

# **NON-PROFIT CORPORATE BYLAWS FOR KORTHALS GRIFFON UNITED STATES, INC.**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of this Ohio non-profit corporation shall be KORTHALS GRIFFON UNITED STATES, INC (“KGUSA”). This name has been duly registered by the Ohio Secretary of State with Articles of Incorporation having been filed on \_\_\_\_\_ attached hereto as Exhibit 1.

## **ARTICLE II. CORPORATE PURPOSE**

### Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article [#] hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

The purpose of this non-profit corporation shall aim to foster, improve, promote, educate, and protect the versatile dog breed known and referred to as the Korthals Griffon (“KG”) and/or the Wirehaired Pointing Griffon (“WPG”) through such as activities as:

- a) Conducting versatile hunting dog tests and field trials for the versatile breeds according to the rules, guidelines, and in conjunction with United Kennel Club and/or other similar organizations such as NAVHDA, VHDF etc.;
- b) Acquainting and educating hunters, sportsmen, and dog owners with the history and use of the Korthals Griffon;
- c) Cooperating with and supporting other hunting dog clubs that have similar interest in promoting conservation of game, habitat, the Korthals Griffon and other versatile hunting breeds;
- d) Increasing general awareness of the historic heritage and undiminished value of the trained Korthals Griffon as an indispensable companion for the fair pursuit of game.
- e) Cooperating with and supporting other organizations or individuals with the focus and interest in creating, maintaining, and fostering habitat for wild bird/fowl species in or around the United States.

## ARTICLE III. CORPORATE MEMBERSHIP

### Section 1. Generally

Due to this corporation being non-profit, there shall be no shareholders and all individuals shall be deemed Members of the corporation. No Member shall inure any personal financial benefit from the corporation. This shall not include reimbursement to a Member for the expenditure of personal funds for the benefit of KGUSA.

### Section 2. New Members

Membership shall be approved by the Board of Directors upon application and payment of annual membership dues, which will be due on or before January 31<sup>st</sup> for the upcoming year. New members may join at any time, but membership dues will not be prorated. Membership annual dues shall be established yearly by the Board of Directors. An application form for membership shall be created and accessible to prospective members.

### Section 3. Renewing Members

Members of KGUS in good standing may renew membership by paying the yearly membership dues.

#### Section 4. Voting Rights of Members

Individual Members shall have the ability to vote at the annual meeting for all Officer and Board of Director positions. Each Member shall have the right to cast a single vote. Each Member casting a vote must have current membership dues paid. Vote by proxy is not permitted. All Membership voting shall be conducted by secret ballot, if more than one Member is running for a position, with votes counted by the presiding President in the presence of the Members at the annual meeting.

#### Section 5. Expulsion of Members

A Member may be expelled from membership by a majority vote of the Board of Directors for any conduct or behavior deemed detrimental to the club or its purposes or ability to achieve those purposes. No refund of dues will be given for an expelled Member. An expelled Member may submit a written request to the Board of Directors for reinstatement 12 months after expulsion, which must be approved by majority vote for reinstatement.

#### Section 6. Honorary Members

Upon majority vote of the BOD, a member may be granted a lifetime membership, waiving all membership dues, for any member making an outstanding contribution to KGUS.

### ARTICLE IV. MEETINGS OF MEMBERS

#### Section 1. Annual Meetings

An annual meeting of the members shall take place each year, either in person or electronically. The specific date, time and location (including electronic) of the annual meetings will be designated by the BOD. At the annual meeting the members shall elect directors and officers as established herein, receive reports on the activities of the association, and determine the direction of the association for the coming year.

#### Section 2. Special Meetings

Special meetings may be called by a simple majority of the BOD, or a petition signed by twenty-five percent (25%) of voting members.

### Section 3. Notice of Meetings

Written notice of each meeting shall be given to each voting member, by electronic or ordinary mail, not less than two weeks prior to the meeting.

### Section 4. Voting

All issues to be voted on shall be decided by a simple majority of those eligible voting Members (as set-forth in Article III) present at the meeting in which the vote takes place. No voting by proxy is permitted unless approved prior by a majority of the BOD.

## ARTICLE V. BOARD OF DIRECTORS

### Section 1. Number of Directors

KGUS shall have a Board of Directors (herein "BOD") consisting of five (5) Members, four of which shall be the elected Officer positions of President, Vice President, Secretary, and Treasurer, and one additional generally elected at-large BOD Director. Each Board Member shall have the ability to cast a single vote for any matter requiring a Board vote.

### Section 2. Powers

All corporate powers shall be exercised by or under the authority of the BOD and the affairs of KGUS shall be managed under the direction of the Board in conjunction with the powers of individual Officers positions. All matters and powers decided upon by the BOD shall be done by a majority vote of the BOD unless a different voting proportion is stated herein. The only limitations to powers of the BOD are those powers expressly numerated herein as specific powers of a particular Officer position. Any other power not expressly listed shall be held by the BOD.

### Section 3. Non-Officer Elected Director Elections

There shall be one non-officer at-large Board of Director position elected by the Membership based upon a simple majority vote of the Members eligible to vote at the annual meeting in accordance with Article II, Section 4.

### Section 4. Non-Officer Elected Director Terms

The non-officer Board of Director position shall be elected to two (2) year terms (approximate) beginning on the date of the annual meeting whereby elected and ending at the two-year (approximate) anniversary annual meeting. There is no limit to the number of terms (consecutive or otherwise) a Member may be elected to a non-officer elected BOD Position.

#### Section 5. Eligibility for Non-Officer Elected Directors

Any Member in good standing with KGUS in accordance with Article III, over the age of 18, is eligible to hold a non-officer Elected Director position. A Member wishing to run for a position on the BOD may be nominated by the current Board or may nominate him or herself by declaring at any point. A Non-Officer BOD member may also serve as any appointed position

#### Section 6. Vacancies

Any vacancy, for any reason, of a non-officer Board position may be filled by majority vote of the current sitting Board of Directors of any current Member in good standing. The appointed Member shall hold that position for the balance of the term for the individual being replaced.

#### Section 7. Removal

An elected non-officer Director may be removed from the position upon a majority vote of the Board of Directors for any conduct or behavior deemed detrimental to the club or its purposes or ability to achieve those purposes or failure to comply with membership guidelines contained in Article III.

#### Section 8. Meetings

There shall be a minimum of one mandatory meeting of the Board of Directors annually. This meeting shall be conducted in the month of January each year. Additional meetings can be scheduled and held at the discretion of the Board and/or the President. Meetings can be held in any means practical for the purpose of conducting business as authorized to the Board. Electronic communication is a suitable means for conducting and voting on Board activities.

## ARTICLE VI. OFFICERS

#### Section 1. Officer Positions

KGUS shall have four generally elected officer positions: President, Vice-President, Secretary, and Treasurer. As established in Article IV, Section 1, these elected officers shall be members of the Board of Directors.

#### Section 2. Officer Elections

Officer positions shall be elected by the Membership based upon the highest vote recipient by the Members eligible to vote at the annual meeting in accordance with Article IV.

### Section 3. Officer Terms

All four Officer Positions shall be elected to two (2) year terms (approximate) beginning on the date of the annual meeting whereby elected and ending at the two-year (approximate) anniversary annual meeting. There is no limit to the number of terms (consecutive or otherwise) a Member may be elected to an Officer position.

### Section 4. Eligibility for Officer Positions

Any Member in good standing with KGUS in accordance with Article III, over the age of 18, is eligible to hold an Officer position.

### Section 5. Vacancies

Any vacancy, for any reason, of an Officer position may be filled by majority vote of the current sitting BOD by any current Member in good standing. If a tie for the replacement exists among the Board, the President shall make the final appointment. The appointed Member shall hold that position for the balance of the term for the individual being replaced.

### Section 6. Removal

An Officer may be removed from the position upon a  $\frac{3}{4}$  majority vote of the Board of Directors for any conduct or behavior deemed detrimental to the club or its purposes or ability to achieve those purposes or failure to comply with membership guidelines contained in Article III.

### Section 7. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the BOD.
- b. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- c. He/She shall submit a report of the operations of the program for the fiscal year to the membership at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
- d. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President. Including carrying on any transactions needed in the treasury of the club.

### Section 8. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by President and/or the BOD.

### Section 9. Secretary

The Secretary shall attend all meetings of the BOD, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the BOD, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the BOD and shall take reservations for the meetings.
- c. He/She will be the primary source of communication and sharing of information between the BOD and the general membership and vice versa.

### Section 10. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit for the BOD approval of all expenditures of funds raised by the Officers and/or BOD, and proposed capital expenditures (equipment and furniture).
- b. He/She shall present a complete and accurate report of the finances raised and expenditures by this corporation at each meeting of the members, or at any other time upon request to the BOD.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the corporation according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall be responsible for ensuring all required tax filings are prepared and filed in accordance with State and Federal law.
- e. He/She shall perform such other duties as may be prescribed by the BOD or the President under whose supervision he/she shall be. Including carrying on any transactions needed in the treasury of the club.

## ARTICLE VII. APPOINTED POSITIONS/COMMITTEES

### Section 1. General

The BOD shall have the power to establish any additional appointed positions or committees other than those set-forth herein as deemed necessary in the course of business of the corporation. All positions serve at the discretion of the BOD and can be removed upon a majority vote of the BOD. Any current member in accordance with Article III may hold any position. The appointed person and/or the BOD may establish any additional members as a committee to assist any appointed position's tasks.

## ARTICLE VIII. IDEMNIFICATION

### Section 1. General

To the full extent authorized under the laws of the State of Ohio, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.



### Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

## ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## ARTICLE X. AMENDMENTS

### Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

### Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## ARTICLE XI. DISSOLUTION

### Section 1. General

The corporation may only be dissolved upon a  $\frac{3}{4}$  majority vote of the current BOD.

## Section 2. Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ADOPTION OF BYLAWS

We, the undersigned, are all the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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President

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Vice President

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Secretary

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Treasurer

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Director at Large