

BYLAWS OF TWO RIVERS AGILITY CLUB OF SACRAMENTO
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

1. Name

The name of this corporation is TWO RIVERS AGILITY CLUB OF SACRAMENTO.

2. Offices of the Corporation

The principal office for the transaction of the activities, affairs, and business of the corporation (“Principal Office”) is located at 8027 Grinzing Way, Sacramento, CA 95829-1602, located in Sacramento County. The Board of Directors (“Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

3. Purposes and Limitations

- (a) General Purposes. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes for which this corporation is formed are pleasure, recreation, and other non-profitable purposes and are to:
- i. Encourage the human/animal bond and to promote the welfare of all dogs regardless of pedigree.
 - ii. To promote the public good through sports participation and recreation by conducting agility matches, licensed agility trials under the rules of sanctioning agility organizations.
 - iii. To promote the public good through sports participation and recreation by conducting tracking matches, licensed tracking tests under the rules of sanctioning tracking organizations.
 - iv. Encourage and promote national and international competition in the sport of dog agility by providing training and support for superior teams of athletes.
 - v. Further the advancement of all dogs in agility training and to promote an interest in, and a public appreciation for, agility trained dogs and agility competition.
 - vi. Further the advancement of all dogs in tracking training and to promote an interest in, and a public appreciation for, tracking trained dogs and tracking tests.
 - vii. Provide opportunities for handlers to learn, train in, and practice the sports of dog agility and dog tracking.
 - viii. Encourage members to display the best possible sportsmanship while striving to achieve excellence in competition.

- ix. Promote the sports of agility and tracking for all dogs physically and temperamentally suited to the sports, regardless of pedigree. This corporation shall encourage all organizations holding agility trials and tracking tests not to consider pedigree as a qualification to participate in the sports of agility and tracking.
- (b) **Specific Purposes.** This corporation shall conduct dog agility trials in the State of California, guided by the rules and regulations of the United States Dog Agility Association (“USDAA”), the American Kennel Club (“AKC”), or other nationally recognized agility organizations. This corporation shall also provide basic and advanced training in dog agility, preparatory to trials, and be open to members and non-members. This corporation shall conduct dog tracking tests in the State of California, guided by the rules and regulations of the AKC, or other nationally recognized tracking organizations. This corporation shall also provide basic and advanced training in dog tracking, preparatory to tests, and be open to members and non-members.
- (c) **Limitations.** This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. No part of the net earnings of the corporation shall inure to the benefit of any member or private shareholder, as defined for purposes of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended.
- (d) **Discrimination.** Notwithstanding any requirements or qualifications for membership set forth in these bylaws, this corporation shall not discriminate against any person on the basis of gender, race, color, age or religion.

4. **Members**

- (a) **Classes and Qualifications.** This corporation shall have two classes of members, designated as general members and honorary members. Any person dedicated to the purposes of this corporation and who has submitted an application for membership and who has met the requirements of Section 4(e) below shall be eligible for general membership on approval of the membership application by the Board and the General Membership and the payment of such dues and fees as the Board may fix from time to time.
- (b) **Honorary Members.** The Board may award honorary membership to persons who are not active general members, but who have made exceptional contributions to the club. Honorary members will not be assessed dues or fees. Honorary members shall not have the right to vote, as set forth in these bylaws.
- (c) **General Members.** General members in good standing shall have the right to vote and will be considered voting members, as set forth in these bylaws, on the election of directors, on the initiation of new general members, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation.

In addition, general members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

- (d) **Good Standing.** Those general members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

- (e) Requirements for Membership. A candidate for membership shall apply for membership on a form approved by the Board, which shall provide that the candidate agrees to abide by these bylaws. The applicant will have shown a commitment to participation in the club's activities by participating for the club's benefit at a minimum of two club activities (club meetings, club events, or club projects). Accompanying the application, the candidate shall submit payment of membership fees and dues for the current year. All applications are to be filed with the Vice President, and each application will be circulated by email to the Membership in good standing for review and e-vote.

Affirmative votes of three fourths (3/4) of the general membership shall be required to elect the applicant. Candidates whose applications have been rejected by the corporation may not reapply until six (6) months have passed since the rejection vote was taken.

- (f) Active Members. Members in good standing who participate for the Club's benefit at a minimum of (4) activities during each calendar year are considered to be active members of the Club. Some examples of club activities are:

- Any of the (4) General Membership meetings or (4) Board Meetings
- Agility event, each full day equals (1) activity
- Tracking event, each full day equals (1) activity
- Club workday (special projects, etc.)
- Club Committee work

Any combination of (4) activities, at least one of which must be a meeting, would qualify as fulfilling the requirements of an "Active Member". Active Members would be eligible to enjoy club benefits. Examples of potential club benefits would be priority enrollment in a tracking class, club awards and reduced fees for club events (to be determined by the Club).

- (g) Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- i. Resignation of the member, on reasonable notice to the corporation;
- ii. Expiration of the period of membership, unless renewed on the renewal terms fixed by the Board;
- iii. Failure of a member to pay dues, fees, or assessments as set by the Board by January 1 of each calendar year, or as otherwise required by the Board;
- iv. Occurrence of any event that renders a member ineligible for membership, or failure to satisfy qualifications for membership; or
- v. Expulsion of the member under Section 4(f) of these bylaws, based on a good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

- (h) **Suspension of Membership.** A member may be suspended, under Section 4(g) of these bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.
- (i) **Procedure for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member under Sections 4(f) and 4(g) of these bylaws, the procedure set forth shall be followed:
 - i. The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. The corporation shall give notice by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
 - ii. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
 - iii. The Board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
 - iv. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.
- (j) **Transfer of Membership Rights.** No membership or right arising from membership shall be transferable. All membership rights cease on the member's death.
- (k) **Reinstatement of Former Member.** Any former member, whose membership was not terminated by expulsion or suspension, may be reinstated to membership by payment of current dues and provided that the question of that reinstatement be brought to a vote of the general membership at the next regular meeting or by e-vote. Affirmative votes of two thirds of the general membership shall be required to reinstate the former member.

5. **Dues, Fees, and Assessments**

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board and approved by the voting members. The dues, fees, and assessments shall be equal for all general members. The Board may establish a membership fee to be paid by candidates for membership with the submission of their applications for membership. The Board may also, in its discretion, encourage participation in corporation activities by establishing a standard, objective system of credits for contributions of time and effort to the corporation that may be used to offset some or all of the dues, fees, and assessments required of individual members. Such credits shall be awarded on an equal basis for all general members.

6. Meetings of Members

- (a) **Place of Meeting.** Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's Principal Office.
- (b) **Annual Meeting.** An annual meeting of the members shall be held in conjunction with the TRACS winter agility trials, unless the Board fixes another date or time and so notifies the members as provided in Section 6(d)iii of these bylaws. At this meeting, directors shall be elected and any other proper business may be transacted, subject to Sections 6 and 10 of these bylaws. Other meetings of the members may be held from time to time during the year as designated by the Board.
- (c) **Special Meetings.** A special meeting of the members for any lawful purpose may be called at any time by the Board, or by the president, or by five (5) or more individuals of membership. A special meeting called by any person (other than the Board or the president) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president, vice president, or secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 6(d) of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of the members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- (d) **Notice Requirements for Members' Meetings.**
 - i. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For a special meeting, the notice shall also specify the general nature of the business to be transacted, and no other business may be transacted. For the annual meeting, the notice shall specify those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section 6(d)ii of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
 - ii. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
 - A. Removing a director without cause;
 - B. Filling vacancies on the Board;

- C. Amending the articles of incorporation;
 - D. Approving a contract or transaction between the corporation and one or more directors, or between and any entity in which a director has a material financial interest;
 - E. Electing to wind up and dissolve the corporation; or
 - F. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or bylaws, when the corporation is in the process of winding up.
- iii. Notice of any meeting of members shall be in writing and shall be given at least 5 days but no more than 15 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to be given if either notice is sent to that member by first-class mail or other written communication to the corporation's principal office, or notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.
- (e) Quorum. Twenty (20) percent of the general members, including no fewer than two (2) officers of the corporation, shall constitute a quorum for the transaction of business at any meeting of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the number of members required to constitute a quorum.
 - (f) Adjournment and Notice of Adjourned Meeting. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at the meeting. No meeting may be adjourned for more than forty five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.
 - (g) Voting. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members entitled to vote at any meeting of members or during any e-vote session shall be general members in good standing as of the date on which the meeting/e-vote session is held. Voting may be by voice, by e-vote or by ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote

shall be entitled to cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.

- (h) **Waiver of Notice or Consent.** The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present, and (2) either before or after the meeting, each member entitled to vote, who is not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 6(d)ii. the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

7. No Action Without a Meeting

No action required or permitted to be taken by the general members may be taken without a meeting.

8. Voting by Proxy

Voting by proxy is prohibited.

9. Members of Record

A person holding a general membership in good standing on the date of any action required or permitted to be taken by the general members, or on the date required for notice to be given of any proposed meeting, shall be a member of record.

10. Officers and Directors

| The corporate powers of this corporation shall be vested in the Board of Directors consisting of the President, Vice President, Secretary, Treasurer, Agility Coordinator and Tracking Coordinator of the corporation, and three (3) directors elected by the general membership as provided in these bylaws. All shall be general members in good standing of the corporation. A couple consisting of a husband and wife may jointly fill the position of a director. The president of the corporation shall serve as the chairman of the Board of Directors.

11. Election of Officers and Directors

- (a) The officers and directors shall be elected by ballot at the annual meeting of the members or by e-vote and shall serve for a one year term (not to exceed three consecutive years if so reelected). The past president shall automatically become one of the three (3) directors, or the Agility Coordinator or Tracking Coordinator, provided that in the event that there should be no past president, an additional director shall be elected. The term of office shall begin immediately after election.
- (b) The Officers and Directors shall be nominated in the following manner:
 - i. During the month of September each year, the president shall appoint a committee to select qualified candidates for election to the Board and to the various officer positions.
 - ii. The committee shall nominate one (1) candidate for each office and director's/coordinator's position.
 - iii. In September, the nominating committee shall submit a written report to the Secretary. The Secretary shall send a notification letter to each nominee as soon as possible. Each nominee shall notify the Secretary in writing of his/her acceptance or refusal of the nomination within 10 days of the date of the Secretary's notification letter. After the 10 day period, the Secretary will notify the chairperson of the nominating committee of the nominees' decisions.
 - iv. After the Secretary's report on the nominees' acceptance of their nominations, in the event of a nominee's termination of candidacy for any reason, if there is no nominee remaining for an office, it shall be the duty of the Board to nominate a candidate for the position.
 - v. A list of the nominees shall be published and sent to all general members as soon as possible after the secretary confirms the acceptance by each nominee of his or her nomination. Additional nominations may be submitted by email provided they are accompanied by the nominee's acceptance of the nomination.
 - vi. At the annual meeting of the corporation, any general member may make a nomination from the floor for any of the elected offices or directors' positions.
 - vii. Nominations cannot be made in any other manner than as provided in this section.
- (c) The nominated candidate receiving the greatest number of votes of general members present at the annual meeting or by e-vote for each office shall be declared elected.

12. Corporate Powers

- (a) Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and bylaws regarding actions that require the approval of the members, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of the Board of Directors.

- (b) Subject to the above limitations, the Board of Directors shall have the power to:
 - i. Appoint and remove at the pleasure of the Board all the corporation's officers, agents, and employees, other than the president, vice president, secretary, treasurer, and coordinators, and prescribe powers and duties for them that are consistent with the law, the articles of incorporation, and these bylaws.
 - ii. Change the Principal Office of the corporation in California from one location to another.
 - iii. Adopt and use a corporate seal.
 - iv. Call special meetings of the membership.
 - v. Conduct the general business of the corporation not otherwise provided in these bylaws, consistent with law and the corporation's purposes and limitations.
 - vi. Borrow money and incur indebtedness on behalf of and binding upon the corporation, so long as the terms and amounts of any indebtedness are entered into the minutes of the Board and signed by the president and secretary of the corporation.
- (c) Any action of the Board, except an action binding the corporation to repay an indebtedness, may be over-riden by a two-thirds (2/3) vote of all the general members in good standing.
- (d) Four (4) members of the Board of Directors, of which one (1) must be an elected officer, shall constitute a quorum for the transaction of business by the Board of Directors.

13. Duties of the Officers and Directors

- (a) The corporate secretary shall keep a complete record of all minutes and acts and proceedings of the Board of Directors.
- (b) The Board of Directors shall supervise all officers, agents, and employees, and ensure that their duties are properly performed.

14. Directors' Meetings

- (a) Place of Meetings. Meetings of the Board may be held at any place within California that has been designated by resolution of the Board, announced at the previously held meeting or in the notice of the meeting, or, if not so designated, at the Principal Office of the corporation.
- (b) Annual Meeting. Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, and the transaction of other business. Notice of this meeting is not required.

- (c) **Other Regular Meetings.** Other regular meetings of the Board may be held without notice at a time and place fixed from time to time by the Board.
- (d) **Special Meetings.** Special meetings may be called at any time by the president or the secretary or any two directors. Notice of any special meeting must be given to every officer and director at least 5 days and no more than 10 days before the time set for the meeting by any reasonable method that is most likely to ensure that the intended recipient receives actual notice of the special meeting.

15. Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

16. Vacancies

As vacancies occur on the Board of Directors, the remaining directors and officers may immediately appoint an individual from the general membership to fill that vacancy. The appointment must be ratified by a majority of the members present at the next regular meeting. The newly-appointed officer or director shall serve until the next annual meeting.

17. The President.

- (a) The president shall preside over all meetings of the members and the Board of Directors.
- (b) The president may call special meetings of the Board of Directors.
- (c) The president shall have, subject to approval and ratification of the Board of Directors, direction of the affairs of the corporation.

18. The Vice President.

- (a) The vice president shall perform the duties of the president during his or her absence, shall assist the president in the performance of his or her duties, and shall handle all matters pertaining to application and election to membership.
- (b) Subject to approval of the Board of Directors, the president may appoint the vice president to additional non-elected offices or committee chairs that might otherwise be vacant.
- (c) The vice president shall keep a roster of the names and addresses of all members of the corporation.

19. The Secretary

- (a) The secretary shall keep a record of the proceedings of the Board of Directors and the meetings of the general membership.
- (b) The secretary shall publish and mail, or arrange for the publication and mailing, of all notices required by these bylaws or by law, and shall be responsible for all other official correspondence of the corporation.

20. The Treasurer

- (a) The treasurer shall serve as the chief financial officer of the corporation.
- (b) The treasurer shall collect and receive all money due or belonging to the corporation and shall give receipts.
- (c) The treasurer shall deposit, in the name of the corporation, all money received in a place or places of deposit designated by the Board of Directors.
- (d) The treasurer shall pay the duly incurred debts and bills of the corporation; shall reimburse members of the corporation who have advanced funds on behalf of the corporation, upon receipt of proper documentation; shall handle all matters of insurance coverage for the corporation; and shall pay out any money ordered to be paid by the Board of Directors.
- (e) The treasurer shall maintain updated and complete records, which shall be open to inspection by any general member at any reasonable time.
- (f) The treasurer shall be prepared to report to the Board of Directors at each regular meeting on the condition of the finances of the corporation.
- (g) The treasurer shall prepare an "Annual Report," as required in Section 27 below.
- (h) The treasurer's accounts may be audited by the Board of Directors at any time, and shall be audited at least every other year, as soon as practical following the annual meeting of the corporation.

21. The Agility Coordinator

The agility coordinator shall oversee all agility activities of the corporation, subject to approval of the Board.

22. The Tracking Coordinator

The tracking coordinator shall oversee all tracking activities of the corporation, subject to approval of the Board.

23. Committees

The Board may create committees of the general membership to carry out the functions of the corporation, subject to the Board's approval. The president shall have the authority to name the

chairperson of each committee. The president shall be an ex-officio member of each committee, except the Nominating Committee.

24. Indemnification

- (a) **Right of Indemnity.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any of the above positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- (b) **Approval of Indemnity.** On written request to the Board of any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in the Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors and/or officers who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the general members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the general members present at the meeting shall authorize indemnification.
- (c) **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 24(a) and 24(b) of these bylaws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

25. Insurance

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such. The corporation shall also have the right to purchase and maintain insurance to the full extent permitted by law to protect its tangible assets.

26. Records and Papers

- (a) The corporation shall keep:
 - i. Adequate and correct books and records of account;

- ii. Written minutes of the proceedings of its members, Board, and committees of the Board; and
 - iii. A record of each member's name, address, and class of membership.
- (b) All such records and papers shall be available and subject to inspection and copying by any member of the Board of Directors or any general member or the director or general member's agent or attorney, upon request, at any reasonable time and place, and if the purpose for inspection and copying is reasonably related to the general member's interest as a member of the corporation.
- (c) Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- (d) The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times.

27. Annual Report

- (a) The secretary shall prepare an annual report within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:
- i. A balance sheet as of the end of the fiscal year, an income statement, a statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of the treasurer that they were prepared without audit from the books and records of the corporation;
 - ii. A statement of the place where the names and addresses of the current members are located; and
 - iii. Any information that is required by Section 28 below.
- (b) The corporation shall notify each member annually of the member's right to receive a financial report under this section. Except as provided in subsection (3) of this bylaw, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.
- (c) This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

28. Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver or make available to its general members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the corporation's fiscal year:

- (a) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (1) to which the corporation was a party, (2) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):
 - i. Any director or officer of the corporation;
 - ii. Any holder of more than 10 percent of the voting power of the corporation.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

29. **Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine and feminine genders include the masculine, feminine, and neuter; the singular includes the plural and the plural includes the singular; and the term "person" includes both a legal entity and a natural person.

30. **Amendments**

These bylaws may be altered, amended or repealed, in whole or in part as follows:

- (a) The proposed amendment must be presented and discussed at a regular or special general membership meeting, or circulated by email.
- (b) Thirty (30) days written notice of the proposed amendment is sent to the membership along with a designated meeting date for voting on the amendment.
- (c) For the proposed amendment to pass, it must be approved by a two-thirds (2/3) vote of the general members in good standing.
- (d) In case of extreme urgency, a vote may be taken with a written notice at least ten (10) days prior to the date of a regular or special meeting.

31. **Order of Business and Rules of Order.**

- (a) The order of business of all meetings of the corporation and of the Board of Directors shall be as follows:

Roll Call

Introduction of new members and guests

Reading of minutes and correspondence

Reports of Officers and Committees

Elections

Unfinished business

New business

Adjournment

- (b) The above order of business may be altered or suspended at any meeting by the majority of the members present.
- (c) All order of business not otherwise provided for in this bylaw shall be governed by the procedures set forth in the Roberts Rules of Order.
- (d) Any questions as to the interpretation of these bylaws may be resolved by a majority vote of the general members present at any regular meeting.

32. Dissolution

- (a) Procedure for Dissolution. The corporation may be dissolved at any time with the written consent of not less than two thirds (2/3) of the general members in good standing, at a meeting duly called and noticed for that purpose.
- (b) Distribution of Assets. In accordance with the California Nonprofit Public Benefit Corporation Law, on the winding up or dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for pleasure, recreation, the promotion of social welfare through the amateur sports of dog agility and dog tracking, which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and which has established its tax-exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding provision of any future California revenue and tax law).

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of TWO RIVERS AGILITY CLUB OF SACRAMENTO, a California nonprofit public benefit corporation, and that the above bylaws, consisting of 15 pages, are the bylaws of this corporation as adopted by the general membership of the corporation on _____, 2005, and that they have not been amended or modified since that date.

Executed on _____, 2005 at Sacramento, California.

Secretary of the Two Rivers
Agility Club of Sacramento