



# WORLDWIDE AUSTRALIAN LABRADOODLE ASSOCIATION, INC.

## BYLAWS

### ARTICLE I: NAME

The name of the Corporation shall be the Worldwide Australian Labradoodle Association, hereinafter referred to as WALA.

### ARTICLE II: OFFICES AND AGENT

#### SECTION 1. PRINCIPAL OFFICE.

1.1 The principal office of the corporation in the State of New York shall be located in the City of New York, address 222 Broadway, 19<sup>th</sup> FL., Suite 1917, zip code 10038. The corporation may have such other offices, either within or without the State of New York, as the Board of Directors may designate or as the business of the corporation may require from time to time.

#### SECTION 2. REGISTERED OFFICE.

2.1 The registered office of the corporation required to be maintained in the State of New York may be, but need not be, identical with the principal office or place of business in the State of New York, and the address of the registered office may be changed from time to time by the Board of Directors in accord with the law of New York.

#### SECTION 3. REGISTERED AGENT.

3.1 The Registered Agent of the corporation required by law shall be the Secretary of State. The corporation may designate a Registered Agent for service of process by a filing with the Secretary of State. The post office address to which he shall send process shall be as initially designated in the articles of incorporation and may resign or change address or be changed by the Board of Directors from time to time in accord with the law of New York.

### ARTICLE III: MEMBERSHIP

#### SECTION 1. ELIGIBILITY.

1.1 WALA Members shall be breeders with at least one breeding Labradoodle or Australian Labradoodle. The breeder must meet qualifications as defined in the WALA Rules and Regulations and be approved by the Board of Directors (BOD). Each WALA Member shall have one vote in all elections of board members as well as all matters related to revisions in elections, bylaws, breed standard, breed development, grading scheme, testing requirements, infusion, and other rules or issues regarding changes. The WALA breeders are required to have and maintain a web site for their program. Each breeding program may have up to two members registered and eligible to vote.

#### SECTION 2. ELECTION TO MEMBERSHIP.

2.1 Each applicant for membership shall apply on a form adopted and approved by the BOD and which may be electronic and which provides that the applicant shall abide by the Constitution, Bylaws, Rules and Regulations, and Code of Ethics of the WALA.

2.2 Accompanying the application, which shall be submitted to the Recording Secretary, applicants shall submit such additional paperwork as outlined in the Requirements for Membership including pedigrees of all dogs to be registered by the WALA. Upon acceptance a prospective member shall submit dues payment for the current year pursuant to the Requirements for Membership.

2.3 After receipt of a properly executed membership application, the BOD, at the next appropriate meeting, by majority vote and acting on behalf of the membership, will vote on accepting the applicants into membership.

2.4 Applicants for membership who have been rejected by the Association may not reapply for a period of six months from the date they were notified of their rejection.

2.5 The entire application process shall be completed by WALA within 60 days of application, unless extenuating circumstances cause a delay, in which case the prospective member will be informed of such delay. After 60 days, if process is not completed due to applicant not submitting required documents for admission, the applicant's request for admission will be denied and the applicant may not reapply for a period of 6 months.

#### **SECTION 4. TERMINATION OF MEMBERSHIP.**

4.1 Memberships may be terminated:

- a) By resignation. Any member in good standing may resign from the WALA upon written notice to the Recording Secretary. Upon resignation any outstanding dues or other obligations owed by the member to the WALA are considered a debt to the WALA and shall be paid by the resigning member immediately. Such dues are incurred on the first day of the month of renewal.
- b) A membership shall be considered lapsed and automatically terminated if such member's dues are unpaid by 90 days after the due date of the first day of the month of renewal; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case shall a person be entitled to vote at any meeting whose dues are unpaid as of the day of said meeting.
- c) A membership may be terminated by expulsion as provided in Bylaws Article VII.

### **ARTICLE IV: MEMBERSHIP MEETINGS**

#### **SECTION 1. PLACE OF MEETING.**

1.1 A meeting of the members in the form of a conference among Members may be held by electronic communication as permitted by New York State law. All official meetings of membership shall be by conference call with email sent notifying time, date and call-in method.

#### **SECTION 2. ANNUAL MEETINGS.**

2.1 An annual meeting of WALA membership shall be held annually. Such meeting shall be held on the fourth Tuesday in September of each year at 7:00 PM Eastern Time in the evening or such other time or date within such month as shall be fixed by the Board of Directors. Procedures and requirements for voting shall be determined and set by the Board of Directors so as to enable the greater of member participation in meetings.

#### **SECTION 3. SPECIAL ASSOCIATION MEETINGS.**

3.1 Special meetings of the members may be called for any purpose, unless otherwise prescribed by statute, at any time by the Board of Directors or by the President or by a majority vote of the members of the Board or shall be called by the Recording Secretary upon receipt of a petition signed by 10% of membership. To be eligible to sign a petition, members must be in good standing with the WALA. Procedures and requirements for voting shall be determined and set by the Board of Directors so as to enable the greater of members participation in meetings.

#### **SECTION 4. NOTICE OF MEETINGS.**

4.1 Written notice stating the time, place, and purposes of all meetings of membership shall be given by or at the direction of the President or Recording Secretary and delivered by mail or email to each WALA member on record at least 14 days prior to the date set for the meeting. No business other than that specified in the notice shall be considered at any Special Meeting.

#### **SECTION 5. VOTING LISTS.**

5.1 The secretary or agent having charge of the books for Membership interests of the corporation shall make a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of and the number of votes held by each, which list shall be kept on file at the registered office of the corporation and shall be subject

to inspection by any member at any time during usual business hours. The original Membership book shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any meeting of members.

#### **SECTION 6. PROXIES.**

If provided by the certificate of incorporation or bylaws adopted by the members, a member may vote by a representative or delegate or by proxy executed in writing or by electronic transmission by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

#### **SECTION 7. QUORUM.**

7.1 At least 20% of the membership entitled to vote must be present at a meeting to constitute a quorum for purpose of transacting the business of the Corporation. If less than a majority of the outstanding members entitled to vote are represented at a meeting of the members, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or presented, any business may be transacted which was outlined in the original notice for the meeting.

### **ARTICLE V: BOARD OF DIRECTORS, OFFICERS, CHAIRPERSON OF THE BOARD, AND DIRECTORS**

#### **SECTION 1. BOARD OF DIRECTORS.**

1.1 The Board of Directors shall be comprised of eleven Directors, five shall be Officers with titles of President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary, one shall be a Chairperson of the Board (if elected), and the remaining members shall be untitled Directors, all of whom shall be members of WALA in good standing.

1.2 Board Members shall serve for two-year terms with a maximum of three consecutive terms.

1.3 Officers and Chairperson of the Board (if elected) shall be elected annually by majority vote by the eleven Board Members and may serve five consecutive one-year terms as allowed by their continued re-election by membership as Board Members.

1.4 A regular meeting of the Board of Directors shall be held without any notice other than these bylaws, immediately following and at the same place as the annual meeting of members.

1.5 Special meetings of the Board of Directors may be called by or at the request of the president or by one of the directors, or by any other officer or individual so specified by the board, at such time and place as may be specified in the respective notices or waivers of notice thereof. The person or persons authorized to call such special meeting may fix any designated place, as the place for holding any such special meeting called by them. Notice of the special meeting shall be mailed or emailed directly to each member, addressed to him or her at their residence or usual place of business, at least five days before the date on which the special meeting is to be held, or shall be delivered to them personally or given to them orally, not later than the day before the day on which the meeting is to be held.

1.6 A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than all Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A Director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting in accordance with New York law.

1.7 General management of the Association's affairs shall be entrusted to the Board of Directors.

1.8 Any Director who fails to attend three Board meetings in any twelve-month period, without just cause as determined by the BOD, will be deemed to have vacated his/her position.

#### **SECTION 2. OFFICERS.**

2.1 The Association's Officers, consisting of the President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary, shall serve in their respective capacities, both with regards to the Association and its meetings and to the Board and its meetings.

2.1 **President.** The President shall be the general manager of the corporation and shall exercise supervision over the affairs of the WALA. In the absence of or if a Chairperson of the Board shall not have been elected, the President shall preside at all Board

and membership meetings. The President shall have such other powers and duties as the Directors may from time to time assign. In the absence of a Chairperson, subject to necessary Board authorization, he/she may sign, along with the Recording Secretary or any proper officer, the contracts or other instruments required, or delegate to some other officer. He or she shall be ex-officio member of all committees.

**2.2 Vice President.** The Vice President shall perform such duties as may from time to time be assigned by the Board or the President. At the request of the President or in case of the President's absence or disability, the Vice President shall perform all the duties of the President and when so acting shall have all the power of the President.

**2.3 Recording Secretary.** The Recording Secretary shall keep a record of all meetings and official business of the WALA and of the Board of Directors. This includes all communications among the Board and from the Board to the membership, notifying members of meetings, notifying new members of their election to membership, notifying Officers and Directors of their election to office, recording all votes, keeping a roll of all the WALA members, and carrying out such other duties as are prescribed and defined by the Board.

**2.4 Corresponding Secretary.** The Corresponding Secretary shall have charge of all the correspondence to and from the public and all communication to the WALA membership which does not originate from an official action of the Board of Directors. The Corresponding Secretary shall forward to the Recording Secretary all matters that require permanent recording. The Corresponding Secretary shall also carry out such other duties as are defined by the Board and shall serve as an assistant to the Recording Secretary.

**2.5 Treasurer.** The Treasurer shall collect and receive all moneys due or belonging to the WALA. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Association. The Association's books shall, at all times, be open to inspection by the Board, and the Treasurer shall report to the BOD at every meeting the condition of the Association's finances and every item of receipt or payment not before reported. At the Annual Meeting of Membership, the Treasurer shall render an account of all moneys received and expended during the previous year. The Treasurer may be bonded in such amount as the Board shall determine. The Treasurer will turn over all records every 2 years for an outside audit.

### **SECTION 3. CHAIRPERSON OF THE BOARD.**

3.1 The Chairperson of the Board (if elected) shall preside at all Board and membership meetings and shall have such other powers and duties as the Board prescribes. Subject to necessary Board authorization, he/she may sign, along with the Recording Secretary or any proper officer, the contracts or other instruments required, or delegate to some other officer.

### **SECTION 4. UNTITLED DIRECTORS**

4.1 The untitled Director's duties are to assist the officers, serve on committees, attend BOD meetings and vote on matters of the BOD.

### **SECTION 5. VACANCIES**

5.1 Any vacancy occurring in the Board of Directors may be filled by the vote of the remaining Directors though less than a quorum of the Board of Directors is then sitting in accordance with New York law. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

### **Section 6. REMOVAL.**

8.1 The Board by a 67% majority where all Board members participate in the vote, may remove any Officer or Director from office at any time, with cause. The removal vote should be taken by secret ballot. The Board member subject to the removal shall not be entitled to vote on his/her removal. Once removed from office, she/he shall not be eligible for future service on the corporation's Board of Directors for a period of five years.

## **ARTICLE VI: COMMITTEES, AMENDMENTS, AND COMPENSATION**

### **SECTION 1. COMMITTEES.**

1.1 The duties and policies of the Board may be implemented by committees. Committees may be comprised of members of the Board of Directors and volunteers from membership-at-large. Committee members are to report required or requested information to the Board and membership as well as perform such duties assigned by the Board. Special Committees may be appointed by the Board to assist in particular projects.

### **SECTION 2. AMENDMENTS.**

2.1 A Bylaws and Governance Committee shall review and revise these Bylaws from time to time. Any amendment to these Bylaws may be proposed by the Board or by written petition signed by 15 members or 10% of membership, whichever number is greater and submitted in writing to the Board of Directors. Amendments proposed by such petition shall be promptly considered by the Board of Directors and shall be submitted to the Bylaws and Governance Committee for review.

2.1 The Constitution and Bylaws may be amended by an affirmative vote of 67% of a quorum of WALA membership (20%) voting.

2.2 An amendment to the Constitution and Bylaws that is adopted by the Association shall become effective immediately.

### **SECTION 3. COMPENSATION AND REIMBURSEMENT.**

3.1 Each Board member shall be reimbursed for such Director's reasonable expenses incurred. No Board Member shall receive any compensation for services rendered to the WALA; however, a Board Member may be reimbursed for out of pocket expenses reasonably incurred by that Board Member on behalf of the WALA if such expenses were pre-approved by a majority vote of the full BOD.

### **SECTION 4. CONFLICT OF INTEREST.**

4.1 A Board member shall not vote or debate on any matter in which the Board member has a direct or indirect financial interest. The BOD may approve, by a majority vote of all Board members, a transaction in which a Board member has a financial interest if the facts of the transaction and the member's interest are disclosed and the transaction is seen to benefit the WALA.

## **ARTICLE VII: DISCIPLINE OF MEMBERS**

**Section 1.1.** Any member who shall violate any provision of these Bylaws, Rules, or any other rule or regulation duly adopted by the Board of Directors, or who shall do anything calculated to disturb the order, peace, or harmony of the Association or impair its good name, shall be deemed to have acted in a manner unbecoming a member of WALA and may be reprimanded, suspended, , and/or expelled. Such action shall affect all persons deriving WALA privileges through such member. The board may from time to time enact rules and procedures outlining prohibited conduct and actions by members and directors.

## **ARTICLE VIII: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1.1 If a director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the board of directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and

Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this paragraph.

## **ARTICLE VIII: SEAL**

### **SECTION 1. SEAL.**

The Board of Directors shall provide a corporate seal which shall have inscribed thereon the (1) word "Seal" or "Corporate Seal", and may contain (2) the name of the corporation, (2) the state of incorporation, and may contain (3) abbreviations or combinations of such terms and be affixed, engraved, printed, placed, stamped or in any other manner be reproduced on any document.