

NAVHDA Bylaws



ARTICLE I OFFICES

Section 1.01. PRINCIPAL OFFICE. The principal office of the corporation for the transaction of its business is located at 120 West Eastman, Suite 302, Arlington Heights, Illinois. Such office location may be changed from time to time in the future by action of the Executive Council.

Section 1.02. OTHER OFFICES. The corporation may also have offices at such other places where it is qualified to do business as its business may require and as the Executive Council 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 MEMBERS. 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 of 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 the manner and amount 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.

Section 2.05. QUALIFICATIONS OF JUNIOR MEMBERS. The Junior Members of this corporation shall be those persons who are under nineteen 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 as 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. Subject to Section 6.03 of these bylaws, 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. For purposes of determining members of the corporation entitled to notice of any meeting of members, or entitlement to vote, or in order to make a determination of members for another proper purpose, the Executive Council of the corporation may provide that ongoing additions or deletions to the current membership records shall be frozen for a stated period, but not exceed one hundred twenty (120) days. In lieu of temporarily closing the current membership records, the Executive Council may fix in advance a record date for any such determination of members. If the current membership records are not closed and no record date is fixed for the determination of members entitled to notice or the right to vote, the date on which notice of the meeting or ballot proposal is first publicly published or otherwise promulgated shall be the record date for such determination of members.

Section 2.08. ANNUAL DUES. Annual dues for the 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 its 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 refunds of dues shall be made. A member thus terminated may petition to the Executive Council for reinstatement after a period of one year. The petition may be granted by affirmative vote of two-thirds of the Executive Council at the following annual meeting.

Section 2.10 DISPUTES. In the event of a dispute or grievance between or among members which is of such a serious nature as to damage the purposes or reputation of the corporation, as determined by the Executive Council in its sole discretion, the President may appoint a committee consisting of three members of the corporation, one of which shall be a member of the Executive Council, who 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 binding 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 the corporation shall look only to the assets of this corporation for payment.

ARTICLE III BOARD OF DIRECTORS/EXECUTIVE COUNCIL

Section 3.01. NUMBER; TERM OF OFFICE. The terms "Board of Directors" and "Executive Council" shall mean the same thing for purposes of these bylaws and applicable law. The Executive Council shall consist of the four incumbent officers of the corporation who are elected President, Vice President, Secretary, and Treasurer by the members of the corporation pursuant to Article V of these bylaws, plus the Director of Judge Development, the Director of Testing, the Director of Publications, the Director of Promotion, the Registrar, the Immediate Past President, and such other or additional persons (not to exceed three in number) as are appointed to such positions in accordance with Article IV of these bylaws. A person's term of office as a member of the Executive Council shall be equal to such person's term as an officer of the corporation, as provided by Sections 4.02 and 5.02.

Section 3.02. QUORUM. A majority of the incumbent members of the Executive Council shall constitute a quorum for the transaction of business. The act of the majority of the members of the Executive Council present at a meeting at which a quorum is present shall be the act of the Executive Council.

Section 3.03. POWERS OF THE EXECUTIVE COUNCIL. Subject to limitations of the Articles of Incorporation, other sections of these bylaws, and applicable law or regulation, 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 Executive Council.

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

Section 3.05. PLACE OF MEETING. Meetings of the Executive Council shall be held at any place which has been designated in the notice of such meeting.

Section 3.06. REGULAR MEETING. The Executive Council shall meet at least annually (during the month of January, when practicable) 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 annual meeting of the Executive Council (and the concurrent annual meeting of the members of the corporation) shall be given to all members of the corporation by way of publication in the corporation's magazine, newsletter, website, or such other means as the Executive Council may determine.

Section 3.07. SPECIAL MEETING. Special meetings of the Executive Council for any purpose or purposes may be called at any time by the President or by any two members of the Executive Council. 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 (included, without implied limitation, email or other form of electronic written communication), charges prepaid, addressed to the member of the Executive Council at the address as it is shown on the records of the corporation. The notice shall be sent at least seven days before the time of holding the meeting.

The transactions of any meeting of the Executive Council, 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 members of the Executive Council 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 Executive Council may be taken without a meeting if each member of the Executive Council consents in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Council.

Section 3.09. REMOVAL. A member of the Executive Council may be removed from office by the affirmative vote of two-thirds of the Executive Council.

Section 3.10. COMPENSATION. The members of the Executive Council shall receive no compensation for their services as members of the Executive Council.

ARTICLE IV OFFICERS

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

Section 4.02. APPOINTED OFFICERS. Upon commencement of his or her term of office, the President shall appoint, (with approval of a vote of a majority of the Vice President, Secretary, and Treasurer) a Director of Judge Development, a Director of Testing, a Director of Publications, a Director of Promotion, and a Registrar. The President may also appoint (subject to approval by a majority vote of the Vice President, Secretary, and Treasurer) the Immediate Past President and up to an additional three other persons to serve as officers of the corporation. No person shall hold more than one office, appointed or elected, simultaneously. All officers of this corporation, whether elected or appointed, shall be full voting members of the corporation's Executive Council, and shall hold office for a term ending with that of the President who appointed them or who was elected concurrently with them, and until their respective successors shall have been duly elected or appointed and qualified, or until their respective resignation or removal.

Section 4.03. VACANCIES. Any vacancy in any office may be filled by the remaining incumbent members of the Executive Council.

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

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 Executive Council.

Section 4.06. SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the 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 service of such notices as may be necessary or proper, seal supervise the keeping of the records of the corporation and shall discharge such other duties of the office as prescribed by the Executive Council.

Section 4.07. TREASURER. The Treasurer shall oversee the receipt and deposit of all funds of the corporation in the bank or banks that may be designated by the Executive Council. Those funds shall be paid out only on

checks of the corporation signed by the President, Vice President, Treasurer, or Secretary or by such other persons as may be authorized by the Executive Council. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Executive Council.

Section 4.08. DIRECTOR OF JUDGE DEVELOPMENT. The Director of Judge Development shall be responsible for the overall quality and uniformity of judging tests. He or she shall conduct clinics for judges, review the scoring by apprentice judges and, subject to approval of the Executive Council, establish criteria for appointment to judge status for apprentice judges. In addition, he or she shall maintain a program of continuing education and training for judges, shall review the score sheets and performance of judges, and shall make recommendations, not less than annually, to the Executive Council concerning appointment or continuing status of judges 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 then current and published Aims, Programs, Test Rules. He or she shall also be responsible for the test records of the corporation and for 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 magazine, website, training manuals, and other educational and promotional materials.

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 as well as the corporation itself. The Director of Promotion shall formulate rules, to be approved by the Executive Council, to regulate the promotional efforts of local chapters, individual members, and the corporation.

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 Executive Council, may serve as the Immediate Past President officer. The Immediate Past President shall have such powers and perform such duties as may be prescribed from time to time by the Executive Council.

Section 4.14. OTHER OFFICERS. The Executive Council may create additional titles of office, prescribe the duties of such office(s), and appoint persons to fill such office(s) in accordance with these bylaws.

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

ARTICLE V ELECTIONS

Section 5.01. FREQUENCY. Every three years the members entitled to vote shall elect as officers and members of the Executive Council the President, Vice President, Secretary, and Treasurer of the corporation. The year of the triennial election is referred to hereafter in this bylaw as the "Election Year".

Section 5.02. TERMS OF OFFICE. The President, Vice President, Secretary, and Treasurer shall hold their offices for a period of three years commencing at the first annual meeting of members following the Election Year in which he or she was elected to office and continuing until newly elected persons have assumed their duties of office at the annual meeting of members following the next Election Year.

Section 5.03. NOMINATIONS. Nominations 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 persons so nominated by the Executive Council shall be promulgated to the members on or before June 15 of the Election Year. Members of the corporation entitled to vote may also nominate persons 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 August 1 of the Election Year, accompanied by a petition, in a format approved by the then seated officers of the corporation, for nomination of such person to such office, signed by the lesser of: (i) 100; or (ii) two percent of the members of the corporation entitled to vote as of December 31 of the previous year, and a written consent signed by the nominee. The nominee must be a member in good standing of the corporation. The number of signatures required for a petition for nomination or a petition for amendment of these bylaws pursuant to Article VIII shall be given to all members of the corporation eligible to vote by way of publication in the corporation's magazine, newsletter, website, or such other means as the Executive Council may determine, on or before April 1 of the Election Year (or, in the case of a proposed amendment to these bylaws, the year in which ballots are to be issued and cast). On or about September 15 of the Election Year the names of all nominees, and the offices to which they have been nominated, shall be given to all members of the corporation eligible to vote by such means as the Executive Council may determine.

Section 5.04. **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 office of President, Vice President, Secretary, or Treasurer.

Section 5.05. **BALLOTS.** On or about October 15 of the Election Year, the Secretary shall cause to be mailed or otherwise made readily available to the members of the corporation entitled to vote a ballot setting forth the nominees for the office of President, Vice President, Secretary, and Treasurer. The ballot may be in any form deemed appropriate by the Executive Council, including written or electronic. If electronic, each member entitled to vote may request a written ballot in lieu of the electronic ballot. The ballots will direct that they be returned to the Inspectors of Election, consisting of three persons designated by the Executive Council. In the event of an uncontested election (only one nominee for each office), ballots need not be sent to the voting membership and the sole nominee shall be deemed to have been elected to the position for which he/she was nominated.

Section 5.06. **COUNTING OF BALLOTS.** All ballots from members eligible to vote which are returned to the Inspectors of Election or submitted electronically as provided herein and are postmarked or electronically submitted no later than November 15 of the Election Year shall be counted. The result of the election, as determined by plurality of votes cast in the ballots, shall be reported by the Inspector of Elections to the Secretary on or about December 10 of the Election Year. In the event of a tie vote, the Executive Council will break the tie by voting on the deadlocked candidates, with the nominee that receives the plurality vote of the Executive Council vote being declared the winner. The Secretary will publish the election results in the next issue of the magazine of the corporation following December of the election year or will use such other or additional means as the Secretary shall determine to be reasonably calculated to inform interested members including but not limited to the corporation's website.

Section 5.07. **DISPUTES AND PROCEDURES.** The Inspectors of Election shall be the sole arbiter of disputes regarding the casting of ballots and/or the validity of any election. All ballots, whether in written or electronic form, in any given election shall be maintained by the corporation for at least 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 Article of Incorporation, applicable law or regulations, or these bylaws.

ARTICLE VI LOCAL CHAPTERS

Section 6.01. **FORMATION.** Local chapters may be established by such number of members of the corporation within a viable contiguous geographical area as the Executive Council shall from time to time approve. 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, the corporation may grant a charter for the establishment of the local chapter. The Executive Council reserves the right to decertify a chapter.

Section 6.02. **ORGANIZATION.** A local chapter may organize in any form suited to its function and in conformity with local laws and regulations governing non-profit organizations and may elect chapter officers and assess chapter dues. Every member of a chapter must be a member of the corporation and a local chapter's failure to enforce this requirement may serve as grounds for the Executive Council to decertify such chapter.

Section 6.03. DELEGATES. Members in each local chapter may elect from their membership on 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 to 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 to the members of the Executive Council and to the chapters prior to the annual meeting. Chapter delegates shall communicate to the members of their respective chapters the business conducted at the annual meeting of the members of the corporation.

ARTICLE VII TESTS

Section 7.01. APPROVAL. Every Test sanctioned by the corporation or its local chapters must be approved and coordinated by the Director of Testing.

Section 7.02. JUDGES. In accordance with such policies as may be established from time to time by the Executive Council, the Director of Testing, or the Director of Judge Development shall assign all official judges for every test sanctioned by the corporation or its local chapters.

Section 7.03. APPRENTICE JUDGES. Apprentice judges must be approved by the Director of Judge Development; they shall serve as provided in the corporation's then current Aims, Programs, Test Rules publication, and in accordance with such policies as may be established from time to time by the Executive Council.

Section 7.04. RULES. Every sanctioned test must confirm to the corporations then current Aims, Programs, Test Rules publication.

Section 7.05. AMENDMENT OF RULES. Any amendment to the corporation's Aims Programs, Test Rules publication must be made by vote of 3/4 of the members of the Executive Council, which shall specify, at the time of the adoption of the amendment, the effective date thereof. Unless specific exception is made by the Executive Council, any amendment of the corporations Aims, Programs, Test Rules publication shall have an effective date no sooner than six months after the enactment and promulgation of such amendment. Any amendment to the corporation's Aims, Programs, Test Rules publication shall be applied prospectively and not retroactively.

Section 7.06. AWARDS. Awards for the NAVHDA approved tests shall be limited to simple awards. Every dog qualifying at the same level will receive the same award. No monetary awards will be given.

ARTICLE VIII AMENDMENT OF BYLAWS

Any proposed amendment of these bylaws must be initiated either by the majority of the members of the Executive Council or by submission of a petition signed by five percent (5%) or more of the members of the corporation entitled to vote as of December 31 of the prior years, determined in accordance with Section 5.03 of these bylaws. If so initiated, the Secretary shall mail or otherwise make readily available to the members of the corporation entitled to vote a written ballot setting forth the proposed amendment. The ballots will direct that they must be returned to the Inspectors of Election (consisting of three persons designated as Inspectors of Election by the Executive Council) no later than 30 days following the date the ballots are mailed or submitted electronically to the members. These bylaws may be amended only by the affirmative vote of two-thirds or more of the ballots which are timely submitted to and counted by the Inspectors of Election.

ARTICLE IX COMMITTEES

Committees for specific purposes or activities may be designated from time to time by the resolution of the Executive Council. The Chairs, and members of such committees, shall be appointed by the Executive Council and they shall serve at the pleasure of the Executive Council.

ARTICLE X 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 its publication.

ARTICLE XI NONDISCRIMINATION

The corporation shall not discriminate on the basis of race, color, creed, national origin, sex, religion, or any legally proscribed classification, in its programs, activities, or employment practices.

ARTICLE XII INDEMNIFICATION OF EXECUTIVE COUNCIL

To the maximum extent permitted by applicable law and Internal Revenue Service regulations from time to time in effect, the corporation shall indemnify any person who was or is party to or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, by reason of the fact that he or she is or was a director, officer, employee, judge, other member performing work at the request of the Executive Council, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members, and, with respect to a criminal action or proceeding if the person had no reasonable cause to believe his or her conduct was unlawful.