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BY-LAWS OF THE NORTH AMERICAN PUDELPOINTER BREEDERS ALLIANCE, INC.

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A WYOMING NONPROFIT PUBLIC BENEFIT CORPORATION



ARTICLE I  
PURPOSE AND DEDICATION OF ASSETS

1.01 Purpose. The general purposes for which the North American Pudelpointer Breeders Alliance (hereafter the Corporation) is organized are to engage in any lawful activity designated by the Board of Directors for which corporations may be organized under the Wyoming Nonprofit Corporation Act, Title 17, Chapter 19 of the Wyoming Statutes, as amended. At the time of the adoption of these bylaws, the Corporation has purposefully not elected to seek or hold itself out as a private charitable organization under the terms required by Section 501(c)(iii) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provisions of any future Internal Revenue Law of the United States and the regulations promulgated thereunder. In particular, the primary purposes of the Corporation, the “Four Pillars” as that phrase is further referenced in Article IX, §9.01, are to:

- ✓ Build respect, credibility and strategic importance for the Pudelpointer Breeders within the dog organizations, the business communities, and the hunting communities in which we work;
- ✓ inform and educate current and future Pudelpointer breeders, owners, and hunters about principles and practices that help the North American Pudelpointer Alliance in achieving its objectives and goals;
- ✓ positively influence the breeding practices of our members in order to maintain the best of the best Pudelpointers worldwide; and
- ✓ encourage professional decision-making and social responsibility.

Concurrent with the adoption of these By-laws the Corporation adopts and incorporates herein by this reference **Exhibit A, the North American Pudelpointer Alliance Code of Ethical Behavior.**

1.02 Dedication. The properties and assets of this non-profit Corporation are irrevocably dedicated to the charitable purpose set forth in Section 1.01. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any Director or Officer of this Corporation or any other private person or individual. Upon dissolution of the Corporation, assets remaining shall be distributed using one or more of the following provisions, including to one or more entities which is/are dedicated to charitable purposes as those are broadly defined at Wyoming Statutes § 17-19-1804 (as such may be amended from time to time):

- (1) to a similarly constituted nonprofit entity chartered to benefit and protect the pudelpointer canine breed; or
  - (2) for one or more exempt purposes within the meaning of Section 501(c)(iii) of the Internal Revenue Code; or
  - (3) to the federal government, or to a state or local government, for a public purpose.
- Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located,

exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE II OFFICES

2.01 Business Offices. The Corporation may have such business offices, either within or without the State of Wyoming, as the Board of Directors may designate or as the Corporation may require from time to time to fulfill its purposes.

2.02 Principal Office. The Principal Office of the Corporation shall be at 320 E. Broadway, Suite 2A, Jackson, Wyoming 83001.

2.03 Registered Office. The initial registered office of the Corporation shall be coincident with the offices of Carlman Legal Services, LLC (a Wyoming limited liability company) and Western Agents, Inc., (a Wyoming corporation), both located at 320 E. Broadway, Suite 2A, Jackson, 83001. Unless otherwise designated by the directors of the Corporation, Western Agents, Inc. shall service as the Registered Agent for the Corporation. The registered office of the Corporation may be but does not necessarily have to be the same as the Principal Office of the Corporation.

## ARTICLE III MEMBERS

3.01 Members. The Corporation shall have members. Members shall be admitted or removed upon the concurrence of a two-thirds affirmative vote of a quorum of the Board of Directors. See Article IV, §4.09(e) for further guidance on the matter of determining when a two-thirds majority has been achieved under different quorum scenarios. Consideration of admission to or expulsion from membership may be addressed in executive session and minutes of executive session shall follow the guidance set forth herein below at Article V, §5.06(b).

## ARTICLE IV DIRECTORS

4.01 Number. The Corporation shall have a minimum of three Directors and a maximum of nine (9) Directors who shall collectively be known as the Board of Directors or the Board. The initial Board of Directors shall consist of the persons named in the Articles of Incorporation and, thereafter, the exact number of Directors shall be fixed from time to time within the limits of this Section 4.01, by majority vote of the Board.

4.02 Term. At the time of election of a Director, the Director shall serve for a defined term of three years (3) annualized to conform to starting and ending dates shared by other Directors. Directors may serve for up to three (3) consecutive terms, after which time the Director's term shall expire. Departures from Board service due to death, resignation or removal

as provided herein shall impose a duty on the remaining Board to timely take up the question of replacement. The Board may provide for the orderly rotation of Directors off of the Board by the adoption of a specific Plan of Rotation, which Plan of Rotation shall be approved or rescinded by not less than two-thirds (2/3) of the Directors at a meeting where a quorum has been established and maintained.

4.03 Rotation. All Board members shall serve three-year terms, and are eligible for re-election for a second or third consecutive term. However, and effective as of the date of adoption of these by-laws, as amended from time to time, no board member shall serve more than three three-year terms consecutively. The Board in place as of the date of adoption of these amended by-laws may include members with one, two and three-year terms to begin staggered terms. The Board roster may be divided into approximately equal-sized groups of seats, designated, for example, as groups I (initial term of one year), II (initial term of two years), and III (initial term of three years). In any event, the Board is empowered to alter directors' term lengths to ensure a staggered rotation.

Pursuant to this procedure, each group shall have its own term-ending year as indicated on a Board Rotation Schedule, to be retained in the office files of the Secretary. The Board shall annually update and supplement the Board Rotation Schedule or more frequently as resignations, departures and replacements may warrant.

4.04 Election. Directors shall be elected by a majority of the members of the Board in office, from time to time, even though the number of Directors constituting such majority may be less than the quorum of authorized Directors due to a vacancy on the Board.

4.05 Compensation. Directors shall not receive compensation for their services.

4.06 Vacancies.

(a) Vacancies in the Board of Directors shall exist:

- (1) on the death, incapacity, removal or resignation of any Director; or
- (2) whenever the number of authorized Directors is increased; or
- (3) whenever a duly adopted Plan of Rotation triggers the departure of one or more Directors.

(b) The Board of Directors may declare vacant the office of a Director:

- (1) if such Director is declared of unsound mind by an order of Court or convicted of any felony in any jurisdiction;
- (2) if, within sixty (60) days after notice of selection such Director does not accept the office either in writing or by attending a meeting of the Board; or

(3) if a Director has objected in writing to a written request from the President to vacate a seat, then if not less than two-thirds (2/3) of the Directors (not counting for this purpose the Director being considered for removal) determine that a particular Director should be removed in the best interest of the Corporation; or

(4) whenever a duly adopted Plan of Rotation triggers the departure of one or more Directors; a departure of a Director pursuant to a Plan of Rotation shall be equivalent to either a “resignation” or a “removal” as those terms are used elsewhere in these bylaws.

(c) If the Board accepts the resignation of a Director tendered to take effect at a future time, it may elect a successor to take office when the resignation becomes effective.

4.07 Reduction. A reduction of the number of authorized Directors shall not, by itself, result in the removal of any Director. Removals of Directors shall occur pursuant to the provisions of sections 4.05(a) and (b) hereinabove.

4.08 Directors to Control. The Directors shall have control and management of the affairs and property of the Corporation and, except as otherwise provided in Section 4.10 of the By-Laws, may act only at a duly constituted meeting. They shall appoint such agents (which may be either persons or corporations), and officers as its business requires, and shall employ such persons as may be necessary in the conduct of its affairs. The compensation of such persons shall be as fixed from time to time by resolution of the Board.

4.09 Meetings.

(a) Meetings shall be held at any location selected by the President or a majority of all Directors. As further set forth hereinbelow at section 4.11, meetings may occur with the use of real-time digital or telephonic technology; there is no requirement that Directors assemble in the same physical space to conduct a meeting.

(b) At a minimum, semi-annual meetings of the Board shall be held each year at such time and on such day during April and November as may be designated by the President and stated in the notice of the meeting.

(c) Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or any two Directors. The President, Secretary or Directors calling any special meeting of the Board of Directors may fix any place, either within or without the State of Wyoming, as the place for holding any special meeting of the Board of Directors called by them.

(d) Unless otherwise provided in the Articles, the Secretary or the person or persons calling a meeting of the Board of Directors shall give each Director notice of the time and place of such meeting (i) by written notice delivered personally or mailed or electronically mailed to such address as the Director shall have designated in writing filed with the Secretary,

or (ii) by word of mouth, telephone or radiophone personally to such Director, in each case not less than five (5) business days prior thereto. If mailed, such notice shall be deemed to be delivered three (3) business days after the time deposited in the United States mail so addressed, with postage thereon prepaid. Whenever any notice whatever is required to be given to any Director of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(e) A majority of the number of Directors authorized pursuant to Section 4.01 shall constitute a quorum for the transaction of business. When determining whether any voting standard of two-thirds has been met, these particular integer-rooted guidelines shall prevail over the simple math of “two-thirds;” a quorum of four (4) Directors shall require at least three (3) Directors to reach two-thirds; a quorum of five (5) Directors shall require at least three (3) directors to reach two-thirds; a quorum of six (6) Directors shall require at least four (4) directors to reach two-thirds; a quorum of seven (7) Directors shall require at least five (5) directors to reach two-thirds; a quorum of eight (8) Directors shall require at least five (5) directors to reach two-thirds; and a quorum of nine (9) Directors shall require at least six (6) directors to reach two-thirds. This practical provision resolves foreseeable concerns about the role of fractions and “almost-two-thirds” outcomes in determining the achievement of a two-thirds majority vote.

(f) Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum of the Directors is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this Corporation or these By-Laws require a greater number.

(g) Except as otherwise expressly provided in these By-Laws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present from time to time at such meeting may without further notice adjourn the meeting from time to time until its business is completed.

(h) Meetings shall be presided over by the President of the Corporation or in his absence by the Vice President, or in the absence of both, by a Chairperson chosen by a majority of the Directors present. The Secretary of the Corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any such meeting, the presiding officer may appoint any Director present to act as Secretary for the meeting.

(i) A Director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which such Director is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such

Director's dissent shall be entered in the minutes of the meeting or unless such Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forwards such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.10 Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors or any committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of such committee entitled to vote with respect to such action. Electronic signatures or emailed statements of assent shall suffice to meet the requirement of a signature.

4.11 Telephone Meetings. Directors may participate in and hold meetings by means of a conference telephone or similar communications arrangement by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole and express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## ARTICLE V OFFICERS

5.01 Number. The Principal Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be elected or appointed by the Directors. Any number of offices may be held by the same person, except that the President may not serve concurrently as either the Vice President or Secretary.

5.02 Selection. Officers shall be elected or appointed by the Directors and each such officer shall hold office until he resigns, is removed or is otherwise disqualified to serve as an officer, or until his successor officer shall be elected and qualified, whichever occurs first.

5.03 Vacancies. Any vacancy in any office caused by death, resignation, removal or otherwise shall be filled by the Board of Directors.

5.04 President. The President shall be the chief executive officer of the Corporation and shall, in general, subject to the control of the Board of Directors, supervise and control all of the business and affairs of the Corporation. The President shall perform all duties incident to such office and such other duties as may be assigned from time to time by the Board of Directors. Included in the supervisory and controlling authority of the President is the capacity to delegate operational control and mission implementation to designated contractors or agents, which contractors or agents may carry any appropriate title, (e.g. "Annual Meeting Coordinator," "NAPBA Delegate to \_\_\_\_\_,") and shall be expressly identified by the Board of Directors.

5.05 Vice President. The Vice President shall, in the absence of or disability of the President and in the order of rank as fixed by the Board of Directors, perform all the duties of the President and, when so acting, shall have the powers of, and be subject to the restrictions on, the President. They shall have such other powers and perform such other duties as may be imposed by law, by the Articles of Incorporation of this Corporation, or by the By-Laws or as may be prescribed from time to time by the Board of Directors or the President.

5.06 Secretary. The Secretary shall:

(a) Certify and keep the original or a copy of these By-Laws as amended or otherwise altered to date.

(b) Keep a book of the minutes of all meetings of the Directors and the Executive Committee, recording therein the time and place of holding, whether regular or special, and how authorized, the notice given, the names of those present and the proceedings thereof. The Secretary is encouraged to maintain and, upon request, make readily available to the members complete, current and logically and/or chronologically organized digital duplicates of the Articles of Incorporation, these By-Laws, any amendments to these By-Laws, all annual reports made to the Wyoming Secretary of State, every federal tax return filed on behalf of the Corporation, and minutes of all meetings. Minutes from executive sessions of the Board shall observe appropriate discretion by avoiding undue detail in describing any sensitive matters therein addressed or resolved. Every Director shall receive necessary individual access credentials (e.g. username, password) to log in to any secure digital location where such records may be maintained; these individual credentials shall be known to the Officers and the Secretary shall terminate these credentials when a Director leaves the Board.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records and of the seal of the Corporation.

(e) Exhibit at all reasonable times to any Director of the Corporation, or to such Director's agent or attorney, or to any person or agency authorized by law to examine them, on request therefor, the By-Laws, the minutes of the proceedings of the Directors and other records of the Corporation.

(f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

(g) If authorized by the Board of Directors, and as further set forth at section 5.08 hereinbelow, the Secretary may retain the services of an assistant, software agency, and/or other internet-based productivity service to assist in the completion of duties herein suggested or prescribed.

5.07 Treasurer. The Treasurer, subject to the provisions of Article VII of these By-Laws shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive and give receipt for moneys due and payable to the Corporation from any source whatever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by or under authority of the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to a Director's agent or attorney, or to any person or agency entitled by law to examine the same, on request therefor.

(f) Render to the President and Directors whenever they so request an account of any or all transactions as Treasurer and of the financial condition of the Corporation.

(g) If required by the Board of Directors, give a bond for the faithful discharge of such Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

(i) If authorized by the Board of Directors, and as further set forth at section 5.08 hereinbelow, the Treasurer may retain the services of a bookkeeper, certified public accountant, and/or other financial advisor to assist in the completion of duties herein prescribed.

5.08 Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person or act as assistant to any officer, or as agent for the Corporation in such officer's stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to be assistant, or as to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

5.09 Compensation. The compensation of the Principal Officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, and no officer shall be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation. In determining reasonable compensation, the Corporation may wish to rely on the rebuttable presumption test of section 4958 of the Internal Revenue Code and Treasury Regulation section of 53.4958-6.

## ARTICLE VI CONFLICT OF INTEREST

6.01 Conflict of Interest. No director, officer or employee of the Corporation shall have or acquire any interests, direct or indirect, in any project which the Corporation is operating or promoting or in any contact relating to any such project of the Corporation without making written disclosure to the Corporation of the nature and extent of his or her interest. No director who has such interest shall vote on any matter relating to it nor be present during the final deliberations and vote on the matter. Further, no director, officer, or employee of the corporation shall violate the conflict of interest regulations as established by funding sources or as established by or contrary to Wyoming Statute § 17-19-831 or its successors. From time to time the Board may adopt a conflict of interest policy and require Directors to make an annual declaration as to their understanding of and assent to its terms.

## ARTICLE VII INDEMNITY

7.01 Liability of Directors and Officers. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a Director or officer of the Corporation, or of any other corporation when he or she serves as a Director or officer at the request of the Corporation, unless such act or omission constitutes or results in: (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest; or (b) a violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful; or (c) a transaction from which the Director or officer derived an improper profit; or (d) willful misconduct. The foregoing shall not be construed as a limitation on the immunity provided to Directors or officers and pursuant to Wyoming Statute § 17-19-852 nor shall it be deemed exclusive of any other rights and defenses which such Director or officer may be entitled under any other statute, agreement or otherwise.

7.02 Indemnity of Directors and Officers. Every person who is or was a Director or officer of the Corporation and any person who may have served at its specific request as a director or officer of another corporation in which the Corporation owns shares of capital stock or of which it is a creditor, shall (together with the heirs, executors and administrators and guardians and conservators of any deceased or former Director or officer or other person who

himself or herself would have been entitled to indemnification) be indemnified by the Corporation against all costs, damages and expenses asserted against, incurred by or imposed upon him or her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he or she is made or threatened to be made a party by reason of his or her being or having been such Director or officer to the extent that he or she has been successful on the merits or otherwise in the defense of the Proceedings. In cases where the Director or officer is unsuccessful in his or her defense, in cases where the proceeding was settled in exchange for a payment from the Director or officer, or in criminal cases terminated by a plea of no contest or an equivalent plea the Corporation shall also indemnify the Director or officer to the extent set forth above unless the Director or officer breached or failed to perform a duty he or she owes to the Corporation and the breach or failure to perform constitutes or results in (a) a willful failure to deal fairly with the Corporation in connection with a matter in which the Director or officer has a material conflict of interest; or (b) a violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful; or (c) a transaction from which the Director or officer derived an improper personal profit; or (d) willful misconduct. This indemnity shall include reimbursement of all reasonable amounts and expenses incurred and paid in settling any such claim, action, suit or proceedings. A determination as to whether a person is entitled to indemnification shall be made in accordance with Wyoming Statutes §§ 17-19-850 through -858, (without limitation by citation to those statutes). Upon compliance with the requirements of Wyoming Statutes §§ 17-19-850 through -858, the Corporation may pay or reimburse any Director's, officer's, employer's or agent's reasonable expenses incurred in such proceeding as such expenses are incurred.

The Corporation, by its Board of Directors, may indemnify in like manner, or with any limitations, any employee, former employee, agent or former agent of the Corporation with respect to any action taken or not taken in his or her capacity as an employee or agent.

Such rights or indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, agreement, or otherwise.

7.03 Transactions with the Corporation. Unless otherwise invalid under the Wyoming Nonprofit Corporation Act, any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director of Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This Section shall not be construed to invalidate any contract or other

transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

8.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or the Vice President and by the Secretary or the Treasurer; the Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

8.02 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

8.03 Loans. No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

## ARTICLE IX FINANCIAL ADMINISTRATION AND SOLVENCY

9.01 Budget. The Board shall annually cause a budget to be prepared and approved. The budget shall reflect anticipated revenues from membership fees as set by the Board of Directors and foreseeable expenses based on reasonable forecasts of activities. The budget may be, but need not be, organized around the Four Pillars of the Corporation.

9.02 Fundraising and Revenue. The Board shall annually cause two complementary Fundraising and Revenue Plans to be prepared and approved:

(a) **Fundraising Plan** – each year there may be a Fundraising Plan established that sets annual targets for the receipt of **donation income**. The Fundraising Plan may have parts devoted to the receipt of gifts from persons attending events, persons whose gifts are not associated with event attendance or the satisfaction of minimum dues requirements. Leaders of the Corporation will take care to advise donors that the absence of an IRC §501(c)(iii) designation means gifts are not tax deductible.

(b) **Revenue Plan** – each year there shall be a Revenue Plan established that sets annual targets for the receipt of **earned income**. Earned income may include receipt of minimum membership dues, interest on endowment funds or interest-bearing bank accounts, revenue from one-time fees associated with events hosted by the Corporation, and/or tuition income associated with educational programming led by Directors or appointed representatives of the Corporation.

9.03 Long-range Solvency. The Board shall annually address, as a standing agenda item, the long-range solvency of the Corporation. In meeting its duty to provide for long-range solvency of the Corporation, the Board may also establish budgets, as well as fundraising and revenue targets and plans, where the time horizon extends to three years, seven years, fifteen years and thirty years or for any other term.

## ARTICLE X GIFTS

10.01 Gifts. The terms and conditions under which bequests, donations and gifts will be accepted, and the manner in which they shall be administered, shall be determined from time to time by the Board of Directors; provided that such acceptance and such manner of administration shall be consistent with the general and specific purposes and the powers of this Corporation as provided by law, the Articles of Incorporation of this Corporation and these By-Laws.

## ARTICLE XI ADVISORY BOARD

11.01 Advisory Board Eligibility. The Board of Directors may, from time to time, elect by a majority vote, one or more Advisory Directors of the Corporation who shall serve as members of an Advisory Board. Members of the Advisory Board who have completed the term-limited number of years as members of the general Board shall serve as Advisory Board members for at least one year before being eligible for re-nomination to the general Board. Advisory Director status is reserved for persons who have made or seek to make exceptional contributions to the Corporation.

11.02 Advisory Members' Rights and Duties. Advisory Directors shall receive timely notice of all meetings of the principal Board, Board agendas and supporting materials, including periodic financial statements, and be entitled to the same rights of indemnification as provided to members of the Board. Such individuals shall not have any voting rights and are not counted towards a quorum. The Board of Directors shall authorize the Advisory Board, in total, or Advisory Board members individually or in sub-groups, to undertake such tasks and duties as both the principal and the Advisory Board Directors shall find agreeable.

11.03 Advisory Members' Term Limits. Advisory Board terms shall be for not more than three consecutive years and shall expire upon the passing of three years' time; additional three year terms for Advisory Board members, without limitation, may be established by a vote of the Board of Directors.

## ARTICLE XII EXECUTIVE, OTHER, AND STANDING COMMITTEES

12.01 Executive Committee and Other Committees, Generally. The Board of Directors by resolution adopted by the affirmative vote of a majority of the number of Directors determined pursuant to Section 4.01 may designate an Executive Committee and one or more other committees. The Executive Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the Corporation, provided that in no case shall the Executive Committee or any other committee act in respect to election or removal of Principal Officers or the election or removal of members of the Board of Directors or committees created pursuant to this section or elsewhere in the se Bylaws. Subject to the foregoing, the other committees shall have and may exercise such powers as are set forth in these Bylaws and as may be provided in the resolution of the Board of Directors designating such committee, as such resolution may from time to time be amended and supplemented by the Board of Directors or as the Board may otherwise provide from time to time. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee, upon request by the President or upon request by the Chairperson of such meeting. Each such committee shall elect a presiding officer from its members, shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

**The standing committees** of the Corporation are each charged with developing and bringing to bear expertise, insight, and labor in support of the work of each committee. There shall be four (4) standing committees in service to the Corporation. Those are: Executive; Finance & Development; Governance & Legal Compliance; Mission.

12.02 Executive Committee. Members of this committee shall include the President, Vice-President, Secretary, and Treasurer. This committee shall review major issues that the Corporation needs to address and make preliminary decisions for discussion and voting at the next full board meeting. The Executive Committee may also serve as a sounding board for members, taking care to advise but not command on operational matters; those are the province of the members. Other duties include supporting other Directors in preparation for board meetings, leading in the regular review of the performance of Corporation, meeting with peer organizations and essential colleagues in the network of the Corporation's field of work, and serving as public ambassadors for the mission of the Corporation.

12.03 Finance & Development Committee.

(a) Members of this committee, which shall number at least three (3) persons, including the Treasurer, shall support the regular and thorough preparation of quarterly financial reports and comprehensive assessments of the Corporation's financial health in advance of board meetings, supporting any contract bookkeeper or accountant in preparation for the financial review portion of board meetings, encouraging and assisting in the preparation of annual budgets. At each board meeting, the Treasurer shall draw the board's attention to variations from approved budgets and recommend appropriate follow up actions.

(b) This Committee shall support the creation and implementation of the annual Fundraising Plan and the annual Revenue Plan. Committee members shall make themselves available for periodic training and coaching in the field of fundraising, and put that education to use by generating lists of persons who might be asked to become members or make donations, and directly asking for donations or assisting with revenue-generating events. At each board meeting, the Treasurer will draw the general board's attention to variances with the approved Fundraising Plan and the Revenue Plan and recommend appropriate follow up actions.

12.04 Governance & Legal Compliance. The Governance & Legal Compliance Committee, numbering at least two (2) persons, shall achieve a working understanding of the Bylaws, see to it that they are faithfully enforced, and recommend amendments as needed. Members of this committee shall also be attuned to the requirements associated with keeping the Corporation in good standing with all relevant legal authorities, including those in both Wyoming and in the United States. Members of this committee shall act as stewards of the roster of the Board, taking care to note when Directors' terms are set for renewal or expiration during at least one meeting each year, and serving as a board membership nominating committee when vacancies arise or are anticipated.

12.05. Mission. The Mission Committee, numbering at least three (3) persons, including the President, shall give strategic attention to the Four Pillars and the full range of purposes and values set forth in the North American Pudelpointer Alliance Code of Ethical Behavior. At periodic meetings of the board the Mission Committee shall report to the general board on progress, challenges, setbacks and new opportunities to advance the mission of the Corporation.

### ARTICLE XIII CORPORATE SEAL

13.01 Seal. The Board of Directors may adopt, use and at will alter a corporate seal.

### ARTICLE XIV FISCAL YEAR

14.01 Year. The fiscal year of the Corporation shall end on December 31.

### ARTICLE XV EFFECTIVE DATE and AMENDMENTS

15.01 Effective Date. These By-Laws shall become effective immediately upon their adoption. Amendments to these By-Laws shall become effective immediately upon their adoption unless a later time is specified in the amendment. Nothing in these By-Laws shall be deemed to contradict any requirement or right provided for non-profit corporations by the Wyoming Nonprofit Corporation Act.

15.02 Amendment. These By-Laws may be amended or repealed and new By-Laws adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors.

15.03 Implied Amendments. Any action taken or authorized by the Board of Directors, which would be inconsistent with the By-Laws then in effect but which is taken or authorized by the affirmative vote of not less than the number of directors required to amend the By-Laws so that the By-Laws would be consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far but only so far as is necessary to permit the specific action so taken or authorized.

## ARTICLE XVI CONSTRUCTION

16.01 Construction. As used in these By-Laws:

- (a) The present tense includes the past and future tenses, and the future tense includes the present.
- (b) The masculine gender includes the feminine and neuter.
- (c) The singular number includes the plural and plural number includes the singular.
- (d) The word "shall" is mandatory and the word "may" is permissive.
- (e) The words "Board" and "Directors" as used in relation to any power or duty requiring collection action mean the Board of Directors.

## ARTICLE XVII EXECUTION

17.01 Counterparts. These Bylaws may be executed and amended in one or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same instrument. An electronic copy of these executed Bylaws (e-mail, facsimile or other electronic means) will have the same legal force and effect as an original.

*~~~ Signatures of approval and ratification appear on the following page ~~~*

## APPROVAL AND RATIFICATION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, effective on the date first written below, adopt the foregoing Bylaws, consisting of these seventeen (17) pages, as the Bylaws of the North American Pudelpointer Breeders Alliance, Inc., superseding and entirely replacing any and all prior iterations of Bylaws or other formal operational instruments for the North American Pudelpointer Breeders Alliance, Inc.

**Dated:** 01 / 31 / 2020

### Printed Names

### Signatures

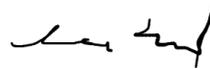
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Dale Parker

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Brandon Smith:

[evergreengundogs@gmail.com](mailto:evergreengundogs@gmail.com)



<b>TITLE</b>	NAPPA bylaws
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<b>DOCUMENT ID</b>	073e1c9d3239961e441702d5455ee378cde0b864
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<b>STATUS</b>	● Completed

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## Document History



**01 / 31 / 2020**  
17:01:39 UTC-5

Sent for signature to Mark Olcott (mdodvm@gmail.com), Brandon Smith (evergreengundogs@gmail.com), Dale Parker (dale@jacksoncreekkennel.com), Lee Branch (safarisouthgundogs@gmail.com), Todd Baier (windysagepp@gmail.com), Stephen Lundy (stephensoutdoorworks@gmail.com) and Jason Mix (ssgmix@gmail.com) from molcott@vitusvet.com  
IP: 73.163.221.134



**01 / 31 / 2020**  
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**01 / 31 / 2020**  
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17:13:47 UTC-5

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**01 / 31 / 2020**  
17:25:38 UTC-5

Signed by Jason Mix (ssgmix@gmail.com)  
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**01 / 31 / 2020**  
22:56:54 UTC-5

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