

January 1, 1994

CONSTITUTION AND BYLAWS OF THE Versatility In Poodles, Incorporated

ARTICLE I Name

The name of the corporation shall be the Versatility In Poodles , Inc. (herein called the corporation)

ARTICLE II Purposes

The mission of this corporation is to link and serve those people who wish to protect and advance the interests of the breed as a versatile and healthy dog.

Section 1. Health. To encourage and to promote the breeding of the purebred poodle as a healthy, sound, long-lived, and energetic dog.

Section 2. Education. To educate owners, breeders, and the public in the care, training and breeding of the purebred poodle such that their natural qualities are brought to maximum potential in a humane and caring manner.

Section 3. Performance. To support versatile performance by conducting events and programs which protect and advance the interests of the breed as versatile healthy dogs.

Section 4. People. To maintain among and by our members the highest spirit of cooperation and devotion to the principles of good sportsmanship and the humane care and training of poodles.

Section 5. This corporation is organized as a non-profit corporation. No part of the corporation's earnings shall inure to the benefit of its members or officers.

ARTICLE III Headquarters

The office and headquarters of the corporation shall be the residence of the corresponding secretary.

ARTICLE IV Membership

Section 1. Types of membership: There shall be three types of membership, a. General membership , b. Associate membership, and c. Linked membership

a. General membership: General membership shall be open to all persons who have attained the age of eighteen years, who are in good standing with the national kennel corporations and The Poodle corporation of America, who have put a performance or service title (any title conferred upon a dog which recognizes his performance as opposed to his appearance including but not limited to obedience, tracking, working, agility, field, therapy, and service) on a dog and who subscribe to the purposes, principles, and code of ethics of the corporation. Any person who is a general member has full rights and duties of participating in the corporation functions and activities including holding office and chairing committees.

b. Associate membership: Associate membership shall be open to all persons who have attained the age of ten years, are in good standing with the national kennel corporations and the Poodle Club of America and who subscribe to the purposes and code of

ethics of the corporation but has not put a performance or service title on a dog. An associate membership shall be advanced to general membership upon completing a performance or service title on a dog and attaining the age of eighteen. No associate member shall be eligible to hold office or to chair a committee but may serve on a committee.

c. Linked membership: Linked membership is open to any person who has attained the age of eighteen or organization which ascribes to the bylaws and code of ethics and pays dues. No linked member shall be eligible to hold office, to chair a committee, or to vote.

Section 2. Application for membership. Each applicant for membership shall apply on a form approved by the board of directors of the corporation which shall provide that the applicant agrees to abide by the by-laws and code of ethics of the corporation.

Section 3. Election to membership. (amended 6/10/2001) An applicant for membership whose application has been received and reviewed by the membership committee shall be submitted to the board for approval. Upon approval of the board the applicant shall be accepted into membership and their name published in the next newsletter. The applicant shall be promptly notified of the action. If the applicant is denied membership, in the spirit of disclosure and education the reasons shall be included in the notification. (See Article X, Section 1,a.)

Section 4. Appeal. Any applicant for membership whose application has been rejected may reapply no sooner than six months after such rejection.

Section 5. Dues

a. Annual dues for individuals and families shall be set by the board of directors. Members elected within the first three months of the official corporation year shall not again be liable for dues until the first day of the first month of the fiscal year of the following year. Newly admitted members shall pay a processing fee in addition to pro-rated annual dues for the fiscal year in which they are admitted both of which payments shall be made within thirty days after being notified of admission to membership. Upon failure to make such payment of dues and processing fee, such admission may, at the discretion of the board, be rescinded.

b. Dues shall be payable for each year on January first of that year.

c. Any member who has resigned his membership or who has been expelled for misconduct will not be entitled to a refund of any portion of dues, or other payments made by him, and shall be readmitted to the corporation only in the manner prescribed for new members.

Section 6. Termination of membership.

a. By resignation. Any member may resign from the corporation by giving written notice of such resignation to the corresponding secretary.

b. By failure to pay dues. The membership of any member whose dues remain unpaid for sixty days after the first day of the fiscal year shall terminate unless the board shall in a meritorious case grant an additional grace period of not more than ninety days and shall terminate upon expiration of such grace period without payment being made.

c. By Expulsion. Membership may be terminated by expulsion as provided in Article XI of these by-laws.

ARTICLE V Meetings

Section 1. Annual meeting. There will be an annual meeting of the corporation held at a place, date and hour designated by the board of directors. Written notice of the annual meeting shall be mailed by the corresponding secretary to each member at least thirty days prior to the date of the meeting.

Section 2. Additional meetings. Additional membership meetings shall be held at a place, date and hour designated by the board of directors. Written notice of such membership meetings shall be mailed by the corresponding secretary to each member at least thirty days prior to the date of the meeting.

Section 3. Special corporation meetings. Special corporation meetings may be called by the president or by a majority vote of the members of the board and shall be called by the corresponding secretary by written notice to the membership at least thirty days prior to the date of the meeting.

Section 4. Voting. At all membership meetings of the corporation only members in good standing may vote. Voting may be in person, by written ballot, or by electronic mail. The board at its discretion may also submit questions to the membership and provide for reply to such questions by mail and by electronic mail.

Section 5. Order of business. At all membership meetings and meetings of the board the order of business, so far as the character and nature of the meeting permits, shall be as follows:

- a. Roll call
- b. Presentation of agenda list with time frame of meeting devoted to each item.
- c. Minutes of the last meeting
- d. Report of the president
- e. Report of first vice president
- f. Report of corresponding secretary
- g. Report of the treasurer
- h. Reports of committees
- i. Unfinished business
- j. New business
- k. Review of the meeting
- l. Adjournment

The order of business may be suspended at any membership meeting by vote of 2/3 of the members present and entitled to vote.

ARTICLE VI Board of Directors

Section 1. Composition. The board of directors shall be composed of the president, vice president, recording secretary, corresponding secretary, treasurer, chairperson of the health and education committee and chairperson of the performance committee. The president shall vote only in case of a tie.

Section 2. Powers and duties. The board of directors shall be entrusted with the general management of the corporation's affairs exercising those powers and duties specified in these

bylaws and transacting the general business of the corporation not otherwise provided for in these bylaws. Each member of the board shall have an unqualified right of access to the books, records and files of the corporation.

Section 3. Meetings. The first meeting of the board after its election shall be held as soon after the biennial election meeting as practicable. The board shall also hold meetings in conjunction with regular membership meetings and with the annual membership meetings held in those years in which elections are not held and shall in addition meet at other times during each year at appropriate intervals at the call of the president and at such times and places are provided by a majority of the board. A special meeting of the board shall be held upon written request of three members of the board to the corresponding secretary, which request shall contain a statement of the purpose for which the meeting is to be called. Written notice of each regular meeting and each special meeting of the board shall be mailed to each member of the board at least ten days prior to the date of the meeting, except that if the first meeting is held immediately following the biennial election meeting no advance notice need be given and announcement of the call at the membership meeting shall be sufficient. All Board of Director meeting minutes shall be published in the next newsletter.

Section 4. Business by mail. In the routine operation of the business of the corporation, the board may vote by mail, by conference call, or by electronic mail. Otherwise, the vote will be taken only at a regular or special meeting and only those persons present in person shall be entitled to vote.

Section 5. Vacancies. Any vacancy occurring on the board or among the officers, except a vacancy in the office of president, shall be filled for the unexpired term by an eligible member nominated by the president and approved by a majority vote of the board.

Section 6. Tenure. No director or officer shall be eligible for election to the board for more than two successive terms of two years each.

Section 7. Removal. Any officer or director may be removed from office for cause by a two thirds vote of the members by secret written ballot.

ARTICLE VII Officers

Section 1. Titles. The officers of the corporation shall be the president, vice president, corresponding secretary, recording secretary and treasurer.

Section 2. Duties.

a. President shall be the chief executive officer of the corporation, shall preside at all meetings of the membership and of the board and shall perform all the duties and have all the powers normally associated with the office of president, including those duties imposed and powers granted by these bylaws, shall have the right to attend meetings of all committees, except the nominating committee, and may take part in the deliberations of such committees but shall not have a vote except in the case of a tie.

b. The vice president shall perform the duties and exercise the powers of the president in case of the president's absence, incapacity or death.

c. The corresponding secretary shall

(i) conduct the correspondence of the corporation,

- (ii) maintain a record of the membership of the corporation and once a year furnish members with a list of the membership,
- (iii) notify newly elected applicants of their membership and furnish them with a copy of the corporation's Certificate of Incorporation, Bylaws and Code of Ethics, and membership list,
- (iv) issue notices of all meetings, mail lists and ballots to all members as required by these bylaws and receive such ballots back from the members,
- (v) hold as custodian the seal of the corporation and such books, records and correspondence which he is required to keep or which come into his possession by virtue of his office and
- (vi) perform such other duties as his office may require including maintenance of corporation historical records.

d. The recording secretary shall

- (i) record all of the proceedings of the meetings of the membership and of the board in a book kept for that purpose, including conference call meetings and electronic meetings,
- (ii) mail to all members of the corporation a copy of the minutes of all membership meetings and board meetings,
- (iii) act as custodian of all records submitted to him and of the books and records pertaining to his office and duties.

e. The treasurer shall

- (i) collect and receive all moneys due to or belonging to the corporation and deposit the same in bank(s) approved by the board;
- (ii) maintain books on a double-entry system and keep complete records in accordance with generally accepted accounting principles and maintain his books and records open to inspection by the board at all times;
- (iii) prepare complete six months, and annual financial statements and report to the board at every meeting the current condition of the corporation's finances;
- (iv) at each membership meeting present the latest financial statement;
- (v) he shall publish the annual financial statement in the corporation bulletin for distribution to all members within sixty days of the end of the fiscal year;
- (vi) sixty days after the beginning of the fiscal year make a report to the board naming those members who are in arrears of their dues;
- (vii) file the necessary federal tax return and state corporate registration on a timely basis, employing professional help as necessary at the expense of the corporation;
- (viii) maintain adequate insurance to protect the corporation from liability during its functions.

g. The board of directors shall

- (i) manage the business affairs of the corporation
- (ii) plan and promote measures for the corporation's growth
- (iii) hold hearings for disciplinary actions
- (iv) report to the members the business transacted by the board of directors
- (v) supervise and approve expenditures from the corporation's general fund.
- (vi) carry out any other duties and obligations as set forth in these bylaws.

ARTICLE VIII Fiscal and official year

Section 1. Fiscal Year. The corporation's fiscal year shall begin on the first day of January of each year and end on the last day of the following December.

Section 2. Official Year. The corporation's official year shall begin immediately at the conclusion of the annual meeting and shall continue to the conclusion of the next annual meeting. The elected officers and directors shall take office immediately upon their election and each succeeded officer and director shall turn over to his successor in office all properties and records relating to that office within fifteen days after the election.

ARTICLE IX Elections

Section 1. Time. The members of the board shall be elected every two years at the time of the annual meetings to hold office for a term of two official corporation years and until their successors are chosen and assume their duties.

Section 2. Nominations and voting

a. Qualifications of candidates. No member may be a candidate in any corporation election unless such person has been nominated in accordance with these bylaws.

b. Nominations. The nominating committee shall nominate from among the eligible general members in good standing one candidate for each office and for each other position on the board and shall procure the acceptance in writing of each such nominee. Not less than twelve weeks prior to the date of the biennial election meeting the nominating committee shall submit its slate of candidates to the corresponding secretary who shall mail the list to each member of the corporation at least ten weeks prior to the date of the biennial election meeting.

c. Additional nominations of eligible individual members in good standing may be made by written petition addressed to the corresponding secretary and received at the corporation's headquarters at least six weeks prior to the biennial election meeting, signed by five members and accompanied by the written acceptance of each such additional nominee. No person shall be a candidate for more than one position. These additional nominations may be made only from among those members who have not accepted a nomination of the nominating committee.

d. Unopposed Election. If no valid additional nominations are received by the corresponding secretary at least six weeks prior to the biennial election meeting, the nominating committee's slate shall be declared elected at the time of the annual meeting and no balloting will be required.

e. Opposed Election. If one or more valid additional nominations are received by the corresponding secretary at least six weeks prior to the biennial election meeting, the corresponding secretary, at least four weeks prior to the date of the biennial election meeting, shall mail to each member in good standing a ballot listing all of the nominees for each position in alphabetical order, together with a blank envelope and a return envelop addressed to the corresponding secretary or his designee marked "Ballot" and bearing the name of the member to whom sent. So that the ballots may remain secret, each voter, after marking his ballot shall seal it in the blank envelop which in turn shall be placed in the return envelop addressed to the corresponding secretary or his designee. To be valid a ballot must be received by the

corresponding secretary or his designee not less than one week prior to the day of the annual meeting. Three tellers shall be appointed by the president. The tellers shall promptly count the number of votes received by each candidate and report the result of the election at the membership meeting. The candidate receiving the largest number of votes for each position shall be declared elected.

f. Tie Votes. In the event that an equal number of votes is received by two or more candidates for the same position and no other candidate for such position receives a greater number of votes, the members present at the meeting shall vote by secret written ballot on the tied candidates until one candidate receives a majority vote.

g. Voting. Each general or associate member of the corporation is entitled to one vote. In establishing the ratios necessary to pass on any subject abstentions are not considered.

ARTICLE X Committees

Section 1. Standing Committees

a. Membership committee shall consist of three members appointed by the president and approved by the board. The committee shall investigate and review all applications for membership. This is an administrative committee whose duties are to assure that prospective members' applications are properly completed and that performance or service titles attained are adequately documented. Upon receipt of such completed application the committee will transmit the application with the committee's written recommendation to the board. The committee chairperson shall make available the by laws, code of ethics and membership application to any person who makes such request.

b. The health and education committee shall consist of two members appointed by the president and approved by the board plus the chairperson voted upon by the membership. The committee shall work to provide educational materials, educational events and educational information to breeders, owners and the general public regarding the health, training, breeding and showing of poodles. It shall be the duties of the committee to schedule educational events, promotions and publicity consistent with the practices of responsible dog ownership, responsible dog breeding, and with the code of ethics of the corporation. It shall be the education committee's responsibility to publicize the corporation and its activities and maintain a list of available educational materials for distribution to persons who make such request.

c. The performance committee shall consist of two members appointed by the president and approved by the board plus the chairperson voted upon by the membership. The committee shall promote the humane training of all phases of poodle performance including but not limited to obedience, agility, therapy, field, tracking, canine good citizen, and service. The committee shall schedule and develop workshops, seminars, fun matches, working matches and other events to provide a training arena for poodles. These events shall not always be limited to poodles.

e. The nominating committee shall be appointed by the board at least sixteen weeks before the biennial election meeting. It shall consist of three members and one alternate, all members in good standing and none of whom shall be members of the then current board. The board shall designate the member who is to be the chairperson. This committee may conduct its business by mail, telephone or electronic mail. The committee shall nominate from among the eligible members in good standing one candidate for each office, each other position

on the board and shall procure the written acceptance of each chosen nominee. The committee shall then submit its slate of candidates to the corresponding secretary at least thirteen weeks prior to the date of the biennial election meeting.

f. The audit committee shall be appointed by the president, with the approval of the board, not later than the first day of February in each year and shall consist of three members. The committee shall examine the records of the treasurer and audit the treasurer's books and report its findings to the corporation at the annual meeting. Not more than one member of the board may serve on the audit committee and the treasurer shall not be a member of the audit committee. The committee may hire a professional accountant to assist it and may adopt the report of such accountant as its report.

Section 2. Special committees. Special committees may be appointed by the president with the approval of the board. The membership may by a majority vote at a regular or special meeting direct the president to appoint a special committee for a particular purpose.

Section 3. Termination. 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 services have been terminated.

Section 4. Quorum. A majority of any committee of the corporation shall constitute a quorum at any meeting except as otherwise provided by the appointing authority.

Section 5. Committee rules. Any committee of the corporation may promulgate rules governing its meetings, procedures and administration, except as otherwise provided in these bylaws, or as directed by the board.

ARTICLE XI Discipline

Section 1. Suspension. Any member who is suspended from the privileges of a national kennel corporation automatically shall be suspended from the privileges of this corporation for a like period.

Section 2. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interest of the corporation or the breed. Written charges with specifications must be filed in duplicate with the corresponding secretary together with a deposit (the amount determined by the board of directors on a biennial basis) which shall be forfeited if such charges are not sustained by the board or committee following the hearing. The corresponding secretary shall promptly send a copy of the charges to each member of the board or present them at a board meeting. The board shall first consider whether the actions alleged in the charges if proven might constitute conduct prejudicial to the best interest of the corporation or the breed. If the board concludes that the charges do not allege conduct which would be prejudicial to the best interest of the corporation or of the breed it may refuse to entertain jurisdiction. If the board entertains jurisdiction of the charges, it shall fix a date for a hearing by the board or a committee of not less than three members of the board. The time of the hearing shall be not less than three nor more than six weeks thereafter. The corresponding 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 accused member 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 complainant and accused member shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by the complainant and the accused member, the board or committee may by a majority vote of those present suspend the accused member from all privileges of the corporation for not more than six months from the date of the hearing or until the next membership meeting if that will occur after six months. 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 accused member's right to appear before his fellow members at the ensuing corporation meeting which considers the recommendation of the board or committee. When they have reached a decision the findings shall be put in writing and filed with the recording secretary. The recording secretary shall then notify each of the parties of the decision and penalty, if any.

Section 4. Expulsion. Expulsion of a member from the corporation may be accomplished only at a regular or special membership meeting of the corporation following a hearing and upon the recommendation of the board or committee as provided in Section 3 of this article. The accused member 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, findings and recommendations and shall invite the accused member, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A two thirds vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not voted the suspension shall stand.

ARTICLE XII Amendments

Section 1. Amendments to the bylaws and the code of ethics may be proposed by the board of directors or by written petition addressed to the corresponding secretary and signed by ten members. 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 corresponding secretary for vote within three months of the date when the petition was received by the corresponding secretary. These proposed amendments may be submitted by publication in the regular newsletter of the corporation.

Section 2. These bylaws and code of ethics may be amended at any time provided a copy of the proposed amendment has been mailed by the corresponding secretary to each member and accompanied by a ballot on which he may indicate his choice for or against the action to be taken. The notice shall specify a date not less than thirty days after the date of mailing by which date the ballots must be returned to the corresponding secretary to be counted. A favorable vote of two thirds of the members in good standing whose ballots are returned within the time set shall be required to effect any such amendment.

Section 3. Unless otherwise stated in the proposal, any proposed amendment becomes effective immediately upon approval by the membership.

ARTICLE XIII Parliamentary procedure

Section 1. The rules of parliamentary procedure contained in the current edition of Robert's Rules of Order shall be the authority governing parliamentary procedure at all meetings of the corporation and of the board, subject always to existing laws and these by laws.

ARTICLE XIV Dissolution

The corporation may be dissolved at any time upon written consent of two thirds of the members, due notice of such intent being given in writing to all corporation members. After the payment of all debts and liabilities of the corporation, its assets and properties shall be donated to a charitable organization to be agreed upon by the members.