

BYLAWS Texas Lacy Game Dog Association, Inc.

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act of 1986 and the Articles of Incorporation of the Texas Lacy Game Dog Association (TLGDA). In the event of a direct conflict between the provisions of these bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act of 1986, the Texas Non-Profit Corporation Act of 1986 will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Texas Lacy Game Dog Association these Bylaws will be controlling.

ARTICLE I

PURPOSES

Purposes. The primary purposes of the Texas Lacy Game Dog Association is to act as its own entity with the sole purpose of fully supporting and promoting the Lacy Game Dog Registry including but not limited to encouraging quality in the breeding, care, training and to do all possible to maintain and preserve this unique and historical breed as set forth by the Lacy Game Dog Registry

A. To promote the humane treatment of all dogs and to educate members and public about the Lacy Breed;

B. To ensure members and breeders accept the standard of the breed as approved by the Lacy Game Dog Registry as the standard of excellence by which a Lacy Game Dog shall be judged;

C. To do all in its power to protect and advance the interests of the breed and the Lacy Game Dog Registry, encourage sportsmanlike conduct at dog shows, obedience trials, tracking tests, working/performance events and other sponsored and unsponsored activities and functions;

D. To advocate honesty and integrity in all matters concerning the Lacy Breed and to act in the best interest of the Lacy Game Dog Registry and its supporting club the Texas Lacy Game Dog Association

E. The association will represent all Texas Lacy Game Dog Association members in good standing with the registry and association. The Association shall have jurisdiction over all matters pertaining to receiving, disbursing, awarding, and spending monies received by the association, with no officer or BOD member having the power to decide or vote to approve funds to be used for gambling, loans or any other personal use by Board Members, Officers or Texas Lacy Game Dog Association members.

ARTICLE II

MEMBERSHIP

2.01 Membership Eligibility. The membership of this association shall be open to any person, firm, or organization who is interested in the purpose and objectives of this Association and the Lacy Game Dog Registry in which the Association supports. The association prohibits discrimination in any manner against any applicant or member because of such person's race, color, religion, sex or national origin as provided in applicable state and federal law. There shall be four types of membership open to persons who are in good standing with the Texas Lacy Game Dog Association and Lacy Game Dog Registry who subscribe to the purposes of this association. Dues for all levels of membership shall be due each year on or before January 1.

A. Individual Membership: \$25.00 per calendar year. Open to persons 18 years of age and older. Individual membership enjoys all privileges of the TLGDA.

B. Family Membership: \$30.00 per calendar year. Open to two persons 18 years of age and older and immediate family, each enjoying all the privileges of the TLGDA.

C. Breeder-Member Membership: \$75.00 per calendar year due on or before January 1. This membership fee is all inclusive for individual or family membership as well. Open to two persons 18 years of age and older, is an individual member-breeder or family member-breeder who reside in the same household, each enjoying all the privileges of the TLGDA. If dues have not been paid within 60 days of deadline, the Breeder/Member fee will be doubled.

D. Lifetime Memberships

1) Lifetime Individual Membership ~~\$200~~

2) Lifetime Family Membership ~~\$250~~

3) Lifetime Breeder Membership ~~\$400~~

2.02 Membership Dues: Membership dues for each type of membership shall be established by a majority vote of the Board of Directors. Membership dues are due January 1st ~~of each calendar year~~. Dues not paid within 60 days are considered lapsed.

2.03 Termination of membership. Membership may be terminated:

A. By Resignation. Any member in good standing may resign from the TLGDA upon written notice to the Secretary but no member may resign when in debt to the TLGDA. Dues obligations are considered a debt to the TLGDA and they become incurred on the first day of each year.

B. By Lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after 60 days. In no case may a person be entitled to enjoy the privileges of the TLGDA whose dues are not paid for the current year. Members who have been automatically terminated will have to rejoin the TLGDA to retain membership privileges.

C. By Expulsion. A member may be expelled only for conduct injurious to the TLGDA. The process of expulsion shall be as follow: Charges that may warrant expulsion from the association shall be considered at a Board of Directors meeting. Said member is to be provided written notice of the charges by registered mail with return receipt no less than thirty (30) days prior to the meeting. Said member shall have full opportunity to be heard at this meeting prior to the vote being taken. If unable to be present, said member may submit a written statement in answer to the charges that shall be read aloud at the meeting prior to a vote being taken. If the Board of Directors agree by a two-thirds (2/3) vote of the BOD present, that the charges are serious enough to warrant expulsion and have merit, a two-third (2/3) majority of the votes returned shall expel said member. Written notification will be sent to said member within 15 days of meeting explaining the reason for the action being taken.

ARTICLE III BOARD OF DIRECTORS

3.01 General Powers. The affairs of the Corporation shall be managed, controlled and administered by a Board of Directors. The Board of Directors as set forth in the Articles of Incorporation shall serve as the initial Board of Directors. The Board of Directors shall be composed of not less than three (3) and not more than seven (7) voting positions, each of whom shall serve for or until his or her successor shall have been elected and qualified. All Directors shall have equal voting rights ~~except~~ including the Lacy Game Dog Registry board appointed Liaison. ~~which has no voting privileges.~~

A. Qualifications of Board of Directors

1. Have to have served as an active member in good standing and completed a minimum of one term as a TLGDA officer.

B. Board of Director Term Tenure

1. Board of Directors shall serve a term of three (3) consecutive years with the election of BOD member being staggered.

3.02 Election; Resignation; Removal.

A. Nominations.

1. Board of Director the Chair shall appoint a Nominating Committee composed of members of the Board of Directors and or officers of TLGDA. The Nominating Committee shall prepare and submit to the Board of Directors the nominations for membership to the Board of Directors upon which the Board will vote. At any meeting at which the election of a Director occurs, a Director may nominate a person with the second of any other Director. The Secretary shall include the names nominated by the Nominating Committee, and any report of the Nominating Committee, with the notice of the meeting at which the election occurs.

B. Election of Directors.

1. Person who has been duly nominated may be elected as a Director. Each Director shall hold office as Determined by term tenure or until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director. A board of director member is elected by the simple majority of the board of directors.

C. Resignation/Removal.

1. A director may resign at any time or may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors at an annual, special, or regular meeting of the Board of Directors. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, a majority of the remaining Directors, or the sole remaining Director if such is the case, may fill the vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office as determined by the Board of Directors.

3.03 Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine.

3.04 Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of regular meetings of the Board without other notice than the resolution.

3.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any of the seven (7) or more Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, as the place for holding any special meetings of the Board called by them. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in these Bylaws.

3.06 Notice of any special or annual meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally, by facsimile transmission or by email, or sent by mail to each Director. If mailed, such notices for any annual, regular or special meeting of the Board of Directors shall be deemed to be delivered when deposited in the United States mail addressed to each director at his or her address as shown by the records of the Corporation with postage thereon prepaid. If sent by electronic transmission, such notices for any annual, regular or special meeting of the Board of Directors shall be deemed to be delivered when successfully transmitted. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at the meeting because the meeting is not lawfully called or convened.

3.07 Quorum. A quorum for the transactions of business at any annual, regular or special meeting of the Board of Directors shall consist of a majority of members of the Board of Directors then in office, and a majority of such quorum shall decide any question that may properly come before the meeting, except as is otherwise required by law or these Bylaws. If less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.08 Manner of Acting. The Board of Directors shall try to act by consensus. However, the act of a majority of Directors present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

3.09 Compensation. The Directors and/or Officers shall serve without compensation, but may be reimbursed for reasonable expenses incurred and with prior approval from the BOD Chairman when in the course of their duties as directors or officers. There shall be no salary or fee paid for attendance at regular, special or other types of meetings. Nothing herein contained shall be construed to preclude

any director from serving the Corporation in any other capacity and receiving compensation therefore, unless otherwise precluded by law or these bylaws.

3.10 Officers and Personnel. In addition to the officers provided hereafter, the Board of Directors may create other offices and employ such other personnel as in its discretion it deems necessary to accomplish the purposes for which the Corporation was formed and to authorize the payment of such salaries as it deems necessary to the personnel and agents effectuating said corporate purposes.

3.11 Manner of Acting.

A. General. The Board of Directors shall try to act by consensus. However, the act of a majority of Directors present at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

B. Certain Actions. Notwithstanding any provision herein to the contrary, no action to amend or alter the Articles of Incorporation or Bylaws or to expand all or any part of the corpus of any permanent fund established by the Directors shall be taken by less than a majority of the entire Board of Directors.

C. Voting Rights. Each director shall have the right to cast one vote for each issue that comes before the Board of Directors for a vote.

. 3.12 Informal Action by Directors; Telephonic Meetings.

A. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all Directors.

B. Action Without a Meeting by Less than Unanimous Written Consent. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors may be taken without a meeting if a consent given in writing, setting forth the action to be taken, shall be signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors were present and voted. Each written consent shall bear the date of signature of each director who signs the consent. A written consent signed by less than all of the directors shall not be effective unless, within 60 days after the date of the earliest dated consent delivered to the Corporation in the manner required hereby, a consent or consents signed by the required number of directors is delivered to the officer of the Corporation having custody of the books by which proceedings of meetings of directors are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Prompt notice of the taking of any action by directors without a meeting by less than unanimous written consent shall be given to all directors who did not consent in writing to the action. If any action by directors is taken by written consent signed by less than all of the director, any articles or documents filed with the Secretary of State as a

result of the taking of the action shall state, in lieu of any statement required by the Texas Non-Profit Corporation Act (Vernon's Ann.Civ.St. art. 1396-1.01 *et. seq.*), that written consent has been given in accordance with the provisions herein and that any written notice required has been given, all as provided by Article 1396-9.10 C of the Texas Non-Profit Corporation Act.

C. Meetings by Telephonic Conference or Other Remote Communications Technology. The Board of Directors may participate in and hold meetings by means of:

(1). Conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or

(2). another suitable electronic communications system, including video conferencing technology or the Internet, only if:

(a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and

(b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. The notice of a meeting pursuant to this section shall state the fact that the meeting will be held using such system as well as all other matters required to be included in the notice. Participation of a person in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.13 Authority. The Board of Directors shall have authority to conduct any and all business, and to decide any and all questions with regard to any and all matters arising from, connected with, or in any way related to the purposes of the Corporation as set out in the Corporation's Articles of Incorporation as they now exist or as they may be amended from time to time; provided, however, notwithstanding any language that might be deemed to be to the contrary herein, the Board of Directors shall have no authority to engage in any activity which may not be lawfully engaged in by the Corporation as a non-profit corporation under the Texas Non-Profit Corporation Act and as a 501(c)(7) exempt organization under the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Code law. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful.

3.14 Committees. The Board of Directors may designate one or more committees which shall exercise the powers, have responsibilities, or perform duties authorized by the Directors not inconsistent with these Bylaws. A member of the Board of Directors shall chair each committee of the Corporation. In the event these Bylaws do not set forth the member to so chair a committee, the Board of Directors shall elect a member to chair such a committee.

3.15 Chair; Vice Chair. The Chair, who shall be the President as provided for more fully below, will preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing

committees, unless otherwise provided by the Board of Directors or these Bylaws. The Chair shall have the duty generally to supervise, direct or control the business and officers of the Corporation and shall exercise such supervisory powers as may be given him or her by the Board of Directors from time to time. The Vice Chair, if appointed, shall preside at meetings and conduct the business of the Corporation in the absence or disability of the Chair unless other provision is made by the Board of Directors.

ARTICLE IV OFFICERS

4.01 Officers. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Directors including but not limited to one or more Vice Presidents (the number thereof to be determined by the Board of Directors). Any two or more offices may be held by the same person, except the offices of President and Secretary. Such officers shall have the authority and perform the duties as set forth in these Bylaws and as authorized from time to time by the Board of Directors. The officers shall be elected by a majority vote of the Board of Directors present and voting at the annual meeting; provided, however, the first set of officers shall be elected by the Board of Directors at the organizational meeting held after the filing of the Articles of Incorporation and shall serve until the first election of officers by the Board of Directors pursuant to these By-laws.

4.02: Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. The elections will be staggered so that not all of the officer positions will be vacant at the same time. The term of service for any officer position shall be two(2) years. If the election of officers is not held at the regular annual meeting of Board of Directors, then the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified.

A. Annually, the Chair of the Board of Directors shall notify the membership of need for their nominations for officers. The nominating process shall be opened to those members in good standing 30 days prior to the election, and it will remain open for two (2) weeks. All nominations must be submitted either in writing or email and submitted to the Board of Directors. After the two week nomination period has ended, all nominations will be given to the BOD so that they may vote. The election of officers at the annual BOD meeting shall be by the majority of Board of Directors present.

4.03 Removal. Any officer may be removed by a simple majority vote of the entire Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4.04 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.05 President. The President shall have the general supervision over the affairs of the corporation and over the other officers. The President may sign with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, notes, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06 Vice President. Unless otherwise provided by the Board of Directors the Vice Presidents, if any, in the order of their seniority, shall in the absence of the President or in the event of the President's inability or refusal to act, perform the duties and have the authority of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President; provided, that if such Vice President is not a Director, he or she shall, when acting in the absence of the President or in the event of the President's inability or refusal to act, be an *ex officio* member of the Board of Directors but shall have no right to vote on any matter that comes before the Board of Directors for a vote. The Vice Presidents shall perform such other duties as from time to time may be assigned to any of them by the President or Board of Directors.

4.07 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; be the custodian of the minutes books and corporate records of the Corporation and shall be responsible for the accurate keeping of the minutes of meetings of the Directors; and give all notices in accordance with the provisions of these Bylaws or as required by law. The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

4.08 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may require. The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; maintain the financial books and records of the Corporation; prepare financial reports at least annually; and in general perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.09 Salaries. The Officers shall receive no compensation for their services as officers.

ARTICLE V

ELECTIONS

5.01 Elections of Directors. The elections of the Board of Directors shall be held during the annual meeting of the Board of Directors each year, but no later than March 1 of each calendar year.

5.02 Elections of Officers. ~~The elections of the officers shall be held during the annual meeting of the Board of Directors each year.~~

5.03 Voting Rights. Each Director shall have the right to cast one vote for each issue that comes before the Board of Directors for a vote.

5.04 Voting Procedures. ~~All voting shall be determined by a majority of all the Directors present,~~

Tier system voting shall be as follows:

Tier 1- BOD vote only- This would include any decisions on By-Laws and include, but not limited to, any policy and/or procedures.

Tier 2- BOD and Officers- This would include events and expenditures of money. Day to day operations. Expenditures allowed to Officers without BOD approval are up to, but not to exceed \$750.00 for any single expense, a total expense in any combination of monies, to include cash, debit card, credit card, check or any other means of disbursement. If expenses are in excess of \$750.00 then a quorum of BOD will be required to approve.

Tier 3- BOD, Officers and Current Paid Members- Nominations and elections of officers unless otherwise required by law or by these bylaws.

ARTICLE VI

COMMITTEES

6.01 Committees. In accordance with Section 3.14 above, the Board of Directors shall have the authority to establish such committee or committees as to may deem advisable to assist it in the discharge of its duties, and as maybe otherwise appropriate from time to time.

6.02 Committee Personnel. The Board of Directors shall have the authority to appoint personnel to the various committees from outside the Board of Directors.

6.03 Informal Action by Committees; Telephonic Meetings. (Adopted TLGDA Bylaws 7/20/2008)

A. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members of the committee.

B. Action without a Meeting by Less Than Unanimous Written Consent. Any action required by law to be taken at a meeting of any committee, or any action that may be taken at a meeting of any committee, may be taken without a meeting if a consent in writing, setting for the action to be taken, shall be signed by sufficient number of committee members as would be necessary to take action at a meeting at which all of the members of the committee were present and voted, Each written consent shall bear the date of signature of each member who signs the consent. A written consent signed by less than all of the members shall not be effective unless, within 60 days after the date of the earliest dated consent delivered to the Corporation in the manner required hereby, a consent or consents signed by the required number of members is delivered to the officer of the Corporation having custody of the books by which proceedings of meetings of committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Prompt notice of the taking of any action by committees without a meeting by less than unanimous written consent shall be given to all committee members who did not consent in writing to the action. If any action by committee is taken by written consent signed by less than all of the members of the committee, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by the Texas Non-Profit Corporation Act (Vernon's Ann. Civ. St. Art. 1396-9.01 *et seq.*), that written consent has been given in accordance with the provisions herein and that any written notice required has been given, all as provided by Article 1396-9.10 C of the Texas Non-Profit Corporation Act.

C. Meetings by Telephonic Conference or Other Remote Communications Technology

Members of committees may participate in and hold meetings by means of:

- (i) Conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or
- (ii) Another suitable electronic communications system, including video conferencing technology or the Internet, only if:
 - (a) Each member entitled to participate in the meeting consents to the meeting held by means of that system; and
 - (b) The system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

The notice of a meeting shall state how the meeting will be held (in person or by using conference telephone or another suitable electronic communications system) as well as all other (Adopted TLGDA bylaws 7/20/2008) matters required to be included in the notice. Participation of a person in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VII

ASSOCIATION MEETINGS

7.01 Members Meeting

A. Meetings of the members may be held at such time and place as may be designated in the notice, whenever called in by writing by direction of the President, Secretary or by a majority of the Executive Committee, or by notice signed by not less than 20% of the members in good standing. Notice of each meeting indicating briefly the object or objects thereof, shall be given in the same manner as provided with respect to notice of the meeting.

B. At any meeting of the members, held in accordance with foregoing provisions as to notice, the members attending such meeting shall constitute a quorum for all purposes unless law should require the representation of a larger number. To exercise voting privileges, a member must be physically present at a meeting, which privilege cannot be delegated by proxy.

ARTICLE VIII

DISCIPLINE

8.01 Charge. Any member in good standing may prefer charges against a member for alleged misconduct prejudicial to the best interest of the Texas Lacy Game Dog Association or the breed. Written charges with specifications shall be filed with the Secretary. The Secretary shall promptly send a copy of the charges to each Director or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Texas Lacy Game Dog Association or the breed it may refuse to entertain jurisdiction of the charges. If the Board of Directors entertains jurisdiction of the charges it shall fix a date of hearing by the Board of Directors or a Grievance Committee of not less than three members of the Board of Directors, not more than six weeks thereafter. The Secretary shall promptly send one copy of the charges to the accused member by certified return receipt requested mail together with a notice of the hearing and an assurance that the accused may personally or by written waiver of personal appearance, appear telephonically in his or her own defense and bring or present witnesses if her or she wishes. Chairman of the board has the authority to immediately appoint a grievance committee to investigate the complaint. The respondent shall be given 10 days upon notice to respond to the allegations.

8.02 Board of Directors/Grievance Committee Hearing. The Board of Directors or Grievance Committee shall have complete authority to decide whether counsel may attend the hearing, but (Adopted TLGDA Bylaws 7/20/2008) both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and accused, the Board of directors Grievance Committee may, by a majority vote of the entire Board of Directors or Grievance Committee may, suspend the accused from all privileges of the Texas Lacy Game Dog Association for not more than six months from the date of the hearing or until the next annual meeting of the Texas Lacy Game Dog Association, whichever is greater. And, if it deems that punishment is insufficient, it may also recommend to the membership that the punishment be expulsion. In such case, the suspension shall not restrict the accused person's

or Texas Lacy Game Dog Association's right to appear before his or her fellow members at the ensuing annual meeting of the Texas Lacy Game Dog Association where the recommendations of the Board of Directors or Grievance Committee shall be considered. Immediately after the Board of Directors or Grievance Committee has reached a decision, its findings shall be put in writing and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

8.03 Expulsion: Expulsion of a member of the Texas Lacy Game Dog Association may be accomplished only at the annual meeting of the Texas Lacy Game Dog Association following a hearing and upon the recommendation of the Board of Directors or Grievance Committee as provided in Section 3 of this Article. The accused shall have the privilege of appearing personally or by written waiver of personal appearance, appearing telephonically, on his or her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the findings and the recommendations and shall invite the accused, if present, to speak on his or her own behalf. The membership shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those members in good standing present and voting at the annual meeting of the Texas Lacy Game Dog Association shall be necessary for expulsion. If expulsion is not voted the suspension shall stand.

ARTICLE IX

9.01 The Board of Directors may alter, amend or repeal the Corporation's by-laws, or adopt new By-laws, from time to time.

ARTICLE X

10.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

10.02 Books & Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records may be inspected by any director or officer or his or her agent or attorney for any proper purpose at any reasonable time. The books shall be kept on the cash receipts and disbursements method of accounting, and they shall be closed and balanced at the end of each fiscal year.

10.03 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

ARTICLE X

MISCELLANEOUS

10.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

10.02 Books & Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records may be inspected by any director or officer or his or her agent or attorney for any proper purpose at any reasonable time. The books shall be kept on the cash receipts and disbursements method of accounting, and they shall be closed and balanced at the end of each fiscal year.

10.03 Fiscal Year. The fiscal year of the Corporation shall be the will be calendar year.

ARTICLE XI

INDEMNIFICATIONS

11.01 The Corporation shall indemnify any person who is or was a Director, Officer, or Agent of the Corporation and any person who serves or served at the Corporation's Request as a Director, Officer, Agent, Partner, or Trustee of Another Corporation or of a Partnership, joint venture, Trust, or other enterprise to the fullest extent permitted by the Texas Non-Profit Corporation Act, as presently constituted and hereafter amended, but only to the extent such indemnification does not constitutes an act of self-dealing under Section 4941 of the Code. Such indemnification shall not be deemed exclusive of any other rights to which a Director, Officer, or Agent may be entitled.

ARTICLE X11

DISSOLUTION

12.01 Dissolution The Texas Lacy Game Dog Association may be dissolved at any time by the written consent of not less that 2/3 of the members. In the event of the dissolution of the Texas Lacy Game Dog Association, other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of Association proceeds there of or any assets of the Association shall be distributed to any member of the Association. After payment of all debts of the Association the proceeds and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X111

RULES OF ORDER

13.01 Robert's Rules of Order, newly revised shall govern the Texas Lacy Game Dog Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Texas Lacy Game Dog Association may adopt and does not contradict Texas laws or the Texas Non-Profit Corporation Act of 1986.

ARTICLE XIV

ORDER OF BUSINESS

14.01 Order of Business for Meetings. A set of regular order of business is usually followed but a reasonable amount of flexibility is allowed by these Bylaws. The usual order of business for regular Association meetings shall be as follows:

A. At meetings of the Association Member, the order of business, so far as the character and nature of the meeting shall present, shall be as follows:

Roll Call

Report of President

Report of Secretary

Report of Treasurer

Report of Committees

Election of Officers and Board (at annual meeting)

Election of new members

Any special, planned program or social event or discussions of interest to Association members

Unfinished Business

New Business

Adjournment

B. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Reading of minutes of last meeting

Report of Secretary

Report of Treasurer

Reports of Committees

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Any special, planned program or social event or discussions of interest to Association members

Unfinished Business

New Business

Adjournment

AMENDMENTS

4.08 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may require. The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; maintain the financial books and records of the Corporation; prepare financial reports at least annually; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

4.09 Salaries. The officers shall receive no compensation for their services as officers.

ARTICLE V ELECTIONS

5.01 Elections of Directors. The election of the Board of Directors shall be held during the annual meeting of the Board of Directors each year.

5.02 Elections of Officers. The election of the officers shall be held during the annual meeting of the Board of Directors each year.

5.03 Voting Rights. Each Director shall have the right to cast one vote for each issue that comes before the Board of Directors for a vote.

5.04 Voting Procedures. All voting shall be determined by a majority of all the Directors present, unless otherwise required by law or by these bylaws.

ARTICLE VI COMMITTEES

6.01 Committees. In accordance with Section 3.14 above, the Board of Directors shall have the authority to establish such committee or committees as it may deem advisable to assist it in the discharge of its duties, and as maybe otherwise appropriate from time to time.

6.02 Committee Personnel. The Board of Directors shall have the authority to appoint personnel to the various committees from outside the Board of Directors.

6.03 Informal Action by Committees; Telephonic Meetings.

A. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members of the committee.

B. Action Without a Meeting by Less Than Unanimous Written Consent. Any action required by law to be taken at a meeting of any committee, or any action that may be taken at a meeting of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of committee members as would be necessary to take that action at a meeting at which all of the members of the committee were present and voted. Each written consent shall bear the date of signature of each member who signs the consent. A written consent signed by less than all of the members shall not be effective unless, within 60 days after the date of the earliest dated consent delivered to the Corporation in the manner required hereby, a consent or consents signed by the required number of members is delivered to the officer of the Corporation having custody of the books by which proceedings of meetings of committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Prompt notice of the taking of any action by committee without a meeting by less than unanimous written consent shall be given to all committee members who did not consent in writing to the action. If any action by a committee is taken by written consent signed by less than all of the members of the committee, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by the Texas Non-Profit Corporation Act (Vernon's Ann.Civ.St. art. 1396-1.01 *et. seq.*), that written consent has been given in accordance with the provisions herein and that any written notice required has been given, all as provided by Article 1396-9.10 C of the Texas Non-Profit Corporation Act.

C. Meetings by Telephonic Conference or Other Remote Communications Technology Members of committees may participate in and hold meetings by means of:

(1) conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or

(2) another suitable electronic communications system, including video conferencing technology or the Internet, only if:

(a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and

(b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.

The notice of a meeting shall state how the meeting will be held (in person or by using conference telephone or another suitable electronic communications system) as well as all other matters required to be included in the notice. Participation of a person in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Revisions made from January, February and May 2015 and February 2017 business meetings