

**Constitution and Bylaws of the
*Obedience Training Class of Harrisburg, Inc.***

CONSTITUTION

**Article I
NAME AND PURPOSES**

Section 1 NAME.

The name of this Corporation is Obedience Training Class of Harrisburg, Inc. referred to as OTCH. OTCH is officially associated with the United Kennel Club, Inc.

Section 2 PURPOSES.

OTCH is formed exclusively for charitable and educational purposes which shall include, without limitation, the following:

[A] To disseminate knowledge regarding training of dogs.

[B] To conduct classes for the training of dogs and their handlers.

[C] To encourage and cooperate with individuals and other groups with similar purposes to conduct sanctioned obedience, agility, scent, rally, and breed shows, trials and matches under the rules of the United Kennel Club.

[D] To promote cooperation and good sportsmanship among its members in the training and exhibition of dogs.

[E] To engage in other activities consistent with or supportive of the organization.

Section 3 NON-PROFIT STATUS.

OTCH is incorporated as a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania. No profit, remainder or residue from dues, donations or other revenue shall inure to the benefit of any individual or member.

BYLAWS

**Article I
MEMBERSHIP**

Section 1 MEMBERS.

[A] The Corporation shall have three classes of membership consisting of General, Junior, and Honorary. The Board of Directors may establish any additional classes of membership and the criteria for membership as it deems appropriate. All memberships, except for Honorary Memberships, are for a term of one year unless otherwise established by the Board of Directors.

[B] General Membership shall be available to individuals eighteen years of age and older who are in good standing with the United Kennel Club and who subscribe to the purposes of OTCH.

[C] Junior Membership is available to persons who are at least 10 years of age, but less than 18 years of age by September 1. A Junior Member shall be entitled to all OTCH's rights and privileges, provided, however, a Junior Member shall not have the right to vote, serve on the board of directors, and hold an office.

[D] Honorary Membership may be proposed for any person who has performed extraordinary service to OTCH upon the nomination of five (5) members of OTCH. The proposal for Honorary Membership shall be made in writing, subscribed by five members, and submitted to the President of OTCH. An affirmative vote of a majority of the Board of Directors eligible to vote shall be required to elect an Honorary Member. In any given calendar year, no more than two (2) Honorary members may be elected. An Honorary Member is exempt from the payment of annual dues, but the Honorary Member is not exempted from the payment of expenses or fees incurred in connection with any meeting, event, training, or other activity of OTCH. Honorary membership shall be for life tenure. An Honorary Member shall be entitled to all OTCH's rights and privileges except an Honorary Member may not vote in any membership meeting or hold an office.

Section 2 DUES.

[A] The membership year shall be set by the Board of Directors and annual membership dues shall be payable on a date and in a manner specified by the Board of Directors. The Corresponding Secretary shall issue annual membership dues invoices on a regular basis and provide members with at least 30 days of notice prior to the due date of membership dues.

[B] Upon written request for a refund submitted to the Corresponding Secretary, the Board of Directors shall determine whether to grant a refund for the payment of dues.

[C] Membership dues and initiation fees, if any, shall be determined by the members at its annual membership meeting.

Section 3 ELECTION TO MEMBERSHIP.

[A] An individual seeking membership in OTCH shall submit a written application to the Corresponding Secretary on a form prescribed by the Board of Directors. The Board of Directors shall consider a membership application from an interested individual after completion of a training session or the active enrollment in an OTCH activity or other membership criteria set and as determined by the Board of Directors. The application shall provide that the applicant shall abide by OTCH's Constitution, Bylaws, policies, and the rules of the United Kennel Club. The application must be signed and endorsed by two active members of separate households, not related to the applicant. All prospective members must include payment of the appropriate dues and initiation fee (if any) with their application. Such approval may be denied for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated membership criteria. Membership will be effective upon approval by the Board of Directors. The Board of Directors may approve an applicant for any class of membership which

the applicant is eligible. No person shall become a member unless approved by a majority vote of the Board of Directors eligible to vote which voting decision is final.

Section 4 MAINTENANCE OF MEMBERSHIP.

[A] Each active member shall be entitled to all the privileges of membership including voting at OTCH membership meetings, elections or other proceedings and holding any office, unless otherwise provided in the Bylaws. In order to be considered an active member and maintain voting privileges, a member's dues and any other fees must be paid in full, a member must attend at least one general membership meeting, and participate in any two activities listed below in any combination.

1. Serve as an Officer or Member of the Board of Directors,
2. Attend the Annual Meeting,
3. Attend a Board Meeting (as a non-Board-member),
4. Instruct, assist or train (must attend at least 75% of classes) at a training session. (One session can only be counted as one activity even if individual is participating in two (2) classes in that one session.),
5. Serve as a chairperson, member of a committee, or working volunteer of an OTCH-sponsored event,
6. Support OTCH financially in donations or financial giving at a level set by the Board of Directors, or
7. Other criteria, if any, set by the Board of Directors.

[B] At the end of the fiscal year, the Corresponding Secretary shall review the records and notify members who have not paid their dues that their voting and other member privileges are terminated.

[C] The Board of Directors may reinstate members provided the member has paid in full his/her indebtedness and satisfied any other criteria set forth by the Board.

Section 5 TERMINATION OF MEMBERSHIP.

Memberships may be terminated by:

[A] RESIGNATION. Any member may resign upon written notice to the Recording Secretary, but no member may resign when in debt to OTCH. Dues and any other fees are considered a debt to OTCH and they become incurred on the first day of each fiscal year. A resignation does not remove any financial obligations due to OTCH at the time of resignation.

[B] LAPSING. The Board of Directors shall determine an individual's membership as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year, has failed to fulfill the participation requirements of an Active Member, or both. The Board of Directors may grant a member an additional 60-day grace period only in meritorious cases. In no case, may a person be entitled to vote or have any other privileges of membership at any OTCH meeting if his/her dues or other fees are unpaid as of the date of that meeting.

[C] EXPULSION. The Board of Directors may automatically suspend privileges of or expel any member for failure to pay dues or fees, for failure to fulfill the participation requirements of

an Active Member, or both when required without a vote. For all other expulsions, a member may be terminated by expulsion as provided in Article VI, Section 4 of these Bylaws.

Section 6 REINSTATEMENT.

The Board of Directors may reinstate an individual in the same membership category or another category if eligible at the time of the lapse.

Section 7 MEMBERSHIP PRIVILEGES.

[A] Each active member of OTCH is entitled to discounted fees, as approved by the Board, for OTCH sponsored activities.

[B] Only members approved by the Board of Directors who fulfill the requirements of Article I, Section 4 [A], or persons/organizations otherwise approved by the Board of Directors are eligible to use the training facilities outside of regularly scheduled sessions.

**Article II
MEETINGS AND VOTING**

Section 1 REGULAR MEMBERSHIP MEETINGS.

[A] Membership meetings of OTCH shall be held at a reasonable time, place, and hour as specified in these Bylaws. Regular membership meetings shall be conducted four times per year as designated by the Board of Directors. One of those meetings shall include the Annual Membership Meeting.

[B] The Board of Directors shall provide notice of the regular membership meetings no later than December 1 for the following calendar year.

[C] Ten active members or 50% of the active members, whichever is less, shall constitute a quorum for the transaction of business at any membership meeting, annual, regular, or special. The acts of a majority of active members voting shall be deemed to be the acts of the Members unless a greater number is required by law or these Bylaws.

[D] At such times, the active members shall transact such business as may be done in accordance with law, the articles of incorporation of OTCH, and its Constitution and Bylaws.

Section 2 SPECIAL MEMBERSHIP MEETINGS.

- [A] METHODS OF CALLING. Special meetings may be called by:
1. The President,
 2. A majority vote of the members of the Board of Directors who are present and voting at any regular or special meetings of the Board of Directors, or
 3. The Recording Secretary upon receipt of a petition signed by 25% of active members.

[B] MEETING NOTICE. Written notice of a special membership meeting shall be provided by the Corresponding Secretary at least five days but not more than 60 days prior to the date of the special membership meeting. Said notice shall state the purpose of the special membership meeting, the location, date, and hour determined for the meeting by the Board of Directors, and no other unrelated business may be transacted thereat.

Section 3 ELECTRONIC MEMBERSHIP AND BOARD MEETINGS.

Membership or board meetings, regular or special, may be held by means of the Internet, telephone, web conference, or other electronic communications technology in a fashion pursuant to which the members and directors have the opportunity to see, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Board or members, pose questions to the directors or others, make appropriate motions, and comment on the business of the meeting. Such electronic membership or board meeting need not be held at a particular geographic location. Participation by such remote means shall constitute presence in person at such meetings.

Section 4 MEMBERSHIP VOTING.

Each active member whose dues are paid for the current fiscal year and who has fulfilled the requirements of Article I, Section 4, shall be entitled to one vote in Record Form (as defined in Article XI) in person or by ballot at any membership meeting attended. Unless otherwise required by these Bylaws, the manner of voting on any matter including changes in the Articles of Incorporation or the Constitution and Bylaws, may be by voice vote, show of hands or by ballot, as determined by the active members present or in Record Form if determined by the Board of Directors and a designation of the means of voting is sent with notice of the question to be voted upon. Proxy voting is not permitted at any meeting or election.

Section 5 REGULAR BOARD MEETINGS.

[A] NUMBER OF MEETINGS. The Board of Directors shall hold a minimum of four regular board meetings including an annual meeting of the Board each fiscal year at a reasonable time, place, and hour designated by the Board of Directors as specified in this Article to conduct its business in the order in which it deems appropriate.

[B] OPEN TO MEMBERS. Unless otherwise designated as executive session, all meetings of the Board of Directors shall be open to the membership. Persons who are not members of the Board of Directors may be granted voice at the discretion of the President or his designee, in his/her absence. Under no circumstance shall non-members of the Board of Directors be permitted to vote at Board meetings.

Section 6 SPECIAL BOARD MEETINGS.

[A] METHOD OF CALLING. The Recording Secretary shall call a special meeting of the Board of Directors upon receipt of a written request by the President, or a request signed by at least three members of the Board of Directors.

[B] NOTICE. The Corresponding Secretary shall give written notice no less than five days prior to such special Board of Directors meeting. In emergency situations, written notice of the meeting may be waived by the directors.

Section 7 PLACE OF MEMBER AND BOARD MEETINGS.

Membership and Board of Directors meetings may be held at such reasonable date, time, and place as the Board of Directors may from time to time determine.

Section 8 QUORUM OF THE BOARD.

At all meetings of the Board of Directors, the presence of a majority of all Board Members shall constitute a quorum for the transaction of business. The acts of a majority present at a duly convened Board of Directors meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by law or these Bylaws.

Section 9 UNANIMOUS CONSENT OF DIRECTORS IN LIEU OF MEETING.

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all the eligible directors in office with voting rights and shall be filed with the Recording Secretary of OTCH.

Section 10 MANNER OF NOTICE.

Whenever notice is required to be given to any person under the provisions of the Articles of Incorporation, the Constitution, these Bylaws, or the Nonprofit Corporation Law of 1988, as amended, it may be given to such person either personally or by sending a copy thereof by: (i) first class or express mail, postage prepaid, or courier services, charges prepaid to the person's address appearing on the books of OTCH, or in the case of Directors, supplied by that person to OTCH for the purpose of notice, or (ii) by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communication supplied by the person to OTCH for the purpose of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, e-mail or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the date, time, and geographic location, if any, of the meeting and any other information which may be required by the Nonprofit Law or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

Section 11 WAIVER OF NOTICE.

Whenever any written notice is required to be given under the provisions of these Bylaws or the Nonprofit Corporation Law of 1988, as amended, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by these Bylaws, neither the business to be transacted at the meeting nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting,

except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 12 MODIFICATION OF PROPOSAL CONTAINED IN NOTICE.

Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section 13 RULES OF ORDER.

OTCH shall conduct its meetings in accordance with Robert's Rules of Order.

Article III
ANNUAL MEMBERSHIP MEETING AND ELECTIONS

Section 1 ANNUAL MEMBERSHIP MEETING.

The Annual Membership Meeting shall be held at such reasonable time, date, and place as designated by the Board of Directors. The President, or in his/her absence the Vice President, shall preside over the Annual Membership Meeting. At such times, the active members shall transact such business as may be done in accordance with law, the articles of incorporation, and OTCH's Constitution and Bylaws including election of officers and directors for the ensuing year. Members shall have an opportunity to vote from among those members nominated. The President shall read to the membership at the Annual Membership Meeting, the names of those nominated in accordance with Section 3 of this Article.

Within 15 days after the election, each retiring officer shall turn over to the successor in office all properties and records relating to that office.

Section 2 ELECTIONS.

The officers and directors shall be elected annually by the members at the annual membership meeting. The President shall declare elected the nominee receiving the greatest number of votes for each office at the Annual Membership Meeting. When there is no opposition for any office, the President shall declare said nominee or nominees elected to those offices by acclamation. Officers and directors may be elected for consecutive terms except as provided in Article 4, Section 1.

Section 3 NOMINATIONS.

[A] No person may be a candidate for election who has not been nominated. The Board shall select a Nominating Committee consisting of three members and one alternate, not more than one of whom shall be a member of the Board. The Corresponding Secretary shall immediately notify the committee members and alternate of their selection. The Board shall name a chairperson for the Nominating Committee, whose initial duty shall be to call a committee meeting.

[B] The Nominating Committee shall nominate at least one candidate for each office and after securing the consent of each person so nominated shall immediately report their nominations to the Corresponding Secretary, in writing.

[C] Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall notify each member, in writing, of the names of the candidates so nominated at least 45 days in advance of the date set for the Annual Membership Meeting.

[D] Any member of OTCH qualified to vote may nominate himself/herself or any other member qualified to hold office by filing a written petition for such nomination signed by at least ten members who are qualified to vote and whose dues are current at the time of the signature on the petition. The petition must be provided to the Corresponding Secretary no later than thirty days prior to the date of the Annual Membership Meeting. The burden of determining that the signatories are qualified remains upon the candidate. The petition must be accompanied by a written statement of the nominee agreeing to be a candidate and serve if elected. The candidate shall be responsible for obtaining a petition from the Corresponding Secretary. Upon receipt of a valid, timely petition, the Corresponding Secretary shall promptly notify, in writing, each candidate previously nominated by the Nominating Committee of such petition. No person may be a candidate for more than one position, and the additional nominations which are provided herein may only be made from among those members who have not accepted a nomination of the Nominating Committee.

[E] Nominations cannot be made at the Annual Membership Meeting or in any manner other than as provided in this section.

Article IV DIRECTORS AND OFFICERS

Section 1 BOARD OF DIRECTORS.

[A] The Board shall be comprised of the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, Director of Training, the Immediate Past President, and three Directors at Large as chosen by election by the Members at the Annual Membership Meeting. The annual meeting of the Board of Directors shall be held promptly after the Annual Meeting of the members.

[B] All Board members must be members of OTCH for at least twelve (12) consecutive months prior to taking office and must fulfill the requirements of Article I, Section 4 for their respective term in office. Each Director must be an individual of at least 18 years of age.

[C] The officers shall be elected for one-year terms at the Annual Membership Meeting as provided for in Article IV, Section 2. The term for elected Board officers shall commence January 1 following the election; provided, however, the term for those individuals elected at the 2021 Annual Membership Meeting shall commence after the adjournment of the Annual Membership Meeting and serve until December 31, 2022.

[D] Directors shall be elected by the members at their Annual Membership Meeting. A Director shall serve for a term of three years with their term beginning January 1 following

the election; provided, however, the term for those individuals elected at the 2021 Annual Membership Meeting shall commence after the adjournment of the Annual Membership meeting.

[E] A member of the Board of Directors shall serve no more than three consecutive terms. After a one-year hiatus from the Board of Directors, a previous director may be elected or appointed to the Board of Directors. The term limit clause shall not apply to a current Director of the Board of Directors.

[F] The Board of Directors shall manage the business and affairs of OTCH. The Board shall possess and may exercise any and all powers granted to it under Pennsylvania's Nonprofit Corporate Law, the Articles of Incorporation, and this Constitution and Bylaws, except as otherwise required or provided therein.

[G] Every Director shall be entitled to one vote, unless otherwise provided in these Bylaws.

[H] Directors of the Board shall not receive any compensation for their services, but by Board of Directors approval, may be reimbursed for reasonable expenses paid while acting on behalf of OTCH.

Section 2 OFFICERS.

[A] The officers shall include a President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Director of Training. The officers shall hold and shall serve in their respective capacities both with regard to OTCH and its member meetings and the Board and its meetings for a term of one year and until their successors are elected and qualified. Officers may be elected for consecutive terms. No office shall be held by the same person.

[B] The PRESIDENT shall preside at meetings of the members, at the Board of Directors, and the Executive Committee; shall generally supervise the business of OTCH; shall execute documents on behalf of OTCH; and have the duties and powers normally ascribed to the President in addition to those particularly specified in these Bylaws. The President shall appoint individuals to fill vacancies as may occur for committees, to serve until the next Annual Membership Meeting.

[C] The VICE-PRESIDENT shall have the duties and powers as the Board of Directors may prescribe or as the President may delegate including exercising the powers of the President in case of the President's absence, incapacity, or death.

[D] The RECORDING SECRETARY shall prepare and keep a record of the meetings of the members, the Board of Directors meetings, and matters of which a record shall be ordered. The Recording Secretary shall carry out such duties as are prescribed in these Constitution and Bylaws.

[E] The CORRESPONDING SECRETARY shall have charge of all correspondence, notify members of meetings, notify new members of their election to membership, notify officers and directors of their election to office, keep a roll of members and their addresses, and carry out such duties as are prescribed in these Constitutions and By-Laws or as further determined by the Board of Directors.

[F] The TREASURER shall assure that accurate accounts of the receipts and disbursements of OTCH are maintained; collect and receive all monies due or belonging to OTCH; timely deposit the same in a bank designated by the Board of Directors, in the name of OTCH; cause financial reports to be provided to the Board of Directors; and perform such other duties as may be prescribed by the Board or the President. The books shall at all times be open to inspection by the Board of Directors and membership. The Treasurer shall report to the Board of Directors and membership at every meeting the condition of OTCH's finances and every item of receipt or payment not before reported. At the Annual Membership Meeting, the Treasurer shall render an account of all monies received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. The Treasurer shall be a member of the Finance and Audit Committee. It is further the duty of the Treasurer to ensure that OTCH complies with the filing of any Internal Revenue Service reports and returns as may be required by law.

[G] The DIRECTOR OF TRAINING shall oversee all OTCH training activities including assignment of and supervision of all training personnel.

Section 3 DIRECTORS.

The Directors shall participate in all Board of Directors meetings with general stewardship and in any other capacity determined by the President.

Section 4 VACANCIES.

Any vacancies occurring on the Board or among the officers shall be filled for the unexpired term by appointment by a majority of the members of the Board of Directors present at its first regular meeting following the creation of such vacancy, or at a special Board of Directors meeting called for that purpose except that a vacancy in the office of President shall be filled automatically by the Vice-President and the resulting vacancy in the office of the Vice-President shall be filled by appointment by the Board.

Section 5 INCAPACITY.

In the event that an officer is incapable of serving and will remain incapable for a substantial period of the remaining term, such person shall be deemed to have created a vacancy. The determination of such vacancy shall be made by a majority vote of the eligible voting members of the Board of Directors at a scheduled regular or special board meeting.

Section 6 ABSENCE.

A member shall not accept a board of director or officer position unless that person intends to attend all Board and Membership meetings except for illness or serious personal and/or professional difficulties. Absence from more than one meeting in a calendar year shall be referred to the Board of Directors for action and discussion with the board member.

Section 7 RESIGNATION.

Any Director may resign at any time by providing written notice to the President and will take effect upon receipt by OTCH unless some later time is fixed in the resignation, and then from that

date. If the resignation of a Director is effective immediately, the Board of Directors shall fill the vacancy as specified in this Article. If a resignation of a Director is made effective at a later date, then the Board of Directors may fill the pending vacancy in accordance with procedures set forth in this Article before the effective date provided that the successor does not take office until the effective date. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 8 REMOVAL.

A Director may be removed from office, with or without the assignment of any cause, by a majority vote of the Directors in office, or of Members present, at a duly convened meeting of the Board of Directors or Members, as the case may be, provided, that written notice of the intention to consider removal of such Director has been included in the notice of such meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 9 FILLING VACANCIES.

[A] If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term.

[B] If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

[C] If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of OTCH or may amend the Bylaws to eliminate membership.

Article V
COMMITTEES

Section 1 ESTABLISHMENT.

The President each year shall appoint a Chairperson and at least two members to each of the following committees as/when needed: Executive Committee and Finance and Audit Committee.

[A] The President shall appoint a Registrar who shall serve with the Training Director. The Registrar, unless otherwise elected to the Board of Directors, may serve, *ex officio*, as a participant in Board meetings, with voice but not vote.

[B] The President shall be, *ex officio*, a member of all committees, with voice and no vote.

[C] Additional committees for the advancement of OTCH may be appointed by the President. All committees shall be appointed for a period not to exceed one year, such period ending with the Annual Membership Meeting.

Section 2 APPOINTMENT TO COMMITTEES.

Unless otherwise determined by the Board of Directors or set out in these Bylaws, the President shall have the power to appoint and remove members and chairpersons of all committees. Any committee appointment may be terminated by the President or by a majority vote of the Board of Directors upon written notice to the appointee. The President may appoint successors to those persons whose services have been terminated. If any person who is not a Director is appointed to any committee of the Board of Directors, such non-Director shall have no right to vote on any question that would create a binding obligation of OTCH.

Section 3 CREATION AND COMPOSITION OF ADVISORY GROUPS.

The Board of Directors may, in its discretion, establish advisory groups that may include persons who are not Directors. Such advisory groups shall have no power to bind OTCH and shall have only such other responsibilities and duties as may be delegated to them by the Board of Directors or the President.

Section 4 COMMITTEE RESPONSIBILITIES.

[A] EXECUTIVE COMMITTEE. This Committee is comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, and the Treasurer of the Board of Directors. The President shall preside over the Executive Committee and have voting rights. The Executive Committee is charged with implementing the Bylaws. It is delegated the authority to take necessary action for and on behalf of the Board of Directors in situations where the matter requires such approval, but where a quorum of the Board cannot be assembled for a special meeting of the Board in time to take such actions or the action cannot be prudently held until the next regularly scheduled Board meeting. It is also delegated the authority to fulfill the Board's fiduciary duties and by acting for the Board between meetings of the Board to the extent allowed by law, within the limits established by the Articles of Incorporation and the Bylaws.

[B] FINANCE AND AUDIT COMMITTEE. The Finance and Audit Committee is responsible for assisting the Board of Directors in its oversight of the financial operations of OTCH including reviewing financial statements, determining and ensuring the adequacy of internal controls, ensuring adherence to its conflict of interest policy, and recommending financial policies and budgets to the Board of Directors that support OTCH's mission and strategic goals.

Section 5 CONDUCT OF EVENTS.

All United Kennel Club rules and policies will be followed at United Kennel Club licensed events conducted by this organization.

Article VI
DISCIPLINE

Section 1 AMERICAN KENNEL CLUB, UNITED KENNEL CLUB AND OTHER DOG REGISTRY OR CANINE SPORTING AND EVENTS ORGANIZATION SUSPENSION.

Any member who is suspended from the privileges of the United Kennel Club, American Kennel Club, or other dog registry or canine sporting and events organization may be suspended from the privileges of OTCH for a like period.

Section 2 MISCONDUCT.

Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of OTCH. Written charges with specifications must be filed in duplicate with the Recording Secretary together with a monetary deposit of an amount as determined by the Board of Directors which shall be forfeited if such charges are not sustained by the Board of Directors following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board of Directors or present them at a Board of Directors meeting, and the Board of Directors shall first consider whether the actions alleged in the charges, if substantiated, might constitute conduct prejudicial to the best interests of OTCH. If the Board entertains jurisdiction of the charges, it shall determine a date, time, and place of a hearing not less than 3 weeks nor more than 6 weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member by registered mail together with a notice of the hearing and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if so desired.

Section 3 BOARD HEARING.

The Board of Directors shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained, after hearing all the evidence and testimony presented by complainant and defendant, the Board of Directors may, by a majority vote of those present, recommend to the membership suspension of the defendant from all privileges of OTCH membership for not more than six months from the date of the hearing. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the recommendation for suspension shall not restrict the defendant's right to appear before fellow members at the ensuing OTCH meeting which considers the Board of Director's recommendation. Immediately after the Board of Directors has reached a recommendation, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board of Director's recommendation.

Section 4 EXPULSION OR SUSPENSION.

Expulsion or suspension of a member may be accomplished only at a membership meeting following a Board of Directors meeting and upon the Board of Director's recommendation as provided in Section 3 of this Article. Such proceedings may occur at a regular or special meeting to be held within 60 days but not earlier than 30 days after the date of the Board of Director's recommendation. The defendant shall have the privilege of appearing on his/her own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board of Directors

findings and recommendations, and shall invite the defendant, if present, to speak on his/her own behalf if he/she so desires. The meeting shall then vote by secret written or electronic ballot on the proposed expulsion or suspension. A 2/3 majority vote of those active members present and voting at the meeting shall be necessary for expulsion or suspension.

Article VII AMENDMENTS

Section 1 Approval of Membership.

The members of OTCH may from time to time amend the Articles of Incorporation and the Constitution and Bylaws as may be required to advance the purposes of OTCH. Amendments to the Constitution and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Recording Secretary signed by 25% of the active membership. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote at the first membership meeting following the date when the petition was received by the Recording Secretary and subsequently considered by the Board of Directors.

Section 2 Vote.

The Articles of Incorporation and the Constitution and Bylaws may be amended by a two-thirds majority vote of the active members present and voting at any regular or special membership meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting provided at least two weeks prior to the date of the meeting.

Section 3 Waiver of Notice.

The notice required in this Article may be waived by the unanimous vote of those members present and voting at such membership meeting. In the event the Constitution and Bylaws are amended, notice of such amendments shall be given to all members in the manner permitted by these Bylaws or by law and shall be on file with the office of OTCH and shall be available in their entirety on its website.

Article VIII DISSOLUTION

Section 1 DISSOLUTION.

OTCH may be dissolved at any time by the written consent of not less than 3/4 of the active members. In the event that OTCH shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of OTCH, may transfer or dispose of OTCH's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations and, in the sole judgment of OTCH's Board of Directors, have purposes similar to those of OTCH or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds, or other

organizations as said court shall determine, which at the time are exempt for federal income tax, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual shall share in the distribution of any OTCH assets upon dissolution of OTCH.

Article IX
LIABILITY AND INDEMNIFICATION

Section 1 GENERAL RULE.

[A] To the fullest extent that the laws of the Commonwealth of Pennsylvania provide, no Director of OTCH shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director unless: the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. However, the foregoing provision shall not apply to: (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a director for the payment of taxes pursuant to local, state, or federal law.

[B] The provisions of this Article shall be deemed to be a contract with each Director of OTCH who serves as such at any time while this is in effect and each such Director shall be deemed to be so serving in reliance on its provisions. Any amendment or repeal of this Article or adoption by any Bylaw or any other provision of the Articles of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, by a Director prior thereto.

Section 2. INDEMNIFICATION.

[A] Except as prohibited by law, every Director and Officer of OTCH shall be entitled as of right to be indemnified by OTCH against attorneys' fees, expenses and any liabilities paid or incurred by such person in connection with any actual, pending or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of OTCH or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a Director or Officer of OTCH or of a subsidiary of OTCH or by reason of the fact that such person is or was serving at the request of OTCH as a Director, Officer, Employee, Fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action initiated by an indemnitee (as hereinafter defined) against OTCH (an "indemnity action") except as provided in the last sentence of this Subsection [A]. Persons who are not Directors or Officers of OTCH may be similarly indemnified in respect of service to OTCH or to another such entity at the request of OTCH to the extent the Board of Directors at any time denominates any such persons as entitled to the benefits of this Article if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed, to the best interests of OTCH, and with respect to any criminal action, had no reason to believe such conduct was illegal and each other person denominated by the Board of Directors as entitled to the benefits of this Article. "Expenses" shall mean all expenses actually and reasonable incurred, including fees and expenses of counsel selected by an indemnitee, and "liabilities" shall mean amounts of judgments, excise taxes, fees, fines, penalties, and amounts paid in settlement. However, no person shall be entitled to

indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided further in instances of a claim by or in the right of OTCH, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudicated to be liable to OTCH unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of OTCH is located or the court in which the action was brought determines upon application that despite the adjudication or liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses that the court of common pleas or other court shall deem proper. Any indemnitee shall be entitled to be indemnified pursuant to this Subsection [A] for expenses incurred in connection with any Indemnatee Action or (i). if the indemnitee is successful, as provided in Subsection [C] of this Article, (ii). if the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed or (iii). if the indemnification for expenses is included in a settlement of, or is awarded by a court, in such other Indemnatee Action.

[B] Unless ordered by a court, any indemnification under this Article or otherwise permitted by law, shall be made by OTCH only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action or proceedings or (ii) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

[C] Every indemnitee shall be entitled as of right to have his or her expenses in defending any action, or in initiating and pursuing any Indemnatee Action for indemnity or advancement of expenses under this Article paid in advance by OTCH prior to the final disposition of such Action or Indemnatee Action, provided that OTCH receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses, unless the action is brought against the person by or in the right of OTCH.

[D] OTCH may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any action, whether or not OTCH would have the power to indemnify such persons against such liability or expense by law or under the provisions of this Article. OTCH may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

[E] The rights to indemnification and advancement of expenses provided in the Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or Bylaw, vote of the Board of Directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves OTCH at any time while this Article is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Article), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification

under this Article and shall inure to the benefit of the heirs and legal representatives. Any amendment or repeal of this article or adoption of any Bylaw or other provision of the Articles of Incorporation which limits in any way the right to indemnification or the right to advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnity prior to the adoption of such amendment, repeal, of this Article, or adoption of any Bylaw or other provision.

[F] If an indemnitee is entitled under any provision of this Article to indemnification by OTCH for some or a portion of the expenses or liabilities paid or incurred by the indemnitee in preparation, investigation, defense, appeal or settlement of any Action or Indemnity Action but not, however, for the total amount thereof, OTCH shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

Article X MISCELLANEOUS

Section 1 REGISTERED OFFICE.

The Board of Directors of OTCH shall establish and designate the registered office of OTCH at such location within the Commonwealth of Pennsylvania as it from time to time determines.

Section 2 OTHER OFFICES.

OTCH may have other offices at such other places as the Board of Directors may select and the business of the OTCH may require.

Section 3 FISCAL AND MEMBERSHIP YEARS.

The fiscal year of OTCH shall begin on the first day of January and end on the last day of December unless otherwise designated by the Board of Directors. The membership year of OTCH shall begin on January 1 and end on December 31, unless otherwise determined by the Board of Directors.

Section 4 CORPORATE BOOKS AND RECORDS.

OTCH shall keep at its principal place of business:

- a) the original or a duplicate record of the proceedings of the Board of Directors and Committees,
- b) the original or a copy of all corporate documents, including the Articles of Incorporation, Constitution and Bylaws, and policies including all amendments thereof to date, and
- c) appropriate, correct, and complete books and records of financial accounting.

Article XI DEFINITIONS

RECORD FORM – This means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

TRAINING SESSION - A series of regular weekly class meetings comprising a unit of training. Obedience training sessions may include 7 - 10 weekly meetings as a part of one unit, for example.

TRAINING CLASS - A level of training based upon a specific level of instruction. Handlers and dogs advance through various class levels based upon their individual learning, development, and performance.

ACTIVE MEMBER - A person who has paid his/her annual membership dues, attended at least one membership meeting, and participated in at least two activities as outlined in Article I, Section 4 [A]. A newly elected member is automatically an active member through the conclusion of the fiscal year in which he/she has been elected to membership.

INACTIVE MEMBER - A person who has paid his/her annual membership dues but has not met all the meeting or participation requirements as outlined in Article I, Section 4 [A].