaws of
North American Versatile Hunting Dog Association
A Nonprofit Educational Corporation**

ARTICLE I OFFICES

Section 1.01. **PRINCIPAL OFFICE.** The principal office of the corporation for the transaction of its business is located at 523 West Sixth Street, City of Los Angeles, California.

Section 1.02. **OTHER OFFICES.** The corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE II MEMBERSHIP

Section 2.01. **CLASSES OF MEMBERSHIP.** There shall be four classes of members of this corporation. The first class shall be known as Active Members, the second class shall be known as Life Members, the third class shall be known as Honorary Members, and the fourth class shall be known as Junior Members.

Section 2.02. **QUALIFICATIONS OF ACTIVE MEMEBERS.** The Active Members of this corporation shall be those persons who have paid their annual dues for membership and spouses of Active Members who have paid one-half the annual dues for membership.

Section 2.03. **QUALIFICATIONS OF LIFE MEMBERS.** The Life Members of the corporation shall be those persons who have paid their dues in advance for life in a manner and amount to be established by the Executive Council. No special status or privileges shall accrue to Life Members, except that the Executive Council may approve an appropriate lapel pin or other emblem to be presented to this class of membership.

Section 2.04. **QUALIFICATIONS OF HONORARY MEMBERS.** Any person who makes an outstanding contribution to the purposes of this corporation shall become an Honorary Member of this corporation, without payment of dues, upon appointment by the vote of a majority of the members of the Executive Council at its annual meeting.

Section 2.05. **QUALIFICATIONS OF JUNIOR MEMBERS.** The Junior Members of this corporation shall be those persons who are under eighteen years of age and have paid one-half of the annual dues for membership.

Section 2.06. **ANNUAL MEETING.** The members of the corporation shall meet annually at such time and place as shall be designated by a majority of the members of the Executive Council provided; however, such a meeting shall occur at a time contiguous with and in the same geographical location as the annual meeting of the Executive Council.

Section 2.07. **VOTING RIGHTS AND OTHER RIGHTS OF MEMBERS.** Each member of this corporation, except for Junior Members, shall be entitled to one vote. Junior Members of this corporation shall not be entitled to vote, and no notice of any meeting of the

membership of this corporation need be given to a Junior Member.

Section 2.08. ANNUAL DUES. Annual dues for membership shall be set by the Executive Council and shall be for 12 continuous months of membership. The membership term for paid annual dues shall be set by the Executive Council. Policy for membership termination for failure to pay annual dues shall be set by the Executive Council.

Section 2.09. TERMINATION AND REINSTATEMENT. The Executive Council, by affirmative vote of two-thirds of the members, after a hearing, may terminate the membership of any member for a violation of the corporation's rules, misconduct, any action determined by the Executive Council to be harmful to the corporation, or any action contrary to the conduct of a sportsman who respects and conserves the natural environment. No refund of dues shall be made. A member thus terminated may petition to the Executive Council for reinstatement after a period of one year. The Executive Council will vote on this petition at the following annual meeting.

Section 2.10. DISPUTES. In the event of a dispute of grievance between or among members which is of such a serious nature as to damage the purposes or reputation of the corporation, the President may appoint a committee consisting of three members of the corporation, one of which shall be a member of the Executive Council and shall serve as Chairman. The purpose of the committee shall be to gather facts and mediate the dispute. If no settlement can be reached by efforts of the committee, the committee shall present the matter to the Executive Council for final arbitration.

Section 2.11. LIABILITIES OF MEMBERS. No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE III BOARD OF DIRECTORS

Section 3.01. NUMBER OF DIRECTORS. The Board of Directors shall consist of four members until the number of directors is changed by amendment to these bylaws or by amendment to the Articles of Incorporation.

Section 3.02. QUORUM. Three of the members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 3.03. POWERS OF DIRECTORS. Subject to limitations of the Articles of Incorporation, other sections of these bylaws and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by the Board of Directors.

Section 3.04. VACANCIES. Vacancies in the Board of Directors shall be filled by the majority of the remaining directors then in office even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his/her predecessor.

Section 3.05. PLACE OF MEETING. Meetings of the Board of Directors shall be held at

any place within or without the State of California which has been designated in the notice of such meeting.

Section 3.06. REGULAR MEETING. Regular meetings of the Board of Directors are hereby dispensed with and all business conducted by the Board of Directors shall be conducted at special meetings.

Section 3.07. SPECIAL MEETING. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two directors

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by any other form of written communication, charges prepaid, addressed to the director at the address as it is shown on the records of the corporation. The notice shall be mailed at least 72 hours before the time of holding the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though made at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.08. ACTION WITHOUT A MEETING. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 3.09. REMOVAL. A director may be removed from office by the vote of a majority of the directors.

Section 3.10. COMPENSATION. The directors shall receive no compensation for their services as directors.

ARTICLE IV OFFICERS

Section 4.01. ELECTED OFFICERS. The officers of this corporation which are elected by the members of the corporation shall be the President, Vice President, Secretary, and Treasurer. All such officers shall be directors of the corporation and shall constitute the Board of Directors.

Section 4.02. APPOINTED OFFICERS. The President shall annually appoint, with approval of a vote of a majority of the Board of Directors, a Director of Judge Development, a Director of Testing, a Director of Publications, a Director of Promotion and a Registrar. No person shall hold more than one office, appointed or elected, simultaneously, except the President Emeritus, Sigbot Winterhelt, may hold an appointed office.

Section 4.03. VACANCIES. Any vacancy in any office shall be filled by the Board of

Directors.

Section 4.04. PRESIDENT. Subject to such supervisory powers, if any be given to the Board of Directors and the Executive Council, the President shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the members, the Board of Directors and the Executive Council and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 4.05. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.06. SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and Executive Council, shall keep the seal of the corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 4.07. TREASURER. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation signed by the President, Vice President, Treasurer or Secretary or by such officers as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4.08. DIRECTOR OF JUDGE DEVELOPMENT. The Director of Judge Development shall be responsible for the overall quality and uniformity of judging field tests. In doing so, he or she shall conduct clinics for judges, review the scoring by apprentice judges and establish criteria for qualification as a judge. In addition he or she shall maintain a program of continuing education and training for judges, review the score sheets and performance of judges and make annual recommendations to the Executive Council as to judges to be appointed for the next year.

Section 4.09. DIRECTOR OF TESTING. The Director of Testing shall be responsible for the scheduling of tests, assignment of official judges for the tests and assuring proper testing under the corporation's Official Test Rules. He or she shall also be responsible for maintaining the test records of the corporation and making such records available to the general public at a nominal charge.

Section 4.10. DIRECTOR OF PUBLICATIONS. The Director of Publications shall be responsible for publishing and distributing the corporation's newsletter, training manuals and other educational and promotional materials. Propaganda or promotion for individual breeds, breed clubs or kennels shall not be permitted in any corporation publication.

Section 4.11. DIRECTOR OF PROMOTION. The Director of Promotion shall be

responsible for aiding in and encouraging the development of local chapters and for promoting membership in the corporation. The Director of Promotion shall formulate rules, to be approved by the Executive Council, to regulate the promotional efforts of local chapters and individual members.

Section 4.12. REGISTRAR. The Registrar shall be responsible for the administration of the Registry, under the policies and guidelines approved by the Executive Council. The Registrar may formulate policies and guidelines for the registry to be considered for approval by the Executive Council.

Section 4.13. IMMEDIATE PAST PRESIDENT. The Immediate Past President, upon completion of a full term as President and with confirmation by the Board of Directors, may serve as the Immediate Past President officer. The Immediate Past President shall have such powers and perform such duties as may be prescribe from time to time by the Executive Council.

Section 4.14. PRESIDENT EMERITUS. The President Emeritus, Sigbot Winterhelt, shall be a voting member of the Executive Council.

Section 4.15. COMPENSATION. The officers of the corporation shall receive no compensation for their services as officers.

ARTICLE V EXECUTIVE COUNCIL

Section 5.01. MEMBERS. The members of the Executive Council shall consist of the members of the Board of Directors of the corporation, the President Emeritus, Sigbot Winterhelt, the Directors of Judge Development, Testing, Publications and Promotions, the Registrar and the Immediate Past President.

Section 5.02. MEETINGS. The Executive Council shall meet at least annually during the month of January, with the approval of a majority of the members of the Executive Council. Written notice of every meeting of the Executive Council shall be given in the manner set forth in Section 3.07 of these bylaws, except that at least 60 days prior written notice of the time and place of such meeting shall be given to all members of the corporation.

Section 5.03. QUORUM. A majority of the members of the Executive Council shall constitute a quorum for the transaction of business.

Section 5.04. DUTIES. The Executive Council shall carry out the duties delegated to it by these bylaws.

Section 5.05. COMPENSATION. The members of the Executive Council shall receive no compensation for their services as such members.

ARTICLE VI ELECTIONS

Section 6.01. FREQUENCY. Every three years the members entitled too vote shall elect the four members of the Board of Directors of the corporation, and shall elect the President,

Vice President, Secretary, and Treasurer of the corporation. Each of these officers shall be one of the four members of the Board of Directors.

Section 6.02. TERMS OF OFFICE. The members of the Board of Directors, and the President, Vice President, Secretary and Treasurer shall hold their offices for a period of three calendar years commencing on the January 1, following their election and ending on the December 31, three calendar years thereafter.

Section 6.03. NOMINATIONS. Nominations for the members of the Board of Directors and for the offices of President, Vice President, Secretary and Treasurer shall be made by the vote of the majority of the members of the Executive Council. The names of the nominees and the offices to which they have been nominated shall be sent to the members of the corporation or published in the corporation's newsletter on or before August 1, of the year in which the terms of the existing members of the Board of Directors expire (the "election year"). Members of the corporation entitled to vote may nominate other persons for elections as members of the Board of Directors and for election to the offices of President, Vice President, Secretary and Treasurer by submitting the name of any nominee, together with a designation of the office to which such person is nominated, to the Secretary of the corporation on or before September 30, of the election year, accompanied by a petition for nomination of such person to such office signed by at least twenty-five members of the corporation entitled to vote and a written consent signed by the nominee.

Section 6.04. ELIGIBILITY. All persons who have been members of the corporation for at least two years at the time of their nomination shall be eligible to become a nominee for election to the Board of Directors of the corporation.

Section 6.05. BALLOTS. On or before October 15, of the election year, the Secretary shall mail to the members of the corporation entitled to vote a ballot setting forth the nominees for the Board of Directors and the office for which each nominee has been nominated. The ballots will direct that they be returned to the Inspectors of Election consisting of three persons designated by the Executive Council.

Section 6.06. COUNTING OF BALLOTS. All ballots which are returned to the Inspectors of Election and are postmarked no later than November 15, of the election year, shall be counted. The result of the election, as determined by a plurality of the votes cast in the ballots, shall be reported to the Secretary by December 10, of the election year. The Secretary shall publish the results of the election in the next newsletter of the corporation.

Section 6.07. DISPUTES AND PROCEDURES. The Executive Council shall be the sole arbiter of disputes regarding the validity of any election and all ballots in any given election shall be maintained by the corporation for one year subsequent to such election. The Executive Council may make such rules and regulations regarding elections as necessary and which do not conflict with the Articles of Incorporation or these bylaws.

ARTICLE VII LOCAL CHAPTERS

Section 7.01. FORMATION. Local chapters may be established by ten or more members of the corporation within a viable contiguous geographical area. Members desiring to form a local chapter shall make application to the Director of Promotion who will determine if the

application is proper, and if it is, grant a charter for the establishment of the local chapter.

Section 7.02. ORGANIZATION. A local chapter may organize in any form suited to its function and in conformity with local laws and regulations, and may elect to chapter officers and assess chapter dues. Every member of chapter must be a member of the parent body.

Section 7.03. DELEGATES. Members in each local chapter may elect from their membership one chapter delegate to be sent to the annual meeting of the members of the corporation, at the chapter's expense. The delegates may vote on all business that is presented by the local chapters too be acted upon at the annual meeting of members. Any business any local chapter intends to present at the annual meeting must be presented in writing to the Secretary of the corporation by November 1 prior to the meeting. This information will in turn be forwarded by the Secretary too the members of the Executive Council and to the chapters prior to the annual meeting. Chapter delegates shall communicate too the members of their respective chapters the business conducted at the annual meeting of the members of the Corporation.

ARTICLE VIII TESTS

Section 8.01. APPROVAL. Every Test sanctioned by the corporation or its local chapters must be approved and coordinated by the Director of Testing.

Section 8.02. JUDGES. The Director of Testing shall assign all official judges for every test sanctioned by the corporation or its local chapters. At least one official judge at every sanctioned test must come from outside the host chapter or host club area.

Section 8.03. APPRENTICE JUDGES. Apprentice judges must be recommended by the local chapter or the Director of Judge Development, must be approved by the Director of Judge Development and shall serve as provided in the corporation's Official Test Rules.

Section 8.04. RULES. Every sanctioned test must conform to the Official Test Rules then obtaining for testing of dogs.

Section 8.05. AMENDMENT OF RULES. Any change, deletion, addition or modification in the Official Test Rules must be made by vote of 3/4 of the members of the Executive Council. Such amendment or modification of Test Rules shall be effective six months after the enactment and publication thereof. Any changes to the rules apply to the future and are not retroactive.

Section 8.06. AWARDS. Awards for the NAVHDA approved tests will be limited to simple awards, every dog qualifying will receive the same awards, no trophies other than those mentioned will be awarded. No monetary awards will be given at any test.

ARTICLE IX AMENDMENT OF BYLAWS

Any proposed amendment or addition to, or repeal, of these Bylaws must first be initiated either by the majority or the members of the Executive Council or by submission or a petition signed by twenty-five or more voting members of the corporation. If so initiated the

Secretary shall mail to the members of the corporation entitled to vote a written ballot setting forth the proposed amendment, addition, or repeal. The ballots will direct that they must be returned to the Secretary no later than 30 days following the date the ballots are mailed to the members. These bylaws may be amended or repealed only by the affirmative vote by ballot of two-thirds of the voting members who submit ballots within such 30 day period.

ARTICLE X COMMITTEES

Committees for specific purposes or activities may be designated from time to time by resolution of the Board of Directors. Chairmen and members of such committees shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board.

ARTICLE XI FINANCIAL STATEMENT

A financial statement of the corporation shall be published annually by the Treasurer. Such financial statement shall be examined by at least two members of the Executive Council other than the Treasurer before the annual publication of such report.

ARTICLES OF INCORPORATION

The purposes for which this corporation is formed are:

The specific and primary purposes are to educate all interested persons in the techniques of breeding and training versatile hunting dogs, to conduct field tests of versatile hunting dog breeds in North America and maintain records of such field tests for all interested persons, and to promote selective breeding and population control of versatile hunting dog breeds.