THE CONSTITUTION AND BYLAWS OF THE ARCTIC SPITZ CLUB OF AMERICA, INC®.

CONSTITUTION

SECTION 1. The name of the club shall be ARCTIC SPITZ CLUB OF AMERICA, INC (ASCOA)®, hereafter referred to as "the Club."

SECTION 2. The objects of the Club shall be:

(a) To establish and maintain a consistent breed identity and written breed standard for the Arctic Spitz;

(b) To establish ASCOA® as the parent club of the Arctic Spitz;

(c) To encourage breeders to prioritize transparency, as well as health, temperament, structure, and genetic diversity, and to make every possible effort to bring the natural qualities of the Arctic Spitz to perfection through selective breeding;

(d) To support and promote research on the history, characteristics, genetics and particular health problems of the Arctic Spitz;

(e) To maintain accurate records, pedigrees, and documentation for the Arctic Spitz breed;

(f) To produce, publish, and distribute to the general public educational materials about the purpose, care, breeding, health, development and training of the Arctic Spitz;

(g) To further the recognition of the Arctic Spitz breed with the AKC (American Kennel Club);

(h) To organize educational events, conformation and companion events, fun matches, demonstrations, and other events to advance the Arctic Spitz as a versatile companion and to protect the ability to own, show, breed, train, and otherwise enjoy the breed;

(i) To promote the importance of responsible ownership, lifelong care, and the welfare of all dogs, particularly the Arctic Spitz;

(j) To support and cooperate with independent rescue organizations whose mission aligns with the responsible care and placement of Arctic Spitz dogs.

SECTION 3. The club shall not be conducted or operated for profit and no part of any profits or remainder or residue from dues and donations to the club shall inure to the benefit of any member or individual.

SECTION 4. The Club shall maintain independence from any individual breeder, kennel, business, or commercial enterprise.

SECTION 5. The Club may cooperate with separate charitable organizations, including rescue organizations, but such organizations shall remain legally independent entities.

SECTION 6. The members of the club shall adopt and may from time to time revise such bylaws as may be required to carry out these objects.

BYLAWS

ARTICLE I
Membership

SECTION 1. *Eligibility.* There shall be three (3) classes of membership open to those who are in good standing with Arctic Spitz Club of America and who subscribe to the purposes of this Club and the Code of Ethics.

(a) Members with full privileges

1. 'Breeder' membership is for those actively participating in breed development via selective breeding, registrations, conformation shows and companion events, and other breed-related activities.

   This membership is obtained through Board approval process with full Membership benefits and voting rights.

(b) Members with limited privileges

1. 'Associate' membership is open to all persons over the age of eighteen who are Arctic Spitz owners, trainers, and/or enthusiasts.

2. ‘Junior’ membership is open to all persons between the ages of ten and seventeen. Upon reaching eighteen years of age, Junior members must reapply, without an application fee, for another class of membership. Junior members failing to apply for another membership within six (6) months after their 18th birthday shall have their membership automatically lapse.

SECTION 2. *Dues.* Membership dues shall be reviewed and set by the Board each year. The Board may assess different fees per class of membership, not to exceed $200 per year. Dues are a rolling calendar membership, annually collected through the website based on initial acceptance date. No Member may vote whose dues are not paid for the current year.

SECTION 3. *Application Processing Fee.* The Board of Directors may establish an application processing fee, not to exceed seventy-five dollars ($75), to be paid by each membership applicant and the fee must accompany the membership application. The Board of Directors shall review this fee on a regular basis, adjust when appropriate, and may assess different fees per class of membership. If the Board does not change the amount of the fee by October 1st of each year, the fee shall be assessed at the previous year’s rate. The fee is non-refundable.

SECTION 4. *Election to Membership.* Each applicant for membership shall apply on a web based form as approved by the Board of Directors and which shall provide that the applicant agrees to uphold these Constitution and Bylaws and the Code of Ethics.

(a) The application shall state the name and physical address of the applicant, additional contact information, and any other information deemed necessary by the Board of Directors. For Breeder members only, the application shall also include information about the applicant’s kennel, previous breeding experience, social media/website presence, and kennel practices as well as either the endorsement of one sponsoring member in good standing who has personally known the applicant for at least one year or a Veterinarian reference. The sponsor(s) must not be immediately related to the applicant or to each other. Immediately related is defined as spouse, domestic partner, parents, grandparents, children, grandchildren, siblings, mother-in-law, father-in-law, daughter-in-law, son-in-law, sister-in-law, brother-in-law, and persons living in the same household. Adopted, step and half relations count as immediately related.

(b) Applications are forwarded to the Board of Directors via email notification within 48 hours of receipt of application. Applications are carefully reviewed for good standing within the Arctic Spitz community, an agreement to uphold this

Constitution and Bylaws as well as the club's Code of Ethics, veterinarian references, etc.

(c) Any objection to an applicant for membership, together with reasons for such objection, shall be filed in writing with the Secretary within five (5) days of the publication of notice of the pending application. The Secretary shall promptly disclose to the Board of Directors all objections and the reasons for such objections, in confidence, before any action is taken on the application. The Board may take any reasonable action to investigate or resolve the objections before voting on the applicant.

(d) Applicants are elected by receiving an affirmative vote of two-thirds of the Directors of the Board.

(e) Once Board approved, the prospective member shall submit non-refundable dues payment for the current year through the link provided at time of acceptance.

(f) The application will then be forwarded to the Secretary for recording.

(g) Applicants who have been rejected may reapply six (6) months after such rejection, given that they have been accepted into the ASCOA® Mentorship program or have provided documentation of correction of behavior that resulted in the application denial.

SECTION 5. ***Members in Good Standing.*** A member in good standing shall be any duly approved member who upholds these Constitution and By-Laws as well as the club's Code of Ethics, has met his financial obligations to the Club, including dues and all other amounts that the member has become obligated to pay, or return of property belonging to the Club or any committee thereof; participates in the Club's Annual Meeting, either by attending in person or virtually, or by reviewing the official meeting recording within the time frame established by the Board; and demonstrate active participation in the Club by completing at least one approved activity each membership year, such as volunteering at a Club event, serving on a committee, participating in an official survey, attending an educational program, or engaging in another Board-approved Club initiative. Members who fail to meet these requirements may forfeit their status as Members in Good Standing and any rights or privileges contingent upon that status until the requirements have been satisfied.

SECTION 6. ***Termination of Membership.*** Memberships may be terminated:

(a) by resignation. Any member in good standing may resign from the club upon written notice to the Secretary, but no member may resign when in debt to the club. Dues obligations are considered a debt to the Club and they become incurred on the 1st day of Membership renewal. Dues and fees are not reimbursed or prorated.

(b) by lapsing. A membership will be considered as lapsed if dues are not paid by the anniversary of the Member's initial acceptance day into the Club. Rights to any Membership privileges will automatically be suspended until member's dues are paid. If the lapse period is more than 60 days, the person must reapply for membership.

(c) by expulsion. A membership may be terminated by expulsion as provided in Article VI (discipline) of these bylaws. Dues and fees are not reimbursed or prorated.

ARTICLE II
Meetings

SECTION 1. *Annual Meeting.* The annual meeting shall be held during the period beginning February 1 and ending March 31 of each year at a place, date, and hour designated by the Board of Directors for the purpose of sharing reports on the activities and finances of the Club, electing directors, and for the transaction of such other business as may properly come before the meeting. Notice of the annual meeting shall be sent via email to all Members at least thirty (30) days prior to the date of the meeting, as well as publicly posted on website and social media. The quorum for the annual meeting shall be 10% of Members with full privileges in good standing.

The annual meeting shall be recorded and made available to all members in good standing who are unable to attend the meeting live. A member who does not attend the annual meeting in person or through a live virtual format may satisfy the annual meeting attendance requirement by viewing the official meeting recording in its entirety within thirty (30) days following the date of the meeting. The Board may establish a reasonable method for members to verify completion of the recording, and members who do not attend live or complete the recording within the thirty-day period shall be considered not to have fulfilled the annual meeting attendance requirement for membership that year.

SECTION 2. *Special Club Meetings.* Special club meetings may be called by the President or by a majority vote of the members of the Board. Such meeting shall be

held at such place, date and hour as may be designated by the Board of Directors, and notice will be sent at least seven (7) days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting and no other club business may be transacted. The quorum for such a meeting shall be 10% of Members with full privileges in good standing.

SECTION 3. *Board Meetings.* Meetings of the Board of Directors shall be held at such times and places as are designated by the President or by a majority vote of the Board. Notice of such meetings shall be sent via email or other means of communication approved by a majority vote of the Board to each member of the Board at least two (2) days prior to the date of the meeting. The quorum for a board meeting shall be a 75% majority of the Board.

SECTION 4. *Conduct of Board Business.* The Board of Directors may also conduct business by telephone conference (including disciplinary hearings), video conference, email, or other means of communication approved by a majority vote of the Board. Items voted upon by any method other than "in-person" meetings must be confirmed in writing by the Secretary within seven (7) days.

SECTION 5. *Conduct of Member Meetings.* The Club may also conduct business via virtual, electronic or teleconference/videoconference meetings. If this method is used,

(a) The electronic meeting shall allow the members to simultaneously hear and, if possible, see the officers and board members;
(b) Notice of the meeting shall include:
    1. Officer and any submitted committee reports;
    2. An adequate description of how to access the meeting;
    3. A means whereby a member with full privileges may place an item on the agenda.
(c) Any matters requiring a vote by the membership shall be accomplished by balloting pursuant to Article IV, Section 2.

SECTION 6. *Notice.* Notice may be sent by the Secretary in any manner permitted under the laws of Oregon. The Club may send notices (including notification of club meetings, dues, minutes, and other club publications) via email, provided that,

(a) Members have signed an authorization agreeing to this method of communication.
(b) Such authorization is renewed annually and is revocable at will.

ARTICLE III
Directors and Officers

SECTION 1. *Board of Directors.* The Board shall consist of at least three (3) voting members who are not of the same immediate family or related by blood or marriage. The Board shall be comprised of the President, Vice President, Secretary, Treasurer, and up to (5) other persons all of whom shall be members in good standing. After the initial Board members' first 3 year terms (2026-2029) all Board of Directors shall be elected for one year terms as provided in Article IV, and shall serve until their successors are elected. General management of the club's affairs shall be entrusted to the Board of Directors. Due to conflict of interest, applicants may not be board members of other breed clubs whose goal is to establish the Arctic Spitz or "Pomsky" with AKC in the USA.

SECTION 2. *Officers.* The club's officers, consisting of the President, Vice President, Secretary and Treasurer, shall serve in their respective capacities both with regard to the club and its meetings and the Board and its meetings. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

(a) The President shall preside at all meetings of the club 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.

(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.

(c) The Secretary shall be responsible for:

1. Managing and preserving a record of all meetings of the Club and of the Board and of all votes taken and all matters of which a record shall be ordered by the Club, including current Standing Rules;
2. Keeping an up-to-date roll of members in good standing and their contact information which shall be sent to any member in good standing upon written notice not more than once every club year;
3. Notifying new members of their election;
4. Notifying members of the time and place of members' meetings;
5. Notifying Board Members of the time and place of Board meetings;
6. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

(d) The Treasurer shall be bonded, or the Club otherwise similarly insured against negligence or loss by the Treasurer or any officer, in such amount as the Board of Directors determine, and shall:

1. Collect and receive all monies due or belonging to the Club;
2. Deposit the same in a bank approved by the Board, in the name of the Club;
3. Disburse funds necessary to discharge the liabilities of the Club; such disbursements shall in no event exceed a maximum limit on all expenditures imposed by the Board of Directors. If liabilities are incurred in excess of this maximum limit, prior approval of the Board must be obtained before payment can be made;
4. Keep the books open to inspection of the Board at all times;
5. Report to the Board at every meeting the condition of the Club's finances and every item of receipt or payment not before reported;
6. Render at the annual meeting an account of all monies received and expended during the previous fiscal year;
7. Generate, and manage an annual budget;
8. Manage and review the investment activities of the Club;
9. File appropriate tax statements;
10. Maintain a record of all non-expendable Club property held by the Directors or members of the Club;
11. Maintain appropriate corporate reporting to the state of Incorporation;
12. Carrying out such other duties as are prescribed in these Bylaws and/or by the Board of Directors.

(e) Directors – The Directors shall perform such duties as prescribed in these Bylaws or as assigned by the Board.

SECTION 3. *Removal from Office*. An officer or director may be removed from office for failure to discharge his/her duties as prescribed in Section 2 of this Article by a secret vote of two-thirds (2/3rd) of the entire Board of Directors at a meeting where the notice of which has specified the proposed removal.

SECTION 4. *Vacancies.* As a newly established club, the first term for the Board of Directors is three years (6/2026-1/2029). Any vacancies occurring on the Board or among the officers during the year shall be filled for the remainder of the position's term by a majority vote of the board. However, a vacancy in the office of President shall automatically be filled by the Vice-President for the remainder of the term.

SECTION 5. *Indemnification of Officers and Board Members*. The officers and Directors of the Club shall be indemnified by the Club against liability and against expenses reasonably incurred by them in conjunction with any action, suit or

proceeding by reason of their having been an Officer or Director of the Club, except in relation to matters as to which they shall be finally adjudged in such action, suit, or proceeding, to have been determined to be acting in individual bad faith. Such right of indemnification shall not be deemed exclusive of any other rights to which they may be entitled as a matter of law. However, the personal liability may not be eliminated or limited for a Director, Officer, or both, to the Club for monetary damages for breach of fiduciary duty with respect to any transaction from which the Director, Officer, or both, derived an improper personal benefit.

ARTICLE IV
The Club Year, Voting, Nominations, Elections

SECTION 1. *Club Year.* There are three (3) separate Club years as follows:

(a) The Club's fiscal year shall begin on the 1st day of August and end on the 31st day of July.
(b) The Club's official year shall begin immediately at the conclusion of the election at the annual meeting and shall continue through the election at the next annual meeting.
(c) The Club's membership year is the calendar year, January 1 through December 31.

SECTION 2. *Voting.* At the annual meeting or at a special meeting of the club, voting shall be limited to those Members with full privileges in good standing who are present at the meeting, except for election of Officers and Directors, and except for revisions to the breed standard and amendments to these Constitution and Bylaws and the Code of Ethics, which shall be decided by written ballot cast by email and/or sent by electronic balloting if permitted by the laws of the State of Oregon. The Board of Directors may decide to submit other specific questions for decision of the Members by electronic ballot.

SECTION 3. *Nominations and Ballots.* No person may be a candidate in a club election who has not been nominated in accordance with these bylaws.

(a) A Nominating Committee shall be chosen by the Board of Directors on or before November 15th of each year. The Committee shall consist of three (3) members with full privileges in good standing, no more than one of whom shall be a member of the current Board of Directors. The Board shall name a Chair for the Committee.
(b) The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each office and for each other position on the Board of Directors and shall procure the acceptance in writing of each

nominee so chosen. The Committee should consider geographical representation of the membership on the board to the extent that it is practicable to do so. The committee shall then submit its slate of candidates to the Secretary. The Secretary shall provide this slate for publication in the Bulletin. The slate shall be prominently displayed in the Bulletin, or emailed to each member of the Club on or before thirty (30) days before the Club's annual meeting.

(c) Additional nominations of eligible members may be made by written petition, signed by three (3) members with full privileges, addressed to the Secretary and received at his/her regular address on or before sixty (60) days before the Club's annual meeting. Each additional nominee shall send to the Secretary within the deadline of this section a written acceptance signifying his/her willingness to be a candidate.

SECTION 4. *Annual Election.*

(a) *Uncontested elections*. If no valid additional nominations are received by the Secretary on or before sixty (60) days before the Club's annual meeting, the Nominating Committee's slate shall be declared elected at the time of the annual meeting, and no balloting will be required.

(b) *Contested elections*. If one or more valid additional nominations are received by the Secretary as provided in Section 3(c) of this Article, on or before sixty (60) days prior to the Club's annual meeting, ballots shall be sent according to Section 2 of this Article. The ballot shall list in alphabetical order all of the nominees for each position. The nominated candidates receiving the greatest number of votes for each office shall be declared elected. If any nominee, at the time of the election, is unable to serve for any reason, such nominee shall not be elected and the vacancy so created shall be filled by the new board of directors in the manner provided by Article III, Section 4.

ARTICLE V
Committees

SECTION 1. The Board may each year appoint standing committees to advance the work of the club in such matters as events, dog shows, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Any committee appointment may be terminated by a majority vote of the Board upon written or electronic communication to the appointee, and the Board may appoint successors to those persons whose services have been terminated.

SECTION 3. Committees may conduct business in person, by mail, e-mail, telephone conference, video conference, or other electronic means.

ARTICLE VI
Discipline

SECTION 1. *Arctic Spitz Club of America Suspension*. Any member who is found to not uphold the Code of Ethics and the Bylaws will be suspended from any of the privileges of Arctic Spitz Club of America immediately, promptly removed from the club without membership dues refund or proration. Appeal of decision may be filed within 90 days.

SECTION 2. *Charges*. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the breed. Written charges with specifications must be filed with the Secretary together with a refundable deposit of a reasonable amount set annually by the board not to exceed one hundred dollars ($100.00), which shall be forfeited if such charges are not sustained by the Board or a Special Board Committee following a hearing. The Secretary shall promptly send a copy of the charges to each member of the Board or present a copy of the charges at an in-person meeting of the Board.

SECTION 3. *Hearings and voting.*Disciplinary hearings and any Board action relating to disciplinary hearings may be held in person, via telephone conference or by video conference.

SECTION 4. *Jurisdiction.* After due consideration, the Board shall vote whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or of the breed.

(a) *Refusal to entertain jurisdiction.* If a majority of the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the breed, it shall refuse to entertain jurisdiction.
(b) *Hearing.* If the Board entertains jurisdiction of the charges, it shall fix a date of a hearing by the Board or a Special Board committee appointed by a majority of the Board, of not less than three (3) members of the Board, not less than three (3) weeks nor more than six (6) weeks thereafter. The

Secretary shall promptly send a copy of the charges to the complainant and the accused member by registered mail, return receipt requested, together with a notice of the hearing and an assurance that they may personally appear on their own behalf and bring witnesses if they wish.

SECTION 5. *Board Hearings*. The Board or Special Board Committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and the accused member shall be treated uniformly in that regard.

(a) *Suspension.* Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused member, the Board or Special Board Committee, may by a majority vote of those present, reprimand or suspend the accused member from all privileges of the Club for not more than six months from the date of the hearing, or until the next annual meeting, if that will occur after six (6) months.
(b) *Recommendation of Expulsion.* If the Board or Special Board Committee deems by majority vote that suspension is insufficient, they may also recommend to the membership that the penalty be expulsion. In such a case, the suspension shall not restrict the accused member's right to appear before his/her fellow members at the ensuing Club annual meeting which considers the recommendation of the Board or committee. Immediately after the Board or Special Board Committee has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the decision and penalty, if any, by registered mail, return receipt requested.

SECTION 6. *Expulsion*. Expulsion of a member from the Club may be accomplished only at the annual meeting of the Club following a hearing and upon the recommendation of the Board or Special Board Committee as provided in Section 5 of this Article. The President shall read the charges and the findings and recommendations, and shall invite the accused member, if present, to speak on his/her own behalf though no evidence shall be taken at this meeting. The membership shall then vote by secret, written ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the annual meeting shall be necessary for expulsion. If expulsion is not so voted, the suspension shall stand.

SECTION 7. *Reassignment of Duties.* If either the President or Secretary is the subject of the charges or disciplinary action, the Vice President shall perform the duties of such as described in this article. This substitution shall commence immediately upon receipt of written notice of charges described in Section 1 or 2. Any other officer or board member who is the subject of disciplinary charges shall remain in his/her position, apart from any deliberation or hearing of the charges,

pending resolution of the charges. If any other Officer or Director is suspended, the remainder of the Board of Directors shall select by majority vote another Board Member to fulfill the duties of said Officer or Director until the suspension is over.

SECTION 8. *Rights Under Suspension.* A member under suspension shall receive all Club information and notices which are sent to members in good standing. This includes dues notices and the Club newsletter, as well as other pertinent communications as defined by the Board of Directors. However, in no manner may the suspended member serve on the board, serve on a committee, vote, sponsor a member, or in any way participate in the operation of the Club.

ARTICLE VII
Relationship with Independent Rescue Organizations

SECTION 1. *Commitment to Animal Welfare*. The Arctic Spitz Club of America recognizes that responsible ownership, ethical breeding practices, education, and lifelong commitment to the welfare of Arctic Spitz breeds are essential to the preservation and advancement of these breeds. The Club may support and cooperate with independent rescue organizations whose missions align with the responsible care, rehabilitation, and placement of Arctic Spitz breeds in need.

SECTION 2. *Independent Legal Entity*. Any rescue organization affiliated with, supported by, or recognized by the Arctic Spitz Club of America shall operate as a separate and independent legal entity. Such organization shall maintain its own governing documents, Board of Directors or governing body, financial accounts, records, policies and procedures. Nothing contained within these Bylaws shall establish the Arctic Spitz Club of America as the governing authority, owner, or operator of any independent rescue organization.

SECTION 3. *Cooperation and Support*. The Arctic Spitz Club of America may cooperate with independent rescue organizations through activities including:

(a) Sharing educational resources regarding the Arctic Spitz breed
(b) Promoting responsible ownership
(c) Supporting awareness and outreach efforts
(d) Encouraging volunteer participation
(e) Providing breed-specific knowledge and resources when appropriate

Any such cooperation shall be conducted in a manner that preserves the separate legal status and independence of each organization.

SECTION 4. *Affiliated Rescue Organizations.* The Club may recognize an independent rescue organization as an affiliated partner when the organization demonstrates alignment with the Club's mission and values. Recognition as an affiliated rescue organization does not imply ownership, financial control, operational authority, or liability by the Arctic Spitz Club of America.

SECTION 5. *Use of Name and Branding*. Use of the Arctic Spitz Club of America's name, logo, trademarks, or other identifying materials by an independent rescue organization shall require written approval and shall be governed by a formal agreement between the organizations.

SECTION 6. *Conflict of Interest*. Officers, directors, and members who participate in both the Arctic Spitz Club of America and an affiliated rescue organization shall disclose any potential conflicts of interest and shall act in accordance with applicable conflict-of-interest policies.

ARTICLE VIII
Amendments

SECTION 1. Amendments to the constitution and bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary signed by 25% of the Membership with full privileges in good standing. Amendments to the bylaws proposed by member petition shall be promptly considered and must be submitted to the members with recommendations of the Board by the Secretary for a vote within three (3) months of the date when the petition was received by the Secretary.

SECTION 2. The constitution and bylaws may be amended at any time provided a notification of the amendment has been sent by the Board of Directors to each Member with full privileges in good standing within seventy-two (72) hours of Board Approval and posted on the Website in its entirety.

(a) *Approving Amendments.* Except as otherwise provided herein, amendments to the Constitution and Bylaws shall require the favorable vote of two-thirds (⅔) of the Members entitled to vote on the proposed amendment.
(b) *Eligibility for Voting on Foundational Provisions.* Notwithstanding the foregoing, voting on any proposed amendment that would alter the purpose, mission, membership standards, breeding requirements, health-testing

requirements, Code of Ethics, or other provisions directly affecting the Club's standards for responsible breeding shall be limited to breeder members who have maintained full and continuous compliance with the Club's Code of Ethics for at least twenty-four (24) consecutive months immediately preceding the vote. For purposes of this Section, "full and continuous compliance" means that the breeder member has:

1. Maintained a ratio of at least one (1) out of every three (3) litters produced by the breeder resulting from two parents that have completed all required health testing.
2. Made provisions to ensure all puppies produced by the breeder are microchipped with the chip being registered to both the breeder and puppy owner.
3. All litters produced by the breeder and/or any of their dogs has been registered within 60 days of whelping.
4. No other substantiated violations of the Code of Ethics.

for the twenty-four (24) consecutive months immediately preceding the vote. A substantiated violation of the Code of Ethics shall reset the twenty-four (24) month period, beginning upon the member's return to full compliance, unless otherwise determined pursuant to the Club's disciplinary procedures.

Breeder members who have not satisfied this requirement may participate in discussion and provide input regarding proposed amendments but shall not vote on such amendments.

ARTICLE IX
Dissolution

SECTION 1. The club may be dissolved at any time by the written consent of not less than two-thirds of the Board of Directors. In the event of the dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed to any members of the club, but after payment of the debts of the club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Directors.

ARTICLE X
Order of Business and Parliamentary Authority

SECTION 1. At meetings of the Club, the order of business so far as the character and nature of the meeting may permit, shall be as follows:
Roll taking
Minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of committees
Election of Officers and Board (at annual meetings)
Unfinished business
New business
Adjournment

SECTION 2. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:
Roll taking
Reading of minutes of last meeting
Report of President
Report of Secretary
Report of Treasurer
Reports of committees
Unfinished business
Election of new members
New business
Adjournment

SECTION 3. The validity, construction and effect of the Club Bylaws and any actions taken under or relating to the Club Bylaws shall be determined in accordance with the laws of the State of Oregon and applicable Federal laws. For purposes of litigating any dispute that arises under the Club Bylaws, the parties hereby submit to and consent to the jurisdiction of the State of Oregon, agree that such litigation shall be conducted in the courts of Oregon or the federal court for the United States for the District of Oregon.