

**BYLAWS**  
**OF**  
**WEST LOS ANGELES OBEDIENCE TRAINING CLUB**

A California Nonprofit Public Benefit Corporation

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**ARTICLE I**

**LOCATION OF OFFICES**

The name of this corporation is WEST LOS ANGELES OBEDIENCE TRAINING CLUB ("WLAOTC"). It is a California nonprofit public benefit corporation with principal offices in Los Angeles, California.

**ARTICLE II**

**PURPOSE**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes of this corporation are To improve, teach and apply humane techniques in the obedience training of dogs, and to participate in, and cooperate with, various programs wherein dogs serve as service dogs, therapy dogs, and are otherwise assisted in becoming closer companions to human beings. To provide training classes for individuals who have acquired a dog, either through purchase or rescue, to assist the individuals in training their dogs, assuring that they will be canine good citizens and will not be surrendered or otherwise abandoned. To sponsor, participate in, and carry out exhibitions and trials of canine performance events, both to encourage the human/dog bond, and to provide education to others. To provide regular education to the public of issues surrounding the ownership and training of dogs. To take such other steps as are found to be necessary and proper to assure the humane treatment and training of dogs. To publish and distribute information concerning the purposes of this corporation., to acquire by purchase or gift, such property whether real or personal to facilitate the foregoing purposes, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as

contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such public and charitable purposes only.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Section 3.01 Members.**

The members of this corporation shall consist of those who have complied with the requirements set forth in Section 3.02 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Directors, and who have been enrolled as members on the membership roster. No person may hold more than one membership.

Membership in this corporation shall not vest in any member any distributions from the corporation during the existence of the corporation but shall only entitle the member to vote at meetings of the members. Membership shall not be assignable inter vivos by any member, nor shall membership vest to any personal representative, heir or devisee.

#### **Section 3.02 Requirements for Admission to Membership.**

Members shall be in general agreement with the purposes of this organization and must pay annual dues. All applications must be submitted to a Board Member, along with the first year's dues, their name will be published in the next newsletter, and no earlier than two weeks after such publication, they must be approved by the Board of Directors. Should the application be rejected, the dues and fees shall be refunded within two weeks of rejection.

#### **Section 3.03 Dues.**

The membership year shall be from January 1 to December 31. Applicants joining after October 1 will automatically be paid-up members for the next membership year.

Dues shall be payable in advance of January 1 of each year. During November, each member shall be notified that his/her dues are payable by the first day of January of the following year with notice of how to renew. Failure to pay the annual dues shall result in termination of membership. See Section 3.05.

The amount of the dues for the next year shall be set by the members at the annual November meeting.

### **Section 3.04 Removal of Members.**

Membership of any member shall cease upon the happening of any of the following events:

- a. The member's death or resignation.
- b. The failure of the member to pay his or her dues within 60 days after the first day of the membership year; however the Board may grant an additional 30 days of grace to delinquent members in meritorious cases.
- c. If a member is suspended by a national kennel club or registry (all breed or specialty) for unsportsmanlike conduct, for animal cruelty, or other similar reason, his/her membership in WLAOTC shall be suspended for that same period.
- d. If a member is convicted of animal cruelty.
- e. If a member falsifies a proxy.

On a determination by the Directors that the member should be expelled or suspended, or his or her membership terminated or suspended for any reason other than death or resignation or nonpayment of dues, the following shall occur:

A minimum twenty-five (25) days' prior notice of the expulsion, suspension or termination and the reasons therefor shall be given to the member. If the member does not contact the corporation within ten (10) days of receipt of the notice to protest the removal, the member shall be removed from the membership list.

If the member timely files a protest, the member shall be given an additional twenty-five (25) days to present a written explanation/objection for presentation to the members. Thereafter the members shall consider the written explanation/objection prior to making a final decision on whether or not the member shall be removed, and shall notify the member accordingly.

All notices required under this section shall be given by first-class or registered mail, sent to the last address of the member, as shown on the corporation's records or, if the member has agreed to electronic notices, by electronic notice.

### **Section 3.05 Place of Meetings.**

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special or adjourned of the members of this corporation may be held at any place within Los Angeles County, California which has been designated by the Board of Directors ("Board").

### **Section 3.06 Regular Annual Meetings.**

The regular annual meeting of the members shall be held at 7:00 p.m. on the third Tuesday of November of each year, if not a legal holiday and if a legal holiday, then on the next succeeding business day not a legal holiday. The Directors may designate a different time, date or location. At the regular annual meeting, the members shall consider reports of the affairs of the corporation, and transact such other business as may properly be brought before the meeting, including but not limited to the election of Directors of the corporation to serve for the ensuing term and until their successors are elected and qualified.

Other regular meetings of members shall be held at 7:00 p.m. on the third Tuesday of each month, unless the Directors designate a different time, date or location, or determine that the meeting should not be held in a particular month.

### **Section 3.07 Special Meetings.**

Special meetings of the members may be called at any time by order of the President or any Vice President or the Secretary, or twenty (20%) percent of the members, or the Board.

### **Section 3.08 Notice of Meetings.**

Written notice of meetings of members shall be given personally, by electronic transmission by the corporation, by including notice in the newsletter, or by mailing by first class, priority, registered or certified mail, postage prepaid, to each member, at the address of such member appearing on the books of the corporation or given by the member to the corporation for purpose of notice, a notice of the meeting at least ten (10) days before the time fixed for holding the meeting. Modifications to the agenda may be posted to the website up to forty-eight (48) hours before the scheduled start of the meeting.

Notice of any meeting of members shall specify the place, the day and the hour of meeting, and in case of a special meeting as provided by the Corporations Code of California, the general nature of the business to be transacted.

### **Section 3.09 Electronic Transmission to Member.**

a. "Electronic transmission" by the corporation to a member means:

(1) A communication delivered by (i) facsimile telecommunication or electronic mail when directed to the member's facsimile number or electronic mail address, respectively, on record with the corporation, (ii) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the member of the posting, which transmission shall be validly

delivered upon the later of the posting or delivery of the separate notice thereof, or (iii) other means of electronic communication; and

(2) That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

b. Before electronic transmission may be used, the member must have provided an unrevoked consent to the use of that method of transmission for communications.

c. If the member is a natural person, and is receiving the communication in the person's capacity as a member, electronic transmission by the corporation is not authorized unless the member was given a clear written statement (either before the consent, or as a part of the consent) setting forth:

(1) Any rights the member may have to receive the communication on paper or in nonelectronic form;

(2) Whether the consent applies only to that transmission, to specified categories of communications or to all communications from the corporation; and

(3) The procedures the member must use to withdraw consent.

d. Notice shall not be given by electronic transmission after either: (1) The corporation is unable to deliver two consecutive notices to the member by that means; or (2) The inability to so deliver the notices to the member becomes known to the person responsible for the giving of the notice.

e. The notice must state the place, date and time of the meeting, and/or the means of electronic transmission by and to the corporation through which the member may participate.

### **Section 3.10 Quorum.**

At all meetings of the members, whether regular, special or adjourned, those present in person or by proxy at the meeting shall constitute a quorum for the transaction of business. The only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power are matters, notice of the general nature of which was previously given in the manner required for special meetings.

### **Section 3.11 Adjournments.**

Any business which might be done at a regular meeting of the members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the members, such meeting may be adjourned by those present from day to day or from

time to time until a quorum is obtained. In that case, no notice need be given of the adjourned meeting.

### **Section 3.12 Waiver and Consent.**

The transaction of business at any meeting of members, however called or noticed shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the members, not present in person, signs a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes of the meeting.

Any action that may be taken at a meeting of the members, may be taken without a meeting if authorized by a writing signed by all the members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

### **Section 3.13 Action without Meeting/ Ballots.**

a. Any action required or permitted to be taken at any regular or special meeting of members may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision c. of this section are satisfied.

b. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

c. Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

### **Section 3.14 Absentee Ballots.**

Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular or special meeting of members. These ballots may be used by voting members in good standing who are unable to attend, who request the same.

### **Section 3.15 Voting Rights.**

Only persons whose names stand on the membership records of the corporation on the day of any meeting of members, shall be entitled to vote at such a meeting. A person whose dues are unpaid as of the date of that meeting is not entitled to vote.

### **Section 3.16 Proxies.**

Every member entitled to vote or execute consents may do so either in person or by an agent authorized by a written proxy executed by the member and filed with the Secretary of the Corporation.

### **Section 3.17 Powers Reserved To The Members.**

In addition to any powers of the members specifically set forth in these Bylaws or reserved to the members by the Corporations Code of the State of California, all members have the following rights and privileges:

- a. They shall be notified of all general and special meetings of members, and shall be notified of all general and special meetings of Directors [and officers?], to the extent possible.
- b. They may attend all meetings of the Board of Directors, and shall be given a limited opportunity to speak, but shall have no vote at the meetings of the Board.
- c. Any increase in dues must be authorized by the members at a meeting, duly called and held.
- d. No non-recurring expenditures in excess of \$ 750 and no incurring of debts in excess of \$500, either secured or unsecured, may be contracted or incurred by the Directors, unless previously authorized by the members at a meeting, duly called and held.

## **ARTICLE IV**

### **DIRECTORS**

#### **Section 4.01 Powers.**

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- a. To select and remove officers, agents and employees of the corporation,

prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service.

b. To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation, and generally to conduct, manage and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

c. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

d. To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

e. To the extent permitted by the mission and exempt status of the organization, to carry on a business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage.

#### **Section 4.02 Number of Directors.**

The authorized number of Directors of the corporation shall be not less than seven (7) and not more than eleven (11), with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of a quorum at a meeting of members duly called pursuant to the Articles of Incorporation or Bylaws.

#### **Section 4.03 Selection and Tenure of Office.**

Approximately fifty percent (50%) of the Directors shall be elected at each annual meeting of the members. Each Director shall serve for a period of two (2) years beginning on January 1 of the year following his or her election, and until a successor has been elected and qualified. If an annual meeting is not held or the Directors are not elected at such meeting, the Directors may be elected at any special meeting of members held for that purpose.

No Director shall serve more than three full consecutive terms without a sabbatical of at least one year. For purposes of implementing this provision, those individuals who are serving as Directors at the time of the adoption of these bylaws shall be considered to be serving their first term. If the Director has served less than one year at the time of his/her re-election, the Director may serve up to three additional consecutive terms.

A method by which members may make nominations shall be developed by the Governance Committee and shall be placed in the standing rules. The Governance Committee shall present a ballot to the members, no later than the October membership meeting for a vote at the annual meeting in November. A candidate statement may be presented by or on behalf of each individual standing for election.

#### **Section 4.04 Qualifications.**

Each Director must have been a member for at least one (1) year immediately prior to election and must support, without reservation, the purposes of the organization. In addition, each Director must have attended or participated in at least four membership meetings and/or other official events of WLAOTC during the year prior to the election.

#### **Section 4.05 Removal of Directors.**

A Director may be removed from office by vote of the members, providing notice has been given to all the members at least 10 days prior to the meeting that the same will be discussed and voted on. Before any such removal occurs, the Director will be advised of the allegation(s) and the basis for the same; and will be given an opportunity to present any contrary evidence or explanation he or she may have to the members. Removal must be by a majority vote of a quorum of the members other than the Director being removed.

#### **Section 4.06 Resignation of Directors.**

Any Director may resign effective upon giving written notice to the Chair of the Board, the President, or the Secretary, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before such time, to take office when the resignation becomes effective.

#### **Section 4.07 Vacancies.**

Vacancies in the Board shall be filled in the same manner as the Director(s) whose office is vacant was selected, provided that the Chair of the Board may designate a member to serve until the next membership meeting, at which a special election shall be held to fill the vacancy. All members shall be notified of the intention to fill a vacancy at least ten (10) days in advance of the meeting. The newly elected Director shall finish out the original term of office.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

#### **Section 4.08 Place of Meetings.**

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the Corporation may be held at any place within Los Angeles County, California that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

#### **Section 4.09 Regular Meetings.**

A regular meeting of both the current and the incoming Directors shall be held at 7:00 p.m. on the second Tuesday of the month following the adjournment of the annual meeting of members, or at such other time as is determined by the Board.

#### **Section 4.10 Special Meetings.**

Special meetings of the Board of Directors may be called at any time by order of the Chair of the Board, the President, of any Vice President, of the Secretary, or of two or more of the Directors.

Meetings shall be held as necessary to carry out the responsibilities of the board; in general there shall be at least one regular or special meeting each quarter.

#### **Section 4.11 Notice of Special Meetings.**

Special meetings of the Board shall be held upon four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or by electronic transmission by the corporation. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

## **Section 4.12            Electronic Transmission (other than to a member)**

a. "Electronic transmission" by the corporation (other than to a member) means:

(1) A communication delivered by (i) facsimile telecommunication or electronic mail when directed to the recipient's facsimile number or electronic mail address, respectively, on record with the corporation, (ii) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (iii) other means of electronic communication; and

(2) That creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form.

b. Before electronic transmission may be used, the recipient must have provided an unrevoked consent to the use of that method of transmission for communications.

c. Notice shall not be given by electronic transmission after either: (1) The corporation is unable to deliver two consecutive notices to the recipient by that means; or (2) The inability to so deliver the notices to the recipient becomes known to the person responsible for the giving of the notice.

d. The notice must state the place, date and time of the meeting, and/or the means of electronic transmission by and to the corporation by which the director may participate.

## **Section 4.13 Quorum.**

Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such a meeting, or such greater number as is required by the Articles, these Bylaws or by law.

#### **Section 4.14 Participation in Meetings by Conference Telephone.**

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation (other than conference telephone or electronic video screen communication) pursuant to this Section constitutes presence in person at the meeting so long as all Directors participating in the meeting can communicate with all of the other Directors concurrently, each Director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken.

#### **Section 4.15 Waiver of Notice.**

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

#### **Section 4.16 Adjournment.**

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### **Section 4.17 Action Without Meeting.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board. For purposes of this section only, "unanimous vote of the Board" shall not include any "Interested Director," e.g. a director with a material financial interest, as defined in Section 5233 of the Code. .

#### **Section 4.18 Rights of Inspection.**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a Director, for a purpose reasonably related to that person's interest as a Director.

#### **Section 4.19 Advisory Directors.**

The Board of Directors from time to time may elect one or more persons to be Advisory Directors who shall not by such appointment be members of the Board of Directors, nor shall they have any rights or privileges of members within the meaning of 5056 of the Corporations Code, and shall have no power or authority over the operation of the corporation. Advisory Directors shall be available from time to time to perform special assignments specified by the Chair of the Board or the President, to attend meetings of the Board of Directors upon invitation and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, the title shall be held at the pleasure of the Board.

#### **Section 4.20 Fees and Compensation.**

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members; reimbursement for expenses as may be fixed or determined by the Board.

Not more than 49% of the Directors may be Interested Persons. An Interested Person is (i) any person receiving compensation from the Corporation for services rendered, whether as a full time or part time employee, independent contractor or otherwise, excluding reasonable compensation paid to a director as a director; or (ii) any person related to another person who is receiving such compensation. Related, for purposes of these Bylaws, shall include any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.

### **ARTICLE V**

#### **COMMITTEES**

##### **Section 5.01 Official Board Committees.**

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board,

and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- a. The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval;
- b. The filling of vacancies on the Board or on any committee;
- c. The fixing of compensation of the Directors for serving on the Board or on any committee;
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members thereof;
- g. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- h. The approval of any self-dealing transaction, as such transactions are defined in Section 5233 (a) of the California Nonprofit Public Benefit Corporation Law.

Any committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of the committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

### **Section 5.02 Ad-hoc Committees.**

The Board of Directors may establish ad-hoc committees for special purposes as it deems necessary. Ad-hoc committees shall have the authority to recommend actions or policies to the Board of Directors, or to the Executive Committee when urgent action is required, and to implement such actions or policies as directed by the Board of Directors or the Executive Committee. Ad-hoc committees shall have no authority to act on behalf of the organization except as expressly granted by action of the Board of Directors or the Executive Committee.

### **Section 5.03 Other (Non-Board) Committees.**

Other Committees may be appointed to make recommendations, to carry out specific responsibilities, or to otherwise help in the administration and operation of the corporation. These Committees must be chaired by a member of the Corporation appointed by resolution of either the members or the Board of Directors; additional individuals serving on the Committee may be volunteers and/or chosen by the chair of the Committee and need not be Directors but should, except in unusual cases, be members of the Corporation. Other Committees must have a minimum of three (3) members. These Other Committees may not act in place of the Board.

WLAOTC shall have following standing Other Committees:

a. **Planning and Development Committee** – This committee is responsible to formulate objectives in terms of long term plans for the operation of WLAOTC. The committee shall collaborate with other dog clubs and similar community based organizations with the objective of meeting the needs of the community, both for the present and the future.

b. **Finance Committee** – The Finance Committee acts as financial advisor to the board in all financial affairs of the corporation, including, but not limited to the annual operating budget, which will include all anticipated income and expenses related to items that would, under generally accepted accounting principles, be considered income and expense items. The Finance Committee shall also review and make recommendations about all matters of financial interest with respect to which the board may request its consideration and action. The development of policies for financial management practices, including a system to assure accountability for corporate resources, the approval of the annual budget, organization priorities and long-range financial planning shall be the responsibility of the committee; however, approval of these policies shall be the responsibility of the Board. The Chief Financial Officer shall serve as Chair of the Finance Committee.

c. **Governance Committee** – The Governance Committee has the responsibility for locating qualified candidates to serve as Directors and as Officers, the election of whom will comply with the composition requirements for the Board, and for recommending the same to the Board and the members whenever a vacancy in the position of Director occurs. The Committee also has the responsibility to see that an orientation is provided to new Directors as well as arranging for ongoing training and development for all Directors, and to conduct periodic evaluations of the Board and its effectiveness. At least one Director shall serve on the Governance Committee.

## **ARTICLE VI**

### **OFFICERS**

#### **Section 6.01 Officers.**

The officers of the corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer. In addition, the corporation may have a Chair of the Board, additional Vice Presidents and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board.

#### **Section 6.02 Election.**

The President, Vice President, Secretary, Chief Financial Officer, Obedience Coordinator, Agility Coordinator, and Programs and Hospitality Coordinator shall be chosen by the members at the annual November meeting, to serve for a period of one year. An individual may be elected, both as a Director and as an officer; however it is not required that an officer be a Director. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

#### **Section 6.03 Subordinate Officers.**

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

#### **Section 6.04 Removal and Resignation.**

Any officer appointed under Section 6.03 may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board. Officers elected under Section 6.02 may only be removed by vote of the members.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **Section 6.05 Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

### **Section 6.06 Inability to Act.**

In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom the Board may select.

### **Section 6.07 Chair of the Board.**

The Chair of the Board, if there shall be such an Officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the Corporation does not have a President, then the Chair shall also have the powers otherwise given to the President. The Chair shall be a Director.

### **Section 6.08 President.**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be such an Officer, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and Officers of the corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

### **Section 6.09 Vice President.**

In absence or disability of the President, the Vice President (if there is more than one, the Vice President designated as the First Vice President) shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President (if there are more than one, the Vice President designated as the Second Vice President) shall act as Membership Chair and shall maintain a record of member attendance at all WLAOTC meetings. The

Vice President(s) shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or the Bylaws.

#### **Section 6.10 Secretary.**

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a Membership Register, or a duplicated Membership Register, showing the names of the members and their addresses.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of the members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the members required by these Bylaws.

#### **Section 6.11 Treasurer and Chief Financial Officer.**

The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer, his or her designee, or such other individuals as are designated by the board, shall deposit all moneys and other valuables in the name and to the credit of the corporation with depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

### **Section 6.12 Obedience Coordinator.**

The Obedience Coordinator shall oversee the obedience programs, including the instructors, the class schedules, and the registrars. The Obedience Coordinator may assist the match/trial secretary and chair to put on the annual match and any obedience trials that are conducted by and on behalf of the club, including providing input to an ad hoc Other Committee formed to oversee each match/trial.

### **Section 6.13 Agility Coordinator.**

The Agility Coordinator shall oversee the agility programs, including the instructors, the class schedules, and the registrars. The Agility Coordinator may assist the match/trial secretary and chair to put on any agility trials that are conducted by and on behalf of the club, including providing input to an ad hoc Other Committee formed to oversee each match/trial.

### **Section 6.14 Programs and Hospitality Coordinator.**

The Programs and Hospitality Coordinator shall be responsible to oversee the monthly programs that are put on as part of the monthly members meetings, the awards meetings, and other special events.

### **Section 6.15 Salaries.**

No salaries shall be paid to any Officer without approval of the members.

## **ARTICLE VII**

### **CONFLICTS OF INTEREST**

#### **Section 7.01 General.**

All conflicts of interest and even the appearance of conflict of interest must be avoided by all personnel, board members, consultants and those who provide services or furnish goods to the organization. Policies developed by the Board to implement this provision are material to the operation of this organization, and shall be carried out fully.

#### **Section 7.02 Directors May Not Be Employees.**

No Director shall be an employee or shall be related to an employee. A former employee is not eligible to serve as a Director until he or she has been separated for one year from the organization. Relatives for purposes of this section shall include parents, parents-in-law, sons, daughters, spouses, brothers, sisters, aunts, uncles,

nieces, nephews, grandparents, and brothers-in-law and sisters-in-law. No former Director shall be eligible to be employed by the organization for one year from his or her service as a Director.

**Section 7.03            No Political / Partisan / Religious Activity Permitted.**

The board shall not permit itself to be used for political purposes, or actively participate in the political candidacy of any person. As a body, the board shall be non-partisan, and not be involved with any one religion or faction.

**Section 7.04            Disclosure.**

Each Director shall, not less frequently than once a year, provide a signed statement setting forth all businesses and other affiliations that relate, in any way, to the business of the Corporation. Each Director shall be responsible for disclosing to the Corporation any matter that would make such director an "interested director" within the meaning of Section 5233 of the California Nonprofit Corporation Law.

**ARTICLE VIII**

**INDEMNIFICATION OF AGENTS OF THE CORPORATION**

**Section 8.01            Right of Indemnity.**

To the fullest extent permitted by applicable law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the Nonprofit Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. As used in this Article, "expenses" shall have the same meaning as in Section 5238(a) of the Nonprofit Law.

**Section 8.02            Approval of Indemnity.**

On written request to the Board by any person seeking indemnification under Section 5238(b) or 5238(c) of the Nonprofit Law, the Board shall promptly determine under Section 5238(e) of the Nonprofit Law whether the applicable standard of conduct set forth in Section 5238(b) has been met and, if so, the Board shall authorize indemnification.

**Section 8.03            Advancement of Expenses.**

To the fullest extent permitted by applicable law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 8.01 and 8.02 of this Article in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses, and on receipt by the Corporation of such security as the Board may deem appropriate.

**Section 8.04 Insurance.**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

**ARTICLE IX**

**RECEIPT, INVESTMENT AND DISBURSEMENT OF FUNDS**

**Section 9.01 Receipt of Funds.**

The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the corporation as shown by said Articles.

**Section 9.02 Investment of Funds.**

The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

**Section 9.03 Disbursement of Funds.**

No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of

the corporation from time to time to make disbursements to implement said appropriations.

**Section 9.04            Instruments in Writing.**

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

**ARTICLE X**

**CORPORATE RECORDS AND REPORTS**

**Section 10.01        Records.**

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

**Section 10.02        Inspection of Books and Records.**

The Membership Register or duplicate Membership Register, attendance records, the books of account, and minutes and proceedings of the members and the Board, and of executive committees of the Directors of this corporation shall be open to inspection upon the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to his or her interests as a member, and shall be exhibited at any time when required by the demand of any members' meeting.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any.

**Section 10.03        Certification and Inspection of Bylaws.**

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members and Directors of the Corporation at all reasonable times.

**Section 10.04        Annual Report.**

An annual report shall be furnished to the members and directors no later than 120 days after the close of the corporation's fiscal year, containing the following:

a. Financial statements of the corporation for the fiscal year, containing the following detail:

(i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year,

(ii) The principal changes in assets and liabilities, including trust funds,

(iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes,

(iv) The expenses or disbursements of the corporation, for both general and restricted purposes,

accompanied by a report from the independent accountants, or if none, a certificate of an officer that the statements were prepared without audit.

b. A statement of any transaction in which an interested person had a material financial interest that individually or cumulatively involved more than \$50,000. This statement must contain information about the person and the nature of their interest in the transaction (Sec. 6322).

c. A statement of any indemnifications or advances aggregating more than \$10,000 paid to any officer or director of the corporation, unless such indemnification was approved by the members.

## ARTICLE XI

### OTHER PROVISIONS

#### **Section 11.01 Endorsement of Documents; Contracts.**

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the President or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

#### **Section 11.02 Representation of Shares of Other Corporations.**

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

#### **Section 11.03 Construction and Definitions.**

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

#### **Section 11.04 Amendments.**

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time at any time by two thirds of a quorum of the members or by the written assent of the members. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment thereof changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws, provided the changes are presented to and ratified by the members at the next members' meeting.

#### **Section 11.05 Record of Amendments.**

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

**ARTICLE XII**

**DISSOLUTION**

Upon dissolution of this corporation, the Board of Directors shall cause the assets herein to be distributed to other corporations in the manner set forth in the Articles of Incorporation.

**CERTIFICATE OF SECRETARY**

I, the undersigned, being the Secretary of WEST LOS ANGELES OBEDIENCE TRAINING CLUB, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 14<sup>th</sup> day of April, 2015 by the Board of Directors of said corporation in a regularly called meeting on the same date, and on 19<sup>th</sup> day of May, 2015 by the members of said corporation.. Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of May, 2015.

\_\_\_\_\_  
Judith Brecka, Secretary