

BYLAWS
Desert Irish Wolfhound Association
("DIWA")

Article I Name and Objectives

Section 1.1 The name of the nonprofit corporation shall be Desert Irish Wolfhound Association, hereinafter known as "DIWA."

Section 1.2 The objectives of DIWA are:

- a. Improving the health and welfare of Irish Wolfhounds throughout Arizona
- b. Encouraging responsible ownership through mentoring and education of its members and the general public
- c. Fostering excellent communications between DIWA and the regional Irish Wolfhound clubs and the Irish Wolfhound Club of America
- d. Maintaining a source of Irish Wolfhound specific rescue/rehoming contacts throughout Arizona and engaging in rescue/rehoming as needed.
- e. Encouraging sportsmanlike competition at dog shows, obedience trials, field trials and matches under the rules of the American Kennel Club and/or the American Sighthound Field Association, as appropriate, and participation in American Kennel Club puppy and canine good citizenship (CGC), companion service and therapy dog activities.
- f. Serving to protect the welfare and guardianship of the Irish Wolfhound and preserve our breed as defined by the standard recognized by the American Kennel Club.

Section 1.3 DIWA shall be operated as a nonprofit corporation and monies from dues, donations, grants or fundraising paid to DIWA shall not inure to the benefit of any member or individual.

Section 1.4 The Board of Directors may revise the Bylaws as necessary in order to carry out these objectives.

Section 1.5 It is the duty of every member of DIWA to forward the interests of the breed and DIWA, to promote honorable dealings in canine matters and report to the presiding officers and/or the Board of Directors of DIWA any irregularities affecting the Irish Wolfhounds, DIWA or any of its members.

Article II Membership

Section 2.1 Eligibility. Application for membership will be open to all persons 18 years of age and older, with no regard to race, color, creed or any other unlawful restrictions, who subscribe to the purposes of DIWA. While membership is to be unrestricted as to residence, DIWA's

primary purpose is to be representative of the Irish Wolfhound owners in Arizona. Membership is not limited to breed owners but shall be open to anyone expressing interest in the breed.

Prospective Members and Members shall be invited and encouraged to participate in all DIWA events.

Section 2.2 Types of Membership.

- a. Individual. Persons 18 years of age or older. Such a member has one vote.
- b. Family. Shall consist of no more than two adults of a family unit and their children under 18 years of age. Each member over 18 years of age is entitled to one vote.
- c. Lifetime. A member unanimously voted in as such. This member has one vote.

Section 2.3 Election to membership. Each applicant for membership shall apply on a form as approved by the Board of Directors and which shall provide that the applicant agrees to abide by these bylaws. The application shall state the name, address, phone number and email address of the applicant(s).

- a. All applications are to be submitted to the Secretary. The Secretary will then forward the application to each DIWA member in good standing for approval of membership. If, after 30 days there is no objection to membership, the Secretary will inform the applicant of their acceptance into membership.
- b. The applicant will then forward the dues to the Treasurer at that time. The Treasurer will inform the Secretary of the new member's good standing and request a welcome letter be sent to the new members and an email announcing to the general membership a new member.

Section 2.4 Termination of membership. Membership may be terminated:

- a. Any member in good standing may resign from DIWA upon written notice to the Secretary.
- b. By lapsing. Membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid after January 31st of the calendar year. However, the Board may grant an additional 60 days of grace to such delinquent members in meritorious cases.
- c. By Board removal. Membership may be terminated by majority vote of the Board.
- d. By malfeasance. Membership will be immediately terminated for illegal or dishonest activity affecting the club.
- e. Upon termination of membership, for any cause, all DIWA property must be returned to DIWA immediately.

Section 2.5 Member in Good Standing. A Member of Good Standing has paid their annual dues and follows the actions as described in Section 1.5 of these bylaws.

Section 2.6 Dues. Membership dues will be set by the Board of Directors and shall not exceed \$40 per year for individual membership and \$50 per year for family membership, excepting lifetime membership which is considered paid in full for the life of the member.

- a. Annual membership dues become due and payable on January 1 of each calendar year and shall be deemed to be late if not paid by that date. If not paid by January 31st the dues will be deemed to be in arrears and the member will be considered to no longer be in good standing. Dues notices will be sent by the Treasurer to DIWA membership a minimum of 30 days before the due date. Dues are not prorated.
- b. No member may vote whose dues are not paid for the current year.

Article III Directors

Section 3.1 The concerns, direction and general management of the affairs of DIWA shall be vested in the Board of Directors.

Section 3.2 The Board shall oversee the disbursement of DIWA funds in accordance with their fiduciary responsibilities.

Section 3.3 The members of the Board of Directors shall serve for a term of two years. The Board terms shall be staggered with no more than four positions being open for election in any one calendar year. The positions will be open for election as follows: Year A: President, Secretary and Board Members A Year B: Treasurer, Vice-President, and Board Member B. Board Member C will be voted as needed as it is a lifetime position. The Board of Directors may be re-elected to another term if a majority of both the current board and the general membership agrees. No two members of a family membership shall hold board positions at the same time. Board members are limited to two consecutive terms, total number of terms is not limited.

Section 3.4 The Board shall be comprised of the President, Vice-President, Secretary, Treasurer, and a maximum of three Directors maintaining an odd number for voting purposes.

Section 3.5 Officers

- a. The President shall preside at all meetings of DIWA and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws. The President shall recommend all committee Coordinators/Chairs.
- b. The Vice-President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity; shall act as social director arranging for speakers and programs at the general meetings; and be willing to accept the nomination for President Upon the death or resignation of the President, the Vice-President shall become the President of the current term upon the inability of the then President to fulfill their obligations.
- c. The Secretary shall keep a record of all meetings of DIWA and the Board and all matters of which a record shall be ordered by DIWA. He/she shall have charge of the correspondence, notification of members of meetings, notification of officers and board directors of their election to office and carry out such other duties as are prescribed in these bylaws.
 - i. He/she shall keep a roster of members of DIWA with their names, addresses, phone numbers and e-mail addresses to be maintained

and distributed to the membership on a quarterly basis. This roster is confidential to members of DIWA.

- d. The Treasurer shall collect and receive all monies due or belonging to DIWA. He/she shall deposit the same in a bank designated by the Board in the name of DIWA.
 - i. His/her books shall be always open for inspection by the Board.
 - ii. He/she shall present and report to the Board at every meeting and/or within 10 days of a request by a Board member, an official statement from the designated financial institution reflecting the current finances and the condition of the DIWA account(s).
 - iii. He/she shall report at each general meeting a rendering of the account of all monies received and expended during the previous period.
 - iv. He/she shall report at the 1st Board Meeting of the year, a rendering of all monies received and spent during the prior calendar year.
 - v. No expenditures greater than \$150.00 will be paid without the approval of the President and joint signature of the President or Vice-President and the Treasurer.
 - vi. Quarterly transactions are reported to the President and Secretary.
 - vii. Quarterly reports, bank balances, and bank reconciliations are reported to the Audit Committee.
- e. Board Member A acts as the activity coordinator and organizes, plans and anchors events or projects.
- f. Board Member B functions as the Marketing Coordinator to raise awareness of the public, membership, and others in improving the health and welfare of Irish Wolfhounds throughout Arizona. The Marketing coordinator is responsible for identifying and executing improvements for the marketing process to include presenting, broadcasting, and live content at events. Specifically, this person is responsible to author the annual report for publication at the national level, for the Irish Wolfhound Club of America.
- g. Board Member C position is also known as the Honorary Board Member position. This position is a non voting board position except to serve as a tie breaker. This position will be filled by a member in good standing who has provided exceptional service to the organization. When filled this is a lifetime position or until the board member resigns their position. When filling this position members may propose members to the board who they believe have provided exceptional service to the association. If there is more than one member proposed the board shall review the proposed members and recommend one member to the whole membership to be voted on. If this member is not voted in by the general membership the board shall make a single recommendations until a member is voted by a majority of the general membership. This board member shall maintain the DIWA history.

Section 3.6 Any officer or Director unable to attend any meeting will notify the President or Secretary of the Association and plan for any information or reports to be shared with the Board in their absence.

Section 3.7 Officers and Directors must be eligible, voting members entitled to hold office.

Section 3.8 Officers shall be classified as volunteers and shall not receive any salaries or fees for their services; however, the officers may be reimbursed for any expenses incurred in the fulfillment of duties incurred on the behalf of DIWA such as rehousing expenses, special event entries, approved invoices, etc. DIWA shall make no loans of any kind to any officer or Director.

Section 3.9 The Board will choose the successor for any board member unable to complete their elected term due to health or personal reasons, unwillingness, or inability to carry out their assigned tasks for DIWA except that a vacancy in the office of President shall be filled automatically by the Vice-President.

Section 3.10 The Board shall ensure a DIWA book is maintained that contains the formation documents, tax returns, audits, minutes, insurance documents and any other information determined by the board.

Article IV Fiscal/Calendar Year Reporting Requirements

Financial reporting shall be in the calendar year, January 1 thru December 31 except as might otherwise be required by the Arizona Corporation Commission. The Treasurer is required to file all tax returns and any other periodic reports or filings as required by the State of Arizona and the Internal Revenue Service. All reports and filings must be submitted to prevent any penalties, whether monetary or otherwise.

Article V Meetings

Section 5.1 Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors.

Section 5.2 Special meetings of the Board of Directors may be called by the President or by the Secretary after being requested to do so in writing by any member of the Board. Written or electronic notice of such a meeting will be sent or emailed by the Secretary at least ten (10) days prior to the date of the meeting. Such notice shall state the purpose of the meeting and no other business may be conducted. Emergency meetings may be called telephonically or electronically by the President when time is of the essence.

Section 5.3 A two-thirds majority of the members (but no less than 3) of the Board of Directors shall constitute a quorum.

Section 5.4 Telephonic or electronic meetings of the Board of Directors may be held. Such meetings shall have the same force and effect as an in-person meeting.

Section 5.5 Except as otherwise prescribed in these bylaws, decisions at any meeting of the Board of Directors or meeting of any committees shall be by majority vote of those present and voting. Each Director shall have one vote. Electronic voting may be performed via e-mail.

Section 5.6 DIWA shall hold a minimum of 2 general meetings of the full membership. The first meeting will be held between January 1 and June 30. The second meeting will be held between July 1 and December 31.

- a. Written notice of the general meetings will be made in writing via email to all members in good standing of DIWA at least 2 weeks before the scheduled date of the meeting.
- b. During all meetings, the Board of Directors will provide an update on the status of DIWA.

Section 5.7 A third general meeting will be held annually that includes members and their dogs.

Article VI Committees

Section 6.1 The Board may appoint committees to advance the work of DIWA in some of the following ways:

- a. Committees may be appointed for educational, membership, special events, fundraising, hospitality, auditing, or any other area deemed needed by the Board. Members are recommended by the President and/or members of the Board of Directors.
- b. Special Committees may also be appointed by the Board of Directors to aid projects.
- c. Any committee appointment or existence of a committee may be terminated by a vote of the Board of Directors. The Board of Directors may also suggest the creation and establishment of special committees.
- d. Board Member(s) may be a member of any committee and participate in the approval of subcommittee members.

Section 6.2 Standing Committees

The Rehoming/Rescue Committee. For DIWA, "rehoming" or "rescue" is defined as any activity on behalf of DIWA that involves the taking of an Irish Wolfhound in need of rescue (due to abandonment, neglect, abuse or other situation requiring re-homing or placement of the animal). Written permission from the owner of record, dog pound, animal shelter, court order, etc. must be provided before a dog is placed with DIWA's rehoming/rescue committee.

Animals may also only be accepted into the rescue program by agreement/permission of the current rehoming/rescue coordinator. No member may use the name of DIWA to obtain a rescue animal without proper authorization. DIWA is not liable in any way for unauthorized rescue activity by its members or by individuals falsely claiming to be members of the DIWA rehoming/rescue committee.

The Rehoming/Rescue Coordinator is authorized by the Board to perform rescue activities for DIWA. The Rehoming/Rescue Coordinator will keep accurate records on each Irish Wolfhound admitted to the program. Records will include, but not be limited to, initial intake information, veterinarian care records and receipts, and copies of the adoption contract for each Irish Wolfhound admitted to the program.

The Rehoming/Rescue Coordinator will maintain current files of foster homes and adoption candidates. The Rehoming/Rescue Coordinator may incur expenses up to, but not exceeding \$300.00, on behalf of any one Irish Wolfhound. If more than one Irish Wolfhound is concurrently in need of rescue, an emergency meeting of the Board of Directors shall be called, and any ensuing issues shall be discussed and voted upon by the Board. Any expenditure on one Irish Wolfhound greater than \$300.00 in aggregate must have prior approval by the Board of Directors.

Article VII Amendments

Section 7.1 Amendments to the Bylaws may be proposed by the Board of Directors or by a written petition addressed to the Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be reviewed and voted on by the Board of Directors, which will present its recommendation to the DIWA voting members at the next regularly scheduled meeting or within three (3) months of the date when the petition was received by the Secretary.

Section 7.2 The bylaws may be amended by a 2/3 vote of the members at any regular or special meeting. The agenda for such a meeting shall indicate that a bylaw revision will be discussed and voted upon during the meeting at issue. The proposed amendments along with the Board's recommendations on such amendments shall be sent to all members in accordance with DIWA bylaws.

Section 7.3 Approved amendments or revisions to the bylaws will become effective immediately upon approval unless otherwise specified within the amendment or revision.

Article VIII Order of Business

Section 8.1 General Meetings

- a. Meetings will be conducted using Robert's Rules of Order
- b. The order of business, so far as the character and nature of the meeting may permit, shall be as follows:
 - i. Roll call (in the form of an attendance sheet)
 - ii. Minutes of the last meeting
 - iii. Correction to the minutes of the previous meeting
 - iv. Report of President
 - v. Report of Secretary
 - vi. Report of Treasurer
 - vii. Report of Committees
 - viii. Nomination/Election of Officers/Board (if election year)
 - ix. Unfinished business
 - x. New business
 - xi. Adjournment

Section 8.2 Board of Director Meetings

- a. The order of business, unless otherwise directed by a majority vote of those present, shall be as follows:
 - i. Reading of the minutes of last meeting
 - ii. Correction to the minutes
 - iii. Report of the Secretary
 - iv. Report of the Treasurer
 - v. Report of the Standing Committee
 - vi. Unfinished business
 - vii. New business
 - viii. Adjournment

Article IX Discipline

Section 9.1 American Kennel Club suspension. Any member who is suspended from ANY privileges of the American Kennel Club shall automatically be suspended from all privileges of DIWA for a like period of time.

Section 9.2 Membership in DIWA is a privilege and everyone has an opportunity to review members before membership is granted. As such, if any member has a grievance against another member it is encouraged that the member talks with the other member to work out any differences/grievances.

Section 9.3 If a member tries to work out any problems with another member and still feels that the other member's behavior is so egregious regarding how that member behaves personally during DIWA events or their inability and unwillingness to control their dog, that member may put a complaint in writing and present it to the Board of Directors. The Board will review the complaint and will decide if further action is needed.

If the Board decides further action is needed the member receiving the complaint shall have the option of addressing the board in person or in writing. If, after allowing 30 days for a response from the member receiving the complaint, the Board still feels further action is needed, the Board may provide written notification to the member stating what behavior/actions are not acceptable and warning the member if the behavior/actions continue the next step is to request the member to resign; or if the behavior/actions are so egregious the Board may, with a quorum vote of the board, ask the member to resign their membership immediately.

If, after a written warning, the member does not alter their behavior/actions, the Board may then request the member resign their membership. If the member refuses to resign their membership the Board, with a quorum vote, may expel the member. If a member is expelled they must wait a minimum of one year before applying for membership again.

Article X Dissolution

Section 10.1

- a. DIWA may be dissolved at any time with the written consent of not less than two-thirds (2/3) of the current Board members.
- b. In the event of a dissolution, whether voluntary or involuntary or by operation of law, none of the property of DIWA nor any proceeds thereof, nor any assets of DIWA, shall be distributed to any members of DIWA but after payments of the debts of DIWA, the Board of Directors will distribute the property and assets shall be given to a charitable organization which is a 501(c)(3) under the Tax Code for the benefit of the Irish Wolfhound Foundation.