



## WORLDWIDE AUSTRALIAN LABRADOODLE ASSOCIATION, INC.

### BYLAWS

#### ARTICLE I: NAME

The name of the Corporation shall be the Worldwide Australian Labradoodle Association, hereinafter referred to as WALA.

#### ARTICLE II: OFFICES AND AGENT

##### **SECTION 1. PRINCIPAL OFFICE.**

1.1 The principal office of the corporation in the State of New York shall be located in the City of New York, address 222 Broadway, 19<sup>th</sup> Fl., Suite 1917, zip code 10038. The corporation may have such other offices, either within or without the State of New York, as the Board of Directors may designate or as the business of the corporation may require from time to time.

##### **SECTION 2. REGISTERED OFFICE.**

2.1 The registered office of the corporation required to be maintained in the State of New York may be, but need not be, identical with the principal office or place of business in the State of New York, and the address of the registered office may be changed from time to time by the Board of Directors in accord with these Bylaws and the laws of the State of New York.

##### **SECTION 3. REGISTERED AGENT.**

3.1 The Registered Agent of the Corporation required by law shall be the Secretary of State. The Corporation may designate a Registered Agent for service of process by a filing with the Secretary of State. The post office address to which he shall send process shall be as initially designated in the articles of incorporation and may resign or change address or be changed by the Board of Directors from time to time in accord with the law of New York.

## ARTICLE III: MEMBERSHIP

### **SECTION 1. ELIGIBILITY.**

1.1 WALA Members shall be breeders with at least one breeding Labradoodle or Australian Labradoodle. The breeder must meet qualifications as defined in the WALA Rules and Regulations and be approved by the Board of Directors (BOD). Each WALA Member in good standing, as hereinafter defined, shall have one vote in all elections of board members as well as all matters related to elections, revisions in bylaws and such other matters as set forth in these Bylaws. The members shall be immediately notified of any modifications or amendments made to the WALA breed standard, breed development, grading scheme, testing requirements, infusion, and other rules or issues by the WALA Board of Directors. The WALA breeders are required to have and maintain a web site for their program.

### **SECTION 2. ELECTION TO MEMBERSHIP.**

2.1 Each applicant for membership shall apply on a form adopted and approved by the BOD and which may be electronic and which provides that the applicant shall abide by the Certificate of Incorporation, Bylaws, Rules and Regulations, and Code of Ethics of the WALA.

2.2 Accompanying the application, which shall be submitted to the Recording Secretary, applicants shall submit such additional paperwork as outlined in the Requirements for Membership including pedigrees of all dogs to be registered by the WALA. Upon acceptance a prospective member shall submit dues payment for the current year pursuant to the Requirements for Membership.

2.3 After receipt of a properly executed membership application, the BOD, at the next appropriate meeting, by majority vote and acting on behalf of the membership, will vote on accepting the applicants into membership.

2.4 Applicants for membership who have been rejected by the Association may not reapply for a period of six months from the date they were notified of their rejection.

2.5 The entire application process shall be completed by WALA within 60 days of application, unless extenuating circumstances cause a delay, in which case the prospective member will be informed of such delay. After 60 days, if process is not completed due to applicant not submitting required documents for admission, the applicant's request for admission will be denied and the applicant may not reapply for a period of 6 months.

### **SECTION 3. MEMBER IN GOOD STANDING.**

3.1 A Member in Good Standing", as used herein, shall mean a WALA member who is current and up to date on WALA annual dues and fees and has had no substantiated complaints submitted through the WALA complaint process.

### **SECTION 4. TERMINATION OF MEMBERSHIP.**

4.1 Memberships may be terminated:

- a) By resignation. Any member may resign from the WALA upon written notice to the Recording Secretary. Upon resignation, the individual must remove from their program website all WALA logos, STAR reward shield(s), and any mention that the program is a member of WALA.
- b) A membership shall be considered lapsed and automatically terminated if such member's dues are unpaid by 90 days after the due date of the first day of the month of renewal; however, the Board may grant an additional ninety (90) days of grace to such delinquent members in meritorious cases. In no case shall a person whose dues are unpaid as of the day of a meeting be entitled to vote at said meeting.
- c) A membership may be terminated by expulsion as provided in Bylaws Article VII.

## **ARTICLE IV: MEMBERSHIP MEETINGS**

### **SECTION 1. PLACE OF MEETING.**

1.1 A meeting of the members in the form of a conference among Members may be held by electronic communication as permitted by New York State law. All official meetings of membership shall be by conference call with email sent notifying time, date, and call-in method.

### **SECTION 2. ANNUAL MEETINGS.**

2.1 A meeting of WALA membership shall be held annually. Such meeting shall be held during the 4<sup>th</sup> quarter of the calendar year at a time reasonably convenient for members. All members eligible to vote at a meeting called by the BOD, shall be given reasonable Notice of the meeting as set forth herein. Procedures and requirements for voting shall be determined and set by the Board of Directors so as to enable the greater of member participation in meetings.

### **SECTION 3. SPECIAL ASSOCIATION MEETINGS.**

3.1 Special meetings of the members may be called for any purpose, unless otherwise prescribed by statute, at any time by the Board of Directors or by the President or by a majority vote of the members of the Board or shall be called by the Recording Secretary upon receipt of a petition signed by 10% of membership. To be eligible to sign a petition, members must be in good standing with the WALA. Procedures and requirements for voting shall be determined and set by the Board of Directors so as to enable the greater of members participation in meetings.

### **SECTION 4. NOTICE OF MEETINGS.**

4.1 Written notice stating the time, place, and purposes of all meetings of membership shall be given by or at the direction of the President or Recording Secretary and delivered by mail or email to each WALA member on record at least 14 days prior to the date set for the meeting. No business other than that specified in the notice shall be considered at any Special Meeting.

### **SECTION 5. VOTING LISTS.**

5.1 The secretary or agent having charge of the books for Membership interests of the

corporation shall make a complete list of the members in good standing who are entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address. This digital list shall be kept on file and shall be subject to inspection by any member at any time during usual business hours upon written request made at a reasonable time prior to the requested date of inspection. The original Membership book shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any meeting of members.

**SECTION 6. PROXIES.**

6.1 A member may not vote at a WALA meeting through the use of a representative or delegate or by proxy.

**SECTION 7. QUORUM.**

7.1 At least 20% of the membership entitled to vote must be present at a meeting to constitute a quorum for purpose of transacting the business of the Corporation. If less than a majority of the outstanding members entitled to vote are represented at a meeting of the members, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or presented, any business may be transacted which was outlined in the original notice for the meeting.

**SECTION 8. Decisions by Members.**

8.1 All issues to be voted on shall be decided by a simple majority of those members in good standing present at a meeting where a quorum has been established, with the exception of amendments to these By-Laws as set forth in Article VI. If a quorum is present when a vote is taken, any action that passes by the majority vote of the members present shall stand as the act of the entire membership.

**ARTICLE V: BOARD OF DIRECTORS, OFFICERS, CHAIRPERSON OF THE BOARD, AND DIRECTORS**

**SECTION 1. BOARD OF DIRECTORS.**

1.1 The Board of Directors shall be comprised of a minimum of eleven Directors and a maximum of nineteen Directors. A minimum of five of these Directors shall be Officers with titles of President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary, a Chairperson of the Board (if elected or appointed by the President), and other such officer positions as elected by the Board of Directors. The remaining Board members shall be untitled Directors, all of whom shall be members of WALA in good standing.

1.2 Board Members shall serve for two-year terms with a maximum of three consecutive terms.

1.3 Officers and Chairperson of the Board (if elected or appointed by the President) shall be elected annually by majority vote by the Board of Directors and may serve five consecutive one-year terms as allowed by their continued re-election by membership as Board Members.

1.4 Any member of the Board of Directors may participate in or conduct a regular or special meeting of the Board through the use of any conference telephone, videoconferencing, similar remote electronic communications, or assistive technologies meant to facilitate participation by an individual with a disability. A director or member participating in a meeting by remote electronic communications shall be considered present in person at a meeting.

1.5A regular meeting of the Board of Directors shall be held without any notice other than as set forth in these bylaws, immediately following and at the same place as the annual meeting of members.

1.6 Special meetings of the Board of Directors may be called by or at the request of the president or by one of the directors, or by any other officer or individual so specified by the board, at such time as may be specified in the respective notices or waivers of notice thereof. The person or persons authorized to call such special meeting shall hold the special Board meeting through the same remote electronic communications as regularly scheduled meetings. Notice of the special meeting shall be mailed or emailed directly to each Board member, addressed to him or her at their residence or usual place of business, or posted on the WALA Board of Directors Facebook group at least five days before the date on which the special meeting is to be held, or shall be delivered to them personally or given to them orally, not later than the day before the day on which the meeting is to be held.

1.7A majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than all Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A Director may give advance written consent or opposition to a proposal to be acted on at a Board of Directors meeting in accordance with New York law.

1.8 All issues to be voted on shall be decided by a simple majority of those Board members in good standing present at a Board meeting where a quorum has been established, with the exception of the removal of an Officer or Director as set forth in Article V, Section 6. If a quorum is present when a vote is taken, any action that passes by the majority vote of the Board members present shall stand as the act of the entire Board of Directors.

1.9 General management of the Association's affairs shall be entrusted to the Board of Directors.

1.10 Any Director who fails to attend three Board meetings in any twelve-month period, without just cause as determined by the BOD, will be deemed to have vacated his/her position.

## **SECTION 2. OFFICERS.**

2.1 The Association's Officers, consisting of the President, both Vice Presidents, Treasurer, Recording Secretary, Corresponding Secretary, and any other officers duly elected by the Board of Directors, shall serve in their respective capacities, both with regards to the Association and its meetings and to the Board and its meetings.

**2.1 President.** The President shall be the general manager of the corporation and shall exercise supervision over the affairs of the WALA. In the absence of or if a Chairperson of the Board shall not have been elected or appointed by the President, the President shall preside at all Board and membership meetings. The President shall have such other powers and duties as the Directors may from time-to-time assign. In the absence of a Chairperson, subject to necessary Board authorization, the President may sign, along with the Recording Secretary or any proper officer, the contracts or other instruments required, or delegate to some other officer. The President shall also be ex-officio member of all committees.

**2.2 Vice President.** WALA shall elect two Board members as Vice Presidents of the organization. Both Vice Presidents shall perform such duties as may from time to time be assigned by the Board or the President.

**2.3 Recording Secretary.** The Recording Secretary shall keep a record of all meetings and official business of the WALA and of the Board of Directors. This includes all communications among the Board and from the Board to the membership, notifying members of meetings, notifying new members of their election to membership, notifying Officers and Directors of their election to office, recording all votes, keeping a roll of all the WALA members, and carrying out such other duties as are prescribed and defined by the Board.

**2.4 Corresponding Secretary.** The Corresponding Secretary shall have charge of all the correspondence to and from the public and all communication to the WALA membership which does not originate from an official action of the Board of Directors. The Corresponding Secretary shall forward to the Recording Secretary all matters that require permanent recording. The Corresponding Secretary shall also carry out such other duties as are defined by the Board and shall serve as an assistant to the Recording Secretary. Nothing herein shall preclude the same person acting as both Recording Secretary and Corresponding Secretary.

**2.5 Treasurer.** The Treasurer shall collect and receive all moneys due or belonging to the WALA. The Treasurer shall deposit the same in a bank approved by the Board, in the name of the Association. The Association's books shall, at all times, be open to inspection by the Board, and the Treasurer shall report to the BOD at every meeting the condition of the Association's finances and every item of receipt or payment not before reported. At the Annual Meeting of Membership, the Treasurer shall render an account of all moneys received and expended during the previous year. The Treasurer may be bonded in such amount as the Board shall determine. The Treasurer will turn over all records every 2 years to allow for a financial review to be conducted in such a manner and as determined by the BOD to ensure compliance with the law and good financial practices. This review may be conducted through an outside independent auditor or a special ad hoc committee, as determined by the Board. If conducted by a committee, that committee shall be composed of at least one WALA BOD member and other members at large that have an understanding of financial statements and internal controls. No BOD member involved in any day-to-day financial operations of WALA or the

creation of WALA financial statements shall be a member on this committee.

### **SECTION 3. CHAIRPERSON OF THE BOARD.**

3.1 The Chairperson of the Board (if elected or appointed by the President) shall preside at all Board and membership meetings and shall have such other powers and duties as the Board prescribes. Subject to necessary Board authorization, he/she may sign, along with the Recording Secretary or any proper officer, the contracts or other instruments required and necessary to the to the function of the Board or delegate such responsibility to some other officer.

### **SECTION 4. UNTITLED DIRECTORS**

4.1 The untitled Director's duties are to assist the officers, serve on committees, attend BOD meetings and vote on matters of the BOD.

### **SECTION 5. VACANCIES**

5.1 Any vacancy occurring in the Board of Directors may be filled by the vote of the remaining Directors though less than a quorum of the Board of Directors is then sitting so long as the number of members present is not less than one-third of the total members of the Board in accordance with Section 707 of New York Business Corporation Law. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

### **SECTION 6. REMOVAL.**

6.1 The Board by a 67% majority where all Board members participate in the vote, may remove any Officer or Director from office at any time, with cause, which shall first be determined by a simple majority of the BOD. The removal vote should be taken by secret ballot. The Board member subject to the removal shall not be entitled to vote on his/her removal. Once removed from office, she/he shall not be eligible for future service on the corporation's Board of Directors for a period of five years.

## **ARTICLE VI: COMMITTEES, AMENDMENTS, AND COMPENSATION**

### **SECTION 1. COMMITTEES.**

1.1 The duties and policies of the Board may be implemented by committees. Committees may be comprised of members of the Board of Directors, volunteers from membership-at-large, and subject matter experts invited by the Committee Chair to join the committee as advisors. These advisors shall not constitute more than 25% of the total number of committee members, shall act as ex-officio members of the committee and shall not have the authority to make or 2nd a motion, nor the right to vote on any motion. Committee members are to report required or requested information to the Board and membership as well as perform such duties assigned by the Board. Special Committees may be appointed by the Board to assist in particular projects.

## **SECTION 2. AMENDMENTS.**

2.1 A Bylaws and Governance Committee shall review and revise these Bylaws from time to time. Any amendment to these Bylaws may be proposed by the Board or by written petition signed by 15 members or 10% of membership, whichever number is greater and submitted in writing to the Board of Directors. Amendments proposed by such petition shall be promptly considered by the Board of Directors and shall be submitted to the Bylaws and Governance Committee for review.

2.2 The Certificate of Incorporation and Bylaws may be amended by an affirmative vote of 67% of a quorum of WALA membership (20%) voting.

2.3 An amendment to the Certificate of Incorporation and Bylaws that is adopted by the Association shall become effective immediately.

## **SECTION 3. COMPENSATION AND REIMBURSEMENT.**

3.1 Each Board member shall be reimbursed for such Director's reasonable expenses incurred. No Board Member shall receive any compensation for services rendered to the WALA; however, a Board Member may be reimbursed for out-of-pocket expenses reasonably incurred by that Board Member on behalf of the WALA if such expenses were pre-approved by a majority vote of the full BOD.

## **SECTION 4. CONFLICT OF INTEREST.**

4.1 A Board member shall not vote or debate on any matter in which the Board member has a direct or indirect financial interest. The BOD may approve, by a majority vote of all non-interested Board members, a transaction in which a Board member has a financial interest if the facts of the transaction and the member's interest are disclosed and the transaction is seen to benefit the WALA.

## **ARTICLE VII: DISCIPLINE OF MEMBERS**

**SECTION 1.** Any member who shall violate any provision of these Bylaws, Rules, or any other rule or regulation duly adopted by the Board of Directors, or who shall do anything calculated to disturb the order, peace, or harmony of WALA or impair its good name, shall be deemed to have acted in a manner unbecoming a member of WALA and may be reprimanded, suspended, and/or expelled. Such action shall affect all persons deriving WALA privileges through such member. The board may from time to time enact rules and procedures outlining prohibited conduct and actions by members and directors which shall be distributed to those affected by the rule promptly upon adoption.

## **ARTICLE VIII: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **SECTION 1. INDEMNIFICATION OF OFFICERS AND DIRECTORS**



1.1 If a director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the board of directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and

Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this paragraph.

## ARTICLE VIII: SEAL

### **SECTION 1. SEAL**

The Board of Directors shall provide a corporate seal which shall have inscribed thereon the (1) word "Seal" or "Corporate Seal", and may contain (2) the name of the corporation, (2) the state of incorporation, and may contain (3) abbreviations or combinations of such terms and be affixed, engraved, printed, placed, stamped or in any other manner be reproduced on any document.