

BYLAWS OF THE NORTH AMERICAN HUNTING RETRIEVER ASSOCIATION INC.

Page 1 (revised 9/04/2008)

1. Membership and Dues

1.1. Membership in NAHRA is a privilege and not a right and as such all prospective members shall make application for membership on the official NAHRA membership application form. Applications for membership or renewal of membership shall be submitted to the Secretary or other office as the Board may direct. In the case of any applicant whose character, reputation or conduct might make him an undesirable member, the Secretary shall refer the application to the Officers of the corporation for review; in all other cases, the Secretary shall have the authority to grant membership

1.2 NAHRA will offer 6 (six) Types of Memberships:

1.2.1 Member dues are \$ 50.00 US

1.2.2 Member Family \$ 50.00 US (Includes 2 adults)

1.2.3 Sponsor (Membership) \$200.00 US

1.2.4 Life Member (selected by the board to recognize outstanding contribution by a member) \$ 0

1.2.5 Club \$50.00 US

1.2.6 Youth (For those under age 18) \$20.00 US

1.3 clubs holding NAHRA Licensed or Sanctioned events must be members in good standing.

1.4 All Field Test entrants must be members in good standing in order for points awarded at licensed events to be recorded at the discounted rate of \$5.00.

Participants who are not members may have their points recorded by paying \$10.00 per entry.

1.5 Judges acting in their official capacity must be members in good standing in order to be approved to judge a field test.

1.6 Members Privileges

1.6.1 Receive the NAHRA newsletter and promotional materials published from time to time;

1.6.2 Receive a NAHRA membership card;

1.6.3 Participate in NAHRA events established from time to time subject to the payment of such discounted event entrance fees as may be specified by the Directors;

1.6.4 Such other benefits granted to Members by the Directors from time to time as the Directors see fit;

1.6.5 The right to information regarding their dogs' points and titles gained by participation in NAHRA Field events. A nominal fee may be charged based on data form and frequency of request.

1.7 Membership does not carry the right to vote upon any issues or orders that are not expressly identified by the Articles of Association, bylaws, or the Executive Officers and Board of Directors.

1.8 Membership may be terminated as follows:

1.8.1 Resignation

1.8.2 Lapse: a member past due for renewal greater than 60 days shall be considered terminated and must submit a new request for membership.

1.8.3 Suspension: Any person, who by his or her statements or action interfere with NAHRA from achieving its mission of promoting and educating the public as to the value of retrievers as conservation animals and its program of evaluating retrievers, shall have their privileges revoked. Conduct prejudicial to this program, its clubs, judges and members shall result in disciplinary action as determined by the Board of Directors, up to and including a lifetime ban from NAHRA and the privileges of membership.

1.8.4 Members shall have no privileges expressed or implicit beyond those outlined in these Bylaws or in the Articles of Association.

2 Officers and Directors

2.1 The NAHRA Executive Board of Directors, Hereinafter referred to as "OFFICERS" shall be comprised of the following:

2.1.1 President

2.1.2 Vice President, Secretary

2.1.3 Vice President, Treasurer

2.1.4 If desired by the Board of Directors, two (2) Officers At Large may be selected who may serve in an advisory capacity to the Officers and Directors. These officers will be voting members of the Executive Board of Directors and will be nominated and selected using the same process as the Officers of the Corporation.

2.1.5 No person shall be eligible for nomination as an officer until after such person shall have been a member of the North American Hunting Retriever Association for at least two (2) years.

2.1.6 The Officers shall be responsible for developing, implementing and maintaining policies and procedures that further the business of the North American Hunting Retriever Association as prescribed by the By-Laws and Articles of Incorporation.

2.1.7 The officers of the corporation are solely responsible for the general supervision and affairs of the corporation between its business meeting and serve as voting members of the Board of Directors.

2.2 Selection

2.2.1 Prospective OFFICERS, will be selected and voted on by the current board of directors.

2.2.2 A nominating Committee will be created 120 days prior to the election to assist the BOD in identifying qualified candidates. This Committee will be made up of 4 persons with one serving as the chairman. 2 of the members shall be selected by the Regional Directors with the remaining 2 selected by the Officers of the corporation. The Chairman will be named from this group by the Officers of the corporation.

2.2.2.1 The nominating committee will take recommendations from the Board of Directors only. These recommendations will be made in writing to the committee along with supporting rationale also in writing. The Committee may make recommendations from within their committee.

2.2.2.2 The nominating Committee shall give their priority selections to current members of the Board of Directors. Next in priority are past members of the Board. Only if a sufficient slate of officers cannot be created or if there is an individual who has qualifications that are of compelling need to the corporation will the Committee go beyond current and past members of the Board. Any such nominations will be supported in writing.

2.2.3.3 The nominating Committee will be created no later than 30 Sept of the year preceding the election. (*so the next committee will be Sept 09*)The nominating report will be due to the Board of Directors no later than 5 January to support a vote by the 30th of January.

2.2.3 The Board is solely responsible for the selection and placement of officers.

2.2.4 The officers shall hold office until their successors are duly elected, they resign, or death.

2.3 The office of an officer shall be vacated in the following events:

2.3.1 if he resigns his office by writing, under his hand, sent to or left at the office of NAHRA

2.3.2 if he becomes a mentally incompetent person or dies;

2.3.3 if he is absent from three (3) consecutive meetings of the directors without appropriate leave and all of the other directors resolve at two (2) duly called meetings of the Board held at least Thirty (30) days apart, that his office be vacated.

2.3.4 Death of an officer

2.3.5 In the event the President vacates his office he will be succeeded by the Vice President, Secretary.

2.3.6 In the event the Secretary vacates his office he will be succeeded by Vice President, Treasurer.

2.3.7 The remaining directors may fill any vacancy occurring among the Officers.

2.4 Terms: The officers will be elected at the annual meeting in January for the succeeding year. Officers shall serve no more than **four** consecutive years in the same office.

2.5 Board of Directors

The North American Hunting Retriever Association (NAHRA) Board of Directors, subsequent to the terms of the current Board of Directors, shall consist of the officers of the corporation (Executive Board members), the outgoing President of NAHRA, and the Regional Directors.

2.6 Regional Directors

One (1) Regional Director, as specified by the Board of Directors, shall represent each region.

2.6.1 Call for nominations of Regional Directors shall begin in September of any year via the NAHRA NEWS, US Postal service, electronic means or any other reasonable means the Board of Directors approves.

2.6.2 All nominees are to submit biographies and answers to reasonable questions posed in writing, by the membership of the region within which the candidate is nominated.

2.6.3 Ballots are to be sent to all NAHRA members in good standing and votes are to be tallied no later than January 31st. of any year.

2.6.4 Each NAHRA member in good standing has one vote, except that family memberships have two (2) votes and youth members shall have no vote.

2.6.5 Each Regional Director must reside in the region he represents during his term of office.

2.6.6 In the event a region fails to nominate and elect a regional director pursuant to these By-Laws, the Board of Directors shall have the right to appoint a temporary Regional Director to serve the respective region.

3 Delegations of Duties

3.1 Officers are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the corporation; and to sell, transfer, or otherwise dispose of the corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The officers have no liability for actions taken or omitted by the advisor if the Board of Directors act in good faith and with ordinary care in selecting the advisor. The Board of Directors may remove or replace the advisor, with or without cause.

3.2 President

The President shall serve as the presiding officer and spokesperson for the corporation. The President, shall preside over all annual and regular meetings of the corporation. The President is responsible for the preservation and maintenance of the principles held by this corporation, including, but not limited to, the preservation of hunting retrievers, upholding the ethics of sportsmanship and fair dealing. The President shall have the authority to appoint any and all committees, as the President may deem necessary to carry out the interests and business of the corporation. In order to maintain continuity, the President shall serve on the Board of Directors until replaced by the incumbent President at the end of his term or by a majority vote of the Board of Directors. The President is

required to work closely with the Vice-President to insure the Vice-President is kept well informed.

3.3 Vice President

The Vice-President shall assist the President in directing, coordinating and furthering the goals of the corporation. In the absence of the President, the Vice-President shall succeed to the office of President. The Vice-President shall serve as acting chairperson of the misconduct and discipline committee. All allegations of misconduct and/or un-sportsmanlike conduct shall be directed to the Vice-President who shall then apprise the Board of Directors, in writing, of the allegations.

3.4 Secretary

The Secretary shall keep a record of all meetings of the corporation and of the Board and of all matters of which a record shall be ordered by the corporation; The Secretary shall have charge of correspondence, notify members of the Board of Directors and the Office Manager of meetings, keep a roll of the members of the North American Hunting Retriever Association with their addresses, and carry out such other duties as are prescribed in these Bylaws. The Secretary will coordinate with the Office Manager and aid in the processing and approval of new clubs and members.

3.5 Treasurer

The Treasurer shall hold funds deposited and make disbursement within thirty (30) days of the receipt of appropriate and approved invoices and bills. The President, unless previously authorized in writing by the President, shall countersign all drafts on the corporation's accounts. The Treasurer is required to keep current a balance of the corporation's funds at all times. The Treasurer shall provide the Board of Directors financial reports from time to time as required by the Board of Directors. The Treasurer shall, at a minimum, provide the Board of Directors a detailed quarterly financial accounting of the corporation. The Treasurer shall be responsible for preparing an annual financial account to published to the membership. The Treasurer shall be bonded in an amount sufficient to protect the corporation from loss, as determined by the Board of Directors.

3.6 Officers At Large

Officers At Large shall act as officers of the corporation pursuant to the By-Laws and Articles of Association. Officers At Large may be chosen for their particular skills or expertise as may be required in furthering the business and interests of the corporation. These officers will be voting members of the Executive Board of Directors and will be nominated and selected using the same process as the Officers of the Corporation. Directors shall be responsible for communication between the Board of Directors and all NAHRA members in their region regardless of club affiliation or not. Regional Directors shall serve as members of the Board of Directors during their term. A Regional Directors term shall be two (2) years and they may not serve more than two consecutive (2) terms.

3.7 Regional Directors

Regional Directors are responsible for representing the interests of their respective regions in accord with the By-Laws and Articles of Association. Regional Directors shall coordinate with the club representatives in scheduling events. Regional

3.7.1 Regional Directors shall have the responsibility of reporting to the Board of Directors allegations of misconduct brought to their attention.

4 Interested Directors

4.1 Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, or officer, is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the board or other group authorizing the transaction, and adequate approval from disinterested parties must be obtained.

4.2 Compensation

Directors shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for payment to directors for expenses of attendance, if any, for attendance at each meeting of the Board of Directors. Additionally the Board of directors may authorize for payment expenses incurred by directors in the execution of their official duties. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director shall be commensurate with the services performed and reasonable in amount.

4.3 Duties of the Board of Directors

4.3.1 Board of Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the corporation. In the discharge of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the corporation or another person that were prepared or presented by a variety of persons, including officers and employees of the corporation, professional advisors or experts such as accountants or legal. (N.B. There may come a time that real or personal property could be bequeathed or donated to NAHRA. As such, it would be in the corporation's best interest to have the ability to act as trustee or have the ability to create a trust for tax purposes.)

4.3.2 Duty to Avoid Improper Distributions

Directors who vote for or assent to improper distributions are jointly and severally liable to the corporation for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of

the corporation are not thereafter paid and discharged. Any distribution made when the corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the corporation insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities are also improper. Directors present at a board meeting at which the improper action is taken are presumed to have assented, unless they dissent on the record. The dissent must be filed with the secretary before adjournment or mailed to the secretary by registered mail immediately after adjournment. A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of Directors of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the corporation to be at least that of their book value; or (3) in determining whether the corporation made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the corporation. Directors who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

4.4 Board of Directors have a duty to maintain a balanced budget of the corporation

4.5 Expenses, other than fixed expenses, that result in a variance over 5% of the approved budget require a majority approval of the Board of Directors.

5 Meetings

5.1 The first general meeting of the Board of Directors of NAHRA shall be held at such time within a period of not more than six (6) months from the date of the incorporation of NAHRA and at such place as the directors may determine.

5.2 A general meeting of the Board of Directors shall be held in the twelve (12) months following the first general meeting and in every subsequent year at such

time and place as may be prescribed by the directors. General meetings held under this bylaw shall be called "Annual Meetings".

5.3 General meetings other than Annual Meetings shall be called "extraordinary meetings", and may be called by the directors whenever they think fit.

5.4 Meetings of the Board of Directors are restricted to Board members and are not open to the membership at large.

5.5 Notice of Board of Directors Meetings

5.5.1 At least Thirty (30) days notice (inclusive of the day on which the notice is served, or deemed to be served, and of the day for which the notice is given) shall be given of General Meetings specifying the place, day and hour of meeting. In cases of special business, the general nature of such business shall be given in manner hereafter mentioned to the directors entitled to attend such meetings. The accidental omission to give notice to, or the non-receipt of a notice by a Director shall not invalidate any resolution passed or any of the proceedings at any such meeting.

5.5.2 A General Meeting may be convened upon shorter notice than Thirty (30) days, provided that the consent of all the Directors of NAHRA for the time being, is given in writing, facsimile, or other electronic transmission, either before or after the holding of the meeting. Such consent shall be deemed to have been sufficiently given by the signature of all the directors of NAHRA to the minutes of any General Meeting called upon less notice than Thirty (30) days, or without notice.

5.5.3 Meeting by telephone and other electronic means
The Board of Directors may hold a meeting by telephone conference call video conferencing or any other electronic means in which all persons participating in the meeting can hear and/or see each other. The notice of a meeting by telephone conference must state that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence at the meeting.

5.5.4 Decision without a meeting
Any decision required or permitted to be made at a meeting of the Board of Directors may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter

5.5.5 Failure to submit a written consent after seven (7) days from receipt of the matter is deemed consent by the respective board member

5.6 Proceedings at General Meetings

5.6.1 All business shall be deemed special that is transacted at the first meeting or at any extraordinary meeting, and all that is transacted at

an Annual Meeting shall also be deemed special. With the exception of the consideration of the accounts and balance sheet and the ordinary reports of the directors and auditors, the election of an auditor or auditors, and of directors in the place of those retiring by rotation or otherwise.

5.6.2 Any Director entitled to be present and vote at a meeting may submit any resolution to the meeting.

5.6.3 Upon receipt of a notice referred to in Article 5.5.2 the Vice President shall, if it is received before the issuance of the notice of meeting, include such notice in the notice of the meeting, and shall, in any other case, issue such notice to the Members, as quickly as possible.

5.6.4 Every resolution submitted to a General Meeting shall be decided, in the first instance, by a show of hands. Either before, or on the declaration of the result of the show of hands, a poll may be demanded by the Chairperson, or in writing by any Director present in person or by proxy and entitled to a vote. Unless a poll be demanded in manner aforesaid, a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of proceedings of NAHRA shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.

5.6.5 In the case of an equality of votes, either on a show of hands or on a poll, President shall be entitled to a further or casting vote.

5.6.6 At any meeting of NAHRA, a majority of sitting Directors present in person shall constitute a quorum. Subject to the provisions of subparagraph 5.4.1 hereof, if, within half an hour from the time appointed for holding a General Meeting a quorum is not present, it shall stand adjourned to the NEXT day at the same time and place, and if at such adjourned meeting a quorum is not present within fifteen minutes from the appointed time for holding the meeting, the directors present shall be deemed to constitute a quorum.

5.6.7 The Chairperson, with the consent of any meeting at which a quorum is present, may, and if directed by any such meeting, shall adjourn the meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting except business which might not lawfully have been transacted at the meeting from which the adjournment took place.

5.6.8 The Chairperson, if any, of the Board of Directors, or the President, shall preside at every General Meeting but if there be no such Chairperson or President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to act as Chairperson, the directors

present shall choose some director, and if no director is present, or if all the directors present decline to take the chair, they shall choose some director present to be the Chairperson of the meeting.

5.7 Votes of Directors

5.7.1 On a show of hands or by verbal affirmation every Director who (being an individual) is present in person, shall have one vote only.

5.7.2 Any resolution of NAHRA determined without a General Meeting and evidenced by writing, by facsimile or otherwise and signed by all of the Directors of NAHRA, shall be as valid and effectual as a resolution duly passed by any meeting of NAHRA and shall be entered in the minutes of the meetings of the Directors accordingly.

5.7.3 Minutes of all meetings shall be published to the Board of Directors within 30 days of the conclusion of the meeting.

6 TRANSACTIONS OF THE CORPORATION

6.1 Contracts

6.1.1 The Board of Directors may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

6.1.2 Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositaries that the Board of Directors selects.

6.1.3 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

6.2 Potential Conflicts of Interest

The Corporation shall not make any loan to a director or officer of the Corporation. A director, or officer, of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact

business with director, or officer, of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a director, or officer, of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

6.3 Prohibited Acts

As long as the Corporation is in existence, and except with the prior approval of the Board, no director, officer, or committee member of the Corporation shall:

6.3.1 Do any act in violation of the bylaws or a binding obligation of the Corporation.

6.3.2 Do any act with the intention of harming the Corporation or any of its operations.

6.3.3 Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation

6.3.4 Receive an improper personal benefit from the operation of the Corporation.

6.3.5 Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.

6.3.6 Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.

6.3.7 Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.

6.3.8 Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

7 Committees

7.1 The Board of Directors may establish committees to advance the interests of NAHRA. Such committees may be convened to conduct specific events, develop procedures, etc. The selection and establishment of these committees will be entirely under the purview of the board of directors and will serve a finite time period and may be disbanded by the vote of the board. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed upon it by the directors. A committee must consist of one or more director.

7.2 The duties, scope and requirements of a committee shall be outlined and

discharged by resolution of the board of directors.

7.3 A committee may elect a Chairperson of their meetings, and if no such Chairperson is elected, or if at any meetings he is not present within fifteen minutes after the time appointed for holding the same, the director present shall choose one of their number to be Chairperson of such meeting.

7.4 Committees may meet and adjourn as they think proper in meeting their obligations to the board of directors. Questions arising at any meeting shall be presented to the board of directors and determined by a majority of votes of the directors present, including a presentation by electronic means.

7.5 The President shall have the power to replace or remove any committee member with or without cause only with the approval of the officers.

8 BOOKS AND RECORDS

8.1 The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include:

8.1.1 A file-endorsed copy of all documents filed with the Secretary of State relating to the Corporation, including, but not limited to, the articles of incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.

8.1.2 A copy of the bylaws, and any amended versions or amendments to the bylaws.

8.1.3 Minutes of the proceedings of the Board of Directors, and committees having any of the authority of the Board of Directors.

8.1.4 A list of the names and addresses of the directors and officers, of the Corporation.

8.1.5 A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years, beginning in year three.

8.1.6 A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years beginning in year three.

8.1.7 All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

8.1.8 The Corporation's federal, state, and local information or income tax returns for each of the Corporation's 3 (three) most recent tax years, beginning in year three.

8.2 The corporation shall publish to the membership a financial accounting of the corporation at least once per year.

9 Inspection and Copying

Any director or officer of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than thirty working days after the Corporation's receipt of a proper written request. The Board of Directors may establish reasonable fees for copying the Corporation's books and records by directors or officers. The fees may cover the cost of materials and labor, but may not exceed two dollars per page. The Corporation shall provide requested copies of books or records no later than thirty working days after the Corporation's receipt of a proper written request.

10 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December in each year.

11 AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted pursuant to a 75% majority vote of the Board of Directors. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

12 MISCELLANEOUS PROVISIONS

12.1 The bylaws shall be construed in accordance with the laws of the State of incorporation.

12.2 All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

12.3 Legal Construction: If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

12.4 Heading

The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

12.5 Gender

Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all-singular words shall include the plural, and all plural words shall include the singular.

12.6 Seal

This is the Seal of the North American Hunting Retriever Association.

12.7 Parties Bound

The bylaws shall be binding upon and insure to the benefit of directors, officers, members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the bylaws.

13. Misconduct and Discipline

All members are required to conduct themselves in a sportsmanlike manner and abide by the Rules and Regulations of the North American Hunting Retriever Association in connection with their association with the corporation or licensed or club event. "In connection with" is interpreted to mean any incident where the parties involved are present because of the business of the corporation or event. This can include, but is not limited to, incidents occurring on the test grounds, at events relative to the test, such as banquets, dinners, hotels.

13.1 All allegations of misconduct must be brought to the attention of the Vice-President and Board of Directors within 48 hours of the alleged incident.

13.1.2 Within 7 days, the complaining party or parties must provide the Vice-President with a written report of the incident, complete with documentation, witnesses, and names of committee members.

13.1.3 Upon receipt of the written report, the Vice-President shall form a committee and commence an investigation.

13.1.4 The Committee shall apprise the defendant of the charges against him and afford that person the opportunity to present their case in writing.

13.1.5 If requested by the defendant, a hearing shall be conducted wherein the Vice-President shall serve as the trier of fact. A decision on the matter will be decided by a majority vote of the committee members and written notice provided to the defendant.

13.1.6 If found guilty of the allegations, the defendant may be subject to penalties as prescribed by the Board of Directors. This can include reprimand, prohibition from attending licensed events, suspension of membership benefits and/or expulsion from the association.

13.1.7 A defendant suspended or expelled from the association may apply for reinstatement or restoration of privileges upon paying a fee to be determined by the Board of Directors in addition to membership fees.

13.2 The test committee is deemed to carry the powers and obligations of the corporation and the corresponding duty to deal with misconduct that may occur in connection with an event. As such, the test committee may suspend any person's privileges in connection with the event, including attending the event. This can only be accomplished after notification to the Vice-President and/or Misconduct and Discipline Committee.