

The Bylaws of The Italian Greyhound Club of America, Inc.

Approved by the membership – July 16, 2007

Approved by the American Kennel Club – December 11, 2007

ARTICLE I

Membership

SECTION 1. Eligibility. There shall be two types of membership:

Single membership: Open to persons 18 years of age and older who are in good standing with the American Kennel club and who subscribe to the purposes of this club. Members enjoy all privileges of the club including the right to vote and hold office.

Lifetime membership: Open to those individuals who have been members for 25 years (the board may vote for an exception).

Lifetime members pay no dues but are eligible for all privileges of the club including the right to vote and hold office.

SECTION 2. Dues. Membership dues shall be in such amount as from time to time be fixed by resolution of the Board of Directors but not to exceed \$30.00 per member per year. In any year when the Board has taken no action to change the dues by February 15th the amount for the current year shall remain in effect for the ensuing year. Dues shall be payable on or before the first day of May each year. New members elected after the ninth month of the fiscal year shall not be charged dues for the following year. No member may vote whose dues are not paid for the current year. The treasurer, during the month of March, shall send to each member a statement of dues for the ensuing year.

SECTION 3. Application for Membership. Each applicant for membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these constitution and bylaws, the club's ethical standards, and the rules of the American Kennel club. The application shall state the name, address and occupation of the applicant and it shall carry the endorsement of two members in good standing. Accompanying the application, the prospective member shall submit dues payment for the current year.

Endorsers: No member shall endorse:

a. An applicant for membership for a period of one year following election to membership in the Club.

b. An applicant for membership for a period of one year following the sale or gift or co-ownership of an Italian Greyhound to the applicant or following any breeding or stud service supplied to an Italian Greyhound owned by the applicant.

c. More than two applications for membership in any one official year (as defined in Article IV) and any endorsements given in violation of this Subsection shall not be considered in determining whether the application is accompanied by the number of endorsements.

d. Officers and Directors may not endorse candidates for membership. If an endorser subsequently becomes a Board Member they must abstain from voting on that applicant's membership.

Election to Membership: Applicants may be elected to membership at any meeting of the Board of Directors or by secret vote by the Board of Directors by mail. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 2/3 of the Board voting through the United States Postal Service, shall be required to elect an applicant to membership. Board members who are notified in writing by mail to their stated address by the Membership Chairman of an application for membership and who do not object in writing within (30) days from the mailing date shall be deemed to have approved the applicant.

Appeal: An application which has received a negative vote by the Board may be presented by one of the applicant's endorsers at the next meeting of the Club and the Club may elect such applicant by a favorable vote of 75% of the members present.

SECTION 4. Termination of Membership. Membership in the club may be terminated:

a. By resignation. Any member in good standing may resign from the Club upon written notice to the board Secretary; except that no member may resign when in debt to the Club. Dues obligations are considered a debt to the club and they become incurred on the first day of each fiscal year.

b. By lapsing. A membership shall be considered lapsed and terminated if such member's dues remain unpaid ninety (90) days after the first day of the fiscal year; except that the Board may grant an additional ninety (90) days in meritorious cases. In no case shall a member be entitled to vote at any club meeting whose dues are unpaid as of the date of the meeting.

c. By expulsion. A membership may be terminated by expulsion as provided in Article VI of these bylaws.

ARTICLE II

Meetings – are defined as gatherings where attendees see and/or hear each other. This includes meeting (in person) “physically” in the same room or conducting a meeting by videoconference or teleconference.”

SECTION 1. Membership Meetings. Membership meetings of the Club shall be held in conjunction with the Club's specialty shows at a place, date and hour designated by the Board of Directors. Written notice of Membership meetings shall be mailed by First Class Postage, by the Board Secretary at least fourteen (14) days and not more than thirty (30) days prior to the date of the meeting. The first membership meeting each calendar year shall be designated the Annual meeting. The quorum of the Membership meetings shall be 10% of the members in good standing.

SECTION 2. Board Meetings. The first meeting of the Board shall be held as soon as possible following the biennial election. All meetings of the Board shall be held at such times and places as are designated by the President or a majority vote of the Board.

Board meetings are open to all members for observation. General members may not participate or interrupt the meeting unless asked by the Board to do so. By a majority vote the board may call for an executive session and conduct sensitive business such as discipline and membership matters without observers present.

Written notice of such meetings shall be mailed by the Board Secretary to each member of the Board and the general membership, at least fourteen (14) days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board.

SECTION 3. Board Business. The Board of Directors may conduct its business through the United States Postal Service, email, FAX or telephone/video conference call through the Board Secretary.

Board Members must send a written confirmation of their votes. Items voted upon by telephone/video conference or email, require Board Members to send written confirmation to the Board Secretary within 7 days. If this is not received by the Board Secretary within 14 days he or she will contact the member to request this confirmation and notify the President.

Votes that are to be by secret ballot may not be done by email, FAX or telephone/video conference.

Business (voting) – can be conducted at meetings or through the United States Postal Service, fax or e-mail. In order for business to be conducted by e-mail the following must be in place:

- 1) Every board member must be provided with the means to participate;
- 2) A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members;
- 3) A mechanism must be in place to verify that the eligible board members are “listening”;
- 4) All board members must agree to participate in this manner.

ARTICLE III

Directors and Officers

SECTION 1. Board of Directors. The Board shall be comprised of the President, Immediate Past President (non-voting member for the first year of the new president’s term), First Vice-President, Second Vice-President, Board Secretary, Corresponding Secretary, Treasurer, Delegate to the American Kennel Club, Director 1 – Membership Committee, Director 2, Director 3, and Director 4, except, if the Delegate to the American Kennel Club is also elected an officer there shall be a Director 5, all of who shall be members in good standing who are residents of the United States elected for a two-year term as provided in Article IV and shall serve until their successors are elected. General management of the Club’s affairs shall be entrusted to the Board of Directors. Each member of the Board shall have an unqualified right of

access to the books, records and files of the club at that requesting Board member's expense. Any officer or Board member that has attended fewer than two (2) Board meetings during the period of one Official year without just cause as determined by the Board will be deemed to have vacated the position.

SECTION 2. Officers. The Club's officers, consisting of the president, First Vice-President, Second Vice-President, Board Secretary, Corresponding Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings.

Tenure. No officer or director shall be eligible for election to the Board for more than ten successive years and with the exception of the Delegate to the American Kennel Club, and the Treasurer, no officer or director may be elected to serve more than four successive years in the same position.

a. The President shall preside at all meetings of the club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws.

The President cannot make or second motions and votes only to break a tie. The president shall not serve on committees or as chairperson of a committee.

b. The First Vice-President shall have the duties and exercise the powers of the President in case of the President's absence, incapacity or death. The First Vice-President shall have the duties of a Membership Chairman and shall be responsible for any and all correspondence relating to membership applications.

c. The Second Vice-President shall have, in the absence, incapacity or death of the First Vice-President, the duties and exercise the powers of the First Vice-President. The Second Vice-President shall have the duties of a Specialty Coordinator and shall be responsible for submitting all National and Regional Specialty applications to AKC Event Plans, and shall be responsible for providing the specialty chairpersons with the Clubs guidelines for hosting a National or Regional Specialty.

d. The Board Secretary shall keep a written record of all meetings of the Club and of the Board and of all votes taken through the United States Postal Service, email, FAX, and telephone/video conferencing and of all matters of which a record shall be ordered by the Club and shall be responsible for all communications among the Board of Directors and from the Board of Directors to the membership

He shall notify Officers and Directors of their election to office, keep a roll of the members of the Club with their addresses and shall carry out such other duties as are prescribed in these bylaws, the Board of Directors or the Membership.

Communications from the Board Secretary, to the membership, may be done through the United States Postal Service, email, or other electronic means. Electronic communication may only be with a member's written consent and cannot include mailings where a vote is being taken. Members that agree to receive electronic communication will be asked to notify the Board Secretary.

e. The Corresponding Secretary shall be responsible for all correspondence from the public and to the general public and all communications to the membership which do not originate from an official action of the Board of Directors. The Corresponding Secretary shall provide and forward to the Board Secretary all matters which require being made of permanent record, and such other matters as may from time to time be specifically assigned to the Board of Directors or the Membership.

Communications from the Corresponding Secretary, to the membership, may be done through the United States Postal Service, email, or other electronic means. Electronic communication to the general membership may only be with a member's consent and cannot include mailings where a vote is being taken. Members that agree to receive electronic communication will be asked to notify the Board Secretary

f. The Treasurer shall (1.) collect and receive all moneys due to or belonging to the Club and deposit the same, within 30 days, in a National bank(s) approved by the Board; (2.) make all disbursements, within 30 days, in the name of the Club as may be approved by the Board of Directors; (3.) maintain books on a double-entry system and keep complete records in accordance with generally accepted accounting principles and report to the Board at every meeting the condition of the Club's finances based on the latest financial statement and current information; (4.) prepare complete three months, six months, nine months and twelve months (annual) financial statements in accordance with generally accepted accounting principles and report to the Board at every meeting the condition of the Club's finances based on the latest financial statement and current information; (5.) the annual statement shall be mailed to each and every member within one hundred twenty (120) days of the end of the fiscal year; (6.) sixty days after the beginning of the fiscal year report to the Board the names of those members who are in arrears of their dues; (7.) file the necessary federal tax return and state corporate reports on a timely basis, employing professional help if necessary at the expense of the Club subject to the approval of the Board of Directors and (8.) send to each member during the month of March a statement of his dues for the ensuing year. The Treasurer shall be bonded in such amount as the Board shall determine.

g. The Delegate to the American Kennel Club, when elected in accordance with these bylaws and approved by the American Kennel Club, shall represent the Club at meetings of the Delegates to the American Kennel Club, voting his conscience unless otherwise instructed by the Board or by the membership. The Delegate to the American Kennel Club's right to vote as a member of the Board of Directors shall take effect upon election by the membership without restriction pending his or her approval by the American Kennel Club as a Delegate. However, should that approval be denied by the American Kennel Club the position shall be declared vacant and the vacancy so created shall be filled by the Board of Directors in the manner provided by Article III, Section 3.

h. Director No. 1 shall be on the Membership Committee and shall have duties relating to membership as delegated by the board. The board may assign specific duties for the remaining directors as needed. This shall be done before nominations are made, so nominees understand that they are accepting responsibility for the duties associated with that specific position.

i. Audit Committee. The Treasurer's books shall be audited annually either by an Audit Committee composed of three members which shall be appointed by the President with the approval of the Board or by a Certified Public Accountant approved by the Board. Such appointment shall be made not later than the first day of November in each year. The

Committee or Certified Public Accountant shall examine the records of the Treasurer and audit the Treasurer's books and report their findings to the Board of Directors. Not more than one member of the Board may serve on the Audit Committee and in no event shall the Treasurer be a member of the Audit Committee.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the officers during their term of office shall be filled until the next annual election by an eligible member nominated by the President and approved by a majority vote of the then members of the Board at its first regular meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose, or by mail; except that a vacancy in the office of President shall be filled automatically by the First Vice-President and a vacancy in the office of First Vice-President shall be filled automatically by the Second Vice-President and the resulting vacancy in the office of Second Vice-President shall be filled by the Board.

ARTICLE IV

Fiscal & Official Year; Voting, Elections, Nominations

SECTION 1. Fiscal Year. The Club's Fiscal Year shall begin on the first day of May and end on the 30th day of April.

SECTION 2. Official Year. The Club's Official Year shall begin on the 1st day of February and end on the 31st day of January. The elected Officers and Directors shall take office on the 1st day of February and each succeeded Officer and Director shall turn over to his Successor in office all properties and records relating to that office by March 1st of that same year.

SECTION 3. Voting. At a general membership meeting voting shall be limited to those members in good standing who are present at the meeting. Votes for the election of Officers, Delegate to the American Kennel Club and Directors, taken to determine the order in which specialty judges shall be hired, Amendments to the Constitution and bylaws and to the Standard of the Breed shall be decided by written ballot cast in the manner provided by Article VII, Sections 2 and 3. Voting by proxy shall not be permitted. The Board of Directors may decide to submit other specific questions for decision of the members by written ballot cast through the United States Postal Service.

SECTION 4. Biennial Election. The election of Officers and Directors and Delegate to the American Kennel club, who may but need not be a Director or Officer of the Club, shall be conducted by secret ballots. Ballots to be valid must be received on or before the 10th day of January in odd numbered years by a Certified Public Accountant designated by the Board of Directors, who shall not be a member of the Club.

The person receiving the largest number of votes for each position shall be declared elected. If any nominee, at the time of the election is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new Board of Directors in the manner provided by Article III, Section 3.

SECTION 5. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these bylaws. A nominating Committee, of members, who do not wish to be candidates, shall be chosen by the Board of Directors before October 1st prior to the biennial election. The committee shall consist of three members from

different areas of the U.S.A., and two alternates, all members in good standing no more than one of whom may be a member of the current Board of Directors. The Board shall name a Chairman of the Committee. The Nominating Committee may conduct its business by mail.

a. The Nominating Committee shall nominate from among the eligible members of the club, excluding themselves, one candidate for each office and for each other position on the Board of Directors including the Delegate to the American Kennel Club and shall procure the written acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practical to do so. The Committee shall then submit its slate of candidates to the Board Secretary who shall mail the list, including the full name of each candidate and the name of the State in which he resides, to each member of the Club on or before November 1st, so that additional nominations may be made by the members if they so desire.

b. Additional nominations may be made by written petition addressed to the Board Secretary and received at his regular address postmarked on or before December 1st, signed by five members and accompanied by the written acceptance of each such additional nominee signifying his willingness to be a candidate. Except for the position of Delegate to the American Kennel Club no person shall be a candidate for more than one position, and the additional nominations which are provided for herein may be made only from among those members who have not accepted a nomination of the Nominating Committee.

c. All members of the Nominating Committee, petitioners nominating additional candidates and nominees must have been members of the Club in good standing for one year prior to the November 1st immediately preceding the biennial election.

d. If no valid additional nominations are received by the Board Secretary postmarked on or before December 1st, the Nominating Committee's slate shall be declared elected at the beginning of the Club's Official Year and no balloting will be required.

e. If one or more valid additional nominations are received by the Board Secretary postmarked on or before December 1st, he shall on or before December 15th, mail to each member in good standing a ballot listing all the nominees for each position in alphabetical order, with the names of the States in which they reside, together with a blank envelope and a return envelope marked "Ballot" addressed to the Certified Public Accountant and bearing the name of the member to whom it was sent. So that the ballots may remain secret, each voter, after marking his ballot, shall seal it in the blank envelope, which in turn shall be placed in the second envelope addressed to the Certified Public Accountant.

f. On or before December 13th the Board of Directors shall appoint a Certified Public Accountant to count the ballots cast in the biennial election.

g. The Certified Public Accountant shall check the returns against a list provided by the Board Secretary of members whose dues are paid for the current year prior to opening the outer envelopes and removing the blank envelopes, and shall certify the eligibility of the voters as well as the results of the voting which shall be mailed to all members by the Certified Public Accountant on or before January 20th in stamped addressed envelopes provided by the Board Secretary.

h. Nominations cannot be made at the biennial meeting or in any manner other than as provided above.

ARTICLE V

Committees

SECTION 1. Standing Committees. The Board may each year appoint standing committees to advance the work of the Club in such matters as dog shows, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Terminating Committees. Any committee appointment may be terminated by a majority vote of the full membership of the board upon written notice to the appointee; and the Board may appoint successors to those persons whose service has been terminated. Each succeeded committee appointee shall turn over to his successor all properties and records relating to that committee within thirty (30) days after notice that a successor has been appointed. Discharged committees and their members shall turn over to the Board Secretary all properties and records relating to that committee within thirty (30) days after being discharged if no successors are named. Committees shall serve until discharged by the Board, succeeded by new appointees, terminated or until the election of a new Board.

ARTICLE VI

Discipline

SECTION 1. American Kennel Club Suspension. Any member who is suspended from the privileges of the American Kennel Club automatically shall be suspended from the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed in duplicate with the Board Secretary together with a non-refundable fee of \$25. The Board Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Club or the breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interest of the Club or the breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of charges it shall fix a date of a hearing by the Board or a Committee of not less than three members of the Board not less than 3 weeks nor more than 6 weeks thereafter. The Board Secretary shall promptly send one copy of the charges to the accused member by certified mail together with a notice of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he wishes.

SECTION 3. Board Hearing. The Board or Committee shall have complete authority to decide whether counsel may attend the hearing, but both the complainant and defendant shall be treated

uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for a period not more than six months from the date of the hearing, or until the next Meeting of the General Membership at a National Specialty, if that may occur after six months. And, if it deems that punishment insufficient it may also recommend to the membership that the penalty be expulsion.

In such case, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing Club meeting which considers the recommendations of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Board Secretary. The Board Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a Meeting of the General Membership, at a National Specialty, following a hearing and upon the recommendations of the Board or Committee as provided in Section 3 of this Article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the General Membership Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

SECTION 5. Removal of Board member by the membership. The general membership may vote for the removal of a Board Member by submitting a petition signed by 20% of the members in good standing to the board secretary. The Board Secretary will send a ballot to the members in good standing, within 30 days from receipt of the petition, on which they may indicate their choice for or against the removal. The membership will have 30 days from the mailing of the ballot to return it to a Certified Public Accountant who is not a member of the club, chosen by the board, such balloting to be conducted according to the procedures described in Article IV. If 2/3 of the ballots returned vote for removal, the member in question will be notified, within 14 days, of their immediate removal. The results of this voting shall be sent to the membership in the next mailing.

If the Board Secretary is the officer in question the petition shall go to the Corresponding Secretary who will handle it in the manner above.

ARTICLE VII

Amendments

SECTION 1. Amendments to the Constitution and Bylaws and to the Standard of the Breed may be proposed by the Board of Directors or by written petition addressed to the Board Secretary signed by twenty percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Board Secretary for a vote within three months of the date when the Board Secretary received the petition.

SECTION 2. The Constitution and Bylaws and the Standard of the Breed may be amended at any time provided a copy of the proposed amendment has been mailed by the Board Secretary to each member accompanied by a ballot on which he may indicate his choice for or against the action to be

taken, such balloting to be conducted according to the procedures described in Article IV. The notice shall specify a date not less than 30 days after the date postmarked by which date the ballots must be returned to the Certified Public Accountant to be counted.

The favorable vote of 2/3 of the members in good standing whose ballots are returned within the time limit shall be required to effect any such amendment.

SECTION 3. At least 14 days prior to the mailing of the ballots the Board of Directors shall appoint a Certified Public Accountant who shall not be a member of the Club to count the ballots cast for or against amendments to the constitution and bylaws or the Standard of the Breed.

SECTION 4. No amendment to the constitution and bylaws or to the Standard of the Breed that is adopted by the Club shall become effective until it has been approved by the Board of Directors of the American Kennel Club.

ARTICLE VIII

Dissolution

SECTION 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any assets of the Club shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization that qualifies under the Internal Revenue Code as a non-profit organization for the benefit of dogs. Such organization shall be selected by the Board of Directors.

ARTICLE IX

Order of Business

SECTION 1. Club Meetings. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

Roll Call

Minutes of the last meeting

Report of the President

Report of the 1st Vice-President

Report of the 2nd Vice-President

Report of the Board Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of the Committees

Unfinished business

New business

Adjournment

SECTION 2. Board Meetings. At meetings of the Board of Directors the order of business, so far as the nature of the meeting may permit, shall be as follows.

Roll Call

Minutes of the last meeting

Report of the President

Report of the 1st Vice-President

Report of the 2nd Vice-President

Report of the Board Secretary

Report of the Corresponding Secretary

Report of the Treasurer

Report of the Committees

Unfinished business

Election of new members

New business

Adjournment

ARTICLE X

Parliamentary Procedure

SECTION 1. The Rules of Parliamentary Procedure contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Club in all cases to which they are applicable and in which

they are not inconsistent with these bylaws and any other special rules of order the Club may adopt.