

**BY-LAWS OF THE
LIBERTY NOVA SCOTIA DUCK TOLLING RETRIEVER CLUB
(LIBERTY NSDTRC)**

CONSTITUTION AND BY-LAWS

By-Laws of the Liberty Nova Scotia Duck Tolling Retriever Club as approved by the Board of Directors and Members of LIBERTY on July 20, 2023 and as Amended by vote of the Membership on January 23, 2024.

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LIBERTY NOVA SCOTIA DUCK TOLLING RETRIEVER CLUB
By-Laws

ARTICLE I. Name and Purposes

- Section A. Name. The name of the organization shall be Liberty Nova Scotia Duck Tolling Retriever Club hereinafter referred to as “LIBERTY”
- Section B. Address. The address of office of LIBERTY shall be at the place to be designated by the Board of Directors, subject to transfer upon notice to the members.
- Section C. Territory. The territory of the LIBERTY is defined by the AKC as Greater Philadelphia, PA.
- Section D. Choice of Law. These By-Laws are subject to and governed by the Commonwealth of Pennsylvania Not-For-Profit Corporation Laws and the Articles of Incorporation of the LIBERTY
- Section E. Interpretation. In the event of a conflict of interpretation between the provision of these By-Laws and the mandatory provisions of the Commonwealth of Pennsylvania Not-For-Profit Corporation Laws, the Commonwealth of Pennsylvania Not-For-Profit Corporation Act shall govern. Additionally, these By-Laws are subject to the approval of the Board of the American Kennel Club. In the event of a conflict between these By-Laws and the Articles of Incorporation, the Articles of Incorporation shall govern. In the event that the Internal Revenue Code is hereafter amended or changed, both the Articles of Incorporation and these By-Laws shall be interpreted in such a manner as to conform to the provisions of the Internal Revenue Code with respect to non-profit entities, it being the intention to preserve the lawful status of LIBERTY as a bona-fide non-profit entity.
- Section F. Purposes. In addition to the purposes already stated in the Articles of Incorporation, the purposes of LIBERTY shall be as follows.
1. To encourage and support scientific research into the genetic and health related issues that impact Nova Scotia Duck Tolling Retrievers.
 2. To encourage and promote participation and exhibition in the training and titling of Nova Scotia Duck Tolling Retrievers in hunting, hunt tests, and all other dog sports in which they are eligible to compete.
 3. To encourage and promote quality in the breeding of purebred Nova Scotia Duck Tolling Retrievers and to do all possible to bring their natural qualities to perfection.

4. To urge members and breeders to accept the standard of the breed as approved by the American Kennel Club as the only standard of excellence by which the Nova Scotia Duck Tolling Retriever shall be judged.
5. To educate the public concerning the Nova Scotia Duck Tolling Retriever and preservation breeding.
6. To develop programs needed to provide for the welfare of the breed and of individual dogs in need.
7. To do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows, obedience trials, tracking tests, field trials, hunting tests, rally events and agility events.
8. To conduct sanctioned matches, dog shows, obedience trials, tracking tests, field trials, hunting tests, rally events, agility events and any other event for which LIBERTY is eligible under the Rules and Regulations of The American Kennel Club.
9. To disseminate knowledge regarding obedience, agility training and any other events for which the club is eligible under the Rules and Regulations of the American Kennel Club.
10. To conduct classes for the training of dogs and their handlers.
11. To encourage the training of Judges.
12. To promote cooperation and good sportsmanship among its members in training and exhibition.
13. To further the advancement of and do all in its power to protect and advance the interests of hunting tests including retriever and upland tests.
14. To conduct hunting tests and any other performance event for which the club is eligible under the Rules and Regulations of The American Kennel Club.

Section G. Compensation. In accordance with Federal, State and Local Law, no part of the net earnings of LIBERTY shall inure to the benefit of, or be distributable to its members, officers, directors, or other private persons, except that LIBERTY shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions on furtherance of the purposes set forth herein.

Section H. Amendment. The members of LIBERTY shall adopt and may from time to time revise such By-Laws in accordance with the procedure set forth herein, as may be required to carry out these purposes.

ARTICLE II. Membership

Section A. Eligibility. There shall be following types of membership open to all persons who are in good standing with The American Kennel Club and who subscribe to the purposes of LIBERTY General Membership is the aggregate of the types of memberships. While membership is not restricted by geographic location, LIBERTY's strives for its membership to be representative of the Nova Scotia Duck Tolling Retriever breeders and exhibitors in LIBERTY's territory.

Section B. Membership Categories.

1. Regular Membership. Open to persons over 18 years of age who will enjoy all privileges including the eligibility to be approved for the use of the LIBERTY puppy referral service, voting and holding office (Individual members shall have one vote). Regular Members shall pay annual dues of \$30 (thirty dollars) which are due by January 15 of the corresponding year.
2. Household. Two (2) adult members residing in the same household, each eligible to vote and hold office.
3. Associate Membership. Open to persons over 18 years of age and will be entitled to all privileges excluding voting and holding office. Associate Membership is offered to those who do not wish to be active in LIBERTY Associate members shall pay annual dues of \$20 (twenty dollars) which are due by January 15 of the corresponding year.
4. Junior Membership. Open to children under 18 years of age. A non-voting/non-office holding membership which automatically converts to a regular or associate membership, based on the Junior's involvement with LIBERTY, at age 18. Junior members shall not pay dues until January 15 of the year following their 18th birthday.
5. Newsletter. Entitled to all privileges except voting and office holding (offered to individuals who live outside of LIBERTY's area; as well as to individuals who live in LIBERTY's area but are not active.
6. Lifetime. For those individuals who have been members for a long period of time (usually 20+ years); Life members pay no dues but are eligible to vote and hold office.

7. Outreach Membership. For those individuals new to the Sport of Dogs, at least 18 years of age, who are interested in further advancing their knowledge of dogs, The American Kennel Club and the Sport of Dogs. This is a non-voting, non office holding membership which entitles the member to participate in all other activities of LIBERTY. Outreach membership is limited to one year.
8. Honorary/Emeritus Membership. Can be bestowed by the Board of Directors or vote of the Membership to an individual who has made significant contributions to the Sport, Breed or LIBERTY; honorary members pay no dues and are not eligible to vote, but can maintain regular (or household) membership if they pay dues.
9. Foreign. Open to those individuals who are not U.S. residents (or its territories and possessions). Shall be entitled to all privileges except voting and office holding.

Section C. Dues. Membership dues shall not exceed \$50.00 per year, payable on or before the 15th day of January of each year. No member whose dues are not paid for the current year may vote or receive awards. During the month of October, the Treasurer shall send to each member a statement of dues for the ensuing year. If a member is accepted on or after October 1st, no additional dues shall be payable for the ensuing year.

Section D. Election to Membership.

1. Each applicant for membership shall apply on a form as approved by the Board and which shall provide that the applicant agrees to abide by these By-Laws and the rules of The American Kennel Club. The application shall state the name, address, and occupation of the applicant and it shall carry the endorsement of two Regular Members in good standing.
2. These endorsements may not be made by a member who does not personally know the applicant, nor by any member of the current Board. If such endorsements cannot be made, membership shall be denied. Accompanying the application, the prospective member shall submit a signed copy of LIBERTY's Code of Ethics as well as dues payment for the current year.
3. All applications are to be filed with the Secretary. Each application is to be acknowledged and read at the first meeting of the general membership following its receipt. The names of persons applying for membership will be provided to the current members, via email or via being read into the minutes, once per month.

4. Approval of application of membership requires a 2/3rd majority secret vote during a meeting, where a quorum is met, of the Regular Members in good standing.
5. Voting on the application shall occur at the first meeting of the general membership which follows the initial acknowledgment of said application. After acceptance of a new member the Secretary shall inform the individual of their acceptance into LIBERTY and add them to the official roster and Facebook page.
6. Applicants for membership who have been rejected by LIBERTY may not reapply within six months after such rejection.

Section E. Termination of Membership.

1. Memberships may be terminated as follows below.
 - a. By resignation. Any member in good standing may resign from the LIBERTY upon written notice to the Secretary, but no member may resign when in debt to LIBERTY Obligations other than dues are considered a debt to the LIBERTY and must be paid in full prior to resignation.
 - b. By lapsing. A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after December 31 of each year. However, the Board may grant an additional 30 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any LIBERTY meeting whose dues are unpaid as of the date of that meeting.
 - c. By expulsion. A membership may be terminated by expulsion as provided in Article X of these By-Laws.

Section F. Membership List. Not less than thirty (30) days prior to the date of the annual or special meeting of LIBERTY, the Secretary shall compile and maintain at the principal office of LIBERTY, an updated list of members and their last known post office addresses. The list shall be revised by the Secretary to reflect changes in membership occurring prior to the date of such annual or special meeting. This list shall be open to inspection by all members and other persons lawfully entitled to inspect the same during regular business hours up to the date of such annual or special meeting.

ARTICLE III. Directors and Officers

Section A. Board of Directors.

1. General management of LIBERTY's affairs shall be entrusted to the Board of Directors.
2. Board of Directors. The of Directors (the "Board") Board shall be comprised of: (I) the Officers; and (ii) a minimum of Three (3) Directors and a maximum of Six (6) Directors. The number of Directors shall comply with 15 Pa.C.S.A. §5723. The total number of Officers and Directors shall be an odd number.
3. Qualifications to become a Board Member. All Board members shall be members in good standing with the American Kennel Club and LIBERTY and must be active in breeding, and/or exhibiting in conformation, performance, companion, or field.
4. Compensation. Officers and Directors shall serve without compensation except that they shall be entitled to reimbursement for all expenses reasonably incurred in the discharge of their duties.
5. Election to Office. All Officers and Director shall be elected by the membership in accordance with Article V of these By-Laws by secret vote.
6. Term of Office.
 - a. Officers shall serve for a one year term and shall be permitted to serve two (2) consecutive terms.
 - b. Directors shall serve for a two year term and shall be permitted to serve two consecutive terms.
 - c. Each Officer and Director shall serve until their successors are elected or LIBERTY is dissolved.

Section B. Officers. The LIBERTY's officers, consisting of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, shall serve in their respective capacities both with regard to LIBERTY and its meetings, and the Board and its meetings.

1. President. The President shall preside at all meetings of LIBERTY 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 By-Laws. The President will have at least one-year experience on the Board.

2. Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence, or incapacity.
3. Recording Secretary. The Recording Secretary shall keep an accurate and permanent record of all meetings and activities of LIBERTY, and of all matters of which a record shall be ordered by LIBERTY, and act as the custodian of the By-Laws of LIBERTY
4. Corresponding Secretary. The Corresponding Secretary shall handle all correspondence of LIBERTY with the exception of that specifically handled by another Officer, Director or Committee. The Corresponding Secretary shall keep a copy of all correspondence received by LIBERTY and a copy of all correspondence sent out to any member of LIBERTY. The Corresponding Secretary shall 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 the members of LIBERTY with their addresses, provide a list of members to each member once annually (electronically or written), and carry out such other duties as prescribed in these By-Laws.
5. Secretary as One Office. In the absence of one of the secretaries, the other secretary shall assume the immediate duties of the absent secretary's office, unless another person is so delegated by the Board.
6. Treasurer. The Treasurer shall collect and receive all moneys due or belonging to LIBERTY. Moneys shall be deposited in a bank designated by the Board, in the name of LIBERTY. The books shall, at all times, be open to inspection by the Board and a report shall be given at every meeting on the condition of LIBERTY's finances and every item of receipt or payment not before reported; and, at the annual meeting an accounting shall be rendered of all moneys received and expended during the previous fiscal year. Within 60 days of the end of the fiscal year, the Treasurer shall insure that all accounts of LIBERTY are audited at LIBERTY's expense by a Certified Public Accountant who shall be retained by the Board. The auditor's report may serve as the Treasurer's annual report to the membership and the Board. The Treasurer shall be bonded in such amount as the Board shall determine. The Treasurer shall be familiar with and proficient in the accounting software, Quickbooks, the official accounting software of LIBERTY

Section C. Powers and Duties. The Board of Directors shall have and exercise all lawful powers and duties necessary for the proper conduct and administration of the affairs of LIBERTY and may do or cause to be done all such other lawful acts and things as are now by law by these By-Laws or the Articles of Incorporation directed or required

to be done by the members. In the performance of its duties as the administrative body of LIBERTY, in addition to these powers and duties set forth in the Articles of Incorporation, the Board of Directors shall have the powers and duties including, but not limited to, the following:

1. Duty to maintain blanket fidelity bonds for all Directors, Officers, and employees, if any, of LIBERTY and all other persons who handle or are responsible for funds of or administered by LIBERTY. The total amount of the fidelity bond coverage shall be adequate as determined by the best business judgement of the Board of Directors but not be less than the estimated maximum funds, including reserve funds, in the custody of LIBERTY.
2. The power to employ or retain such counsel, parliamentarians or consultants as may be deemed necessary by the Board of Directors for any proper purpose of LIBERTY and to fix the compensation for professional advice or services.
3. The duty to cause such operating accounts, and escrow and other accounts, if any, to be established and opened as the Board of Directors deems appropriate from time to time and as may be consistent with generally accepted accounting practices.
4. The duty to adopt a budget for each fiscal year which shall contain estimate of the costs and expenses of the LIBERTY.
5. Copies of the proposed budget shall be distributed to all members at least thirty (30) days prior to the beginning of each fiscal year and shall be available for inspection for all members of LIBERTY during regular business hours at the LIBERTY's office. If the budget is subsequently amended, a copy of the amended budget shall also be distributed and made available for inspection.
6. At each meeting of LIBERTY, the Treasurer will provide and update of the status of the budget versus actual income and expenses.
7. The duty to cause a complete audit of the books and accounts of LIBERTY to be made by a competent independent public accountant every 5 years or at such other time or times as the Board of Directors may deem to be necessary.
8. The duty to maintain accounting records in accordance with generally accepted accounting principles.

9. The power to make and enforce compliance with such reasonable rules and regulations relative to the operations and administration of LIBERTY including but not limited to the Articles of Incorporation and any such rules and regulations as the Board of Directors shall adopt, and to amend the same from time to time as and when approved by appropriate resolutions which shall be binding on the members. A copy of such rules and regulations shall be delivered to each member or published promptly upon the adoption thereof.
10. The duties of the Directors and Officers may be further defined by rules and regulations adopted by the Board.
11. The duties and powers imposed on the Board of Directors by this Section shall not be amended so as to reduce or eliminate any such duties or powers of the Board of Directors without the affirmative vote of Regular Members entitled to vote holding at least eighty (80%) of votes in LIBERTY
12. The power to do all things incidental and necessary to the accomplishment of the above.

Section D. Removal of Directors or Officers. A Director or Officer can be removed with or without cause, by a 60% majority vote of the Regular Members of LIBERTY at any special meeting of the members of which notice has been properly given as provided in these By-Laws, provided that the same notice of the said special meeting has also been given to the said entire Board of Directors and any individual Director whose removal is to be considered at said special meeting.

Section E. Vacancies. Any vacancies occurring on the Board during the year shall be filled until the next annual election by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special board 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 Vice President shall be filled by a majority vote of the Board. In the event of sudden vacancy in a majority of members of the Board, the vacancies will be filled at a special meeting by vote of the Regular Members.

ARTICLE IV. Meetings and Voting Practices of the Board

Section A. Board Meetings. Meetings of the Board of Directors shall be held regularly at such hour and place as may be designated by the Board and follow the order of business set forth in Appendix A.

Section B. Notice. Written notice of each such regular meeting shall be made by the Secretary at least seven days prior to the date of the meeting by one or all of the following methods.

1. Publication in LIBERTY's Newsletter and/or on the LIBERTY's web site and/or on the LIBERTY Facebook page shall also meet the notification requirement.
2. Written notice shall include electronic notice as defined in these By-Laws.
3. Quorum. At a duly convened meeting of the Board of Directors, a majority of the members thereof shall constitute a quorum for the transaction of business, except as otherwise expressly provided in these By-Laws or by law, and the acts of the majority of the Directors present at such meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there shall be less than a quorum present, the Director or Directors thereof present may adjourn the meeting from time to time, and at such adjourned meeting at which a quorum is present, any business that might have been transacted at the meeting as originally called may be transacted without further notice to any Director.

Section C. Special Board Meetings. Special meetings of the Board may be called by the President; and shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board.

1. Place: Such special meetings shall be held at such place, date, and hour as may be designated by the person authorized herein to call such meeting.
2. Notice: Written notice of such meeting shall be mailed by the Secretary at least five days and not more than 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. Publication in LIBERTY newsletter and/or on the LIBERTY website and/or on the LIBERTY Facebook page shall meet the notification requirement.
3. Waiver of Notice. Before any meeting of the Board, whether regular or special, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. All such written waivers shall be filed with the records of LIBERTY or made a part of the minutes of the meeting. Attendance by a Director at any meeting of the Board of Directors shall likewise constitute waiver by him or her of such notice. If all Directors are present at any meeting of the Board of Directors, no notice of such meeting shall be required and any business may be transaction at such meeting except as prohibited by law or these By-Laws.

- Section D. Consent in writing. Any action by the Board of Directors may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Written communications include facsimile and e-mail.
- Section E. Minutes. The Secretary shall maintain, keep current, and retain custody of the Minute Book of LIBERTY containing the minutes of all meetings of the Board and all resolutions of the Board.
- Section F. Organizational Meeting of the Board of Directors. No later than twenty (20) days following each annual meeting of LIBERTY, the Board of Directors shall hold a regular meeting for purposes of organization, installment of officers and transaction of other business. Written Notice of such meeting shall be given to all Directors in accordance with Article XII Section C.

ARTICLE V. Meetings of Membership

- Section A. Meetings. In person or electronic Meetings of LIBERTY shall be held at least four (4) times per year in such manner, at such hour as may be designated by the Board. In person meetings will be held in the AKC Designated Territory as defined in Article I, Section C above.
- Section B. Written notice of each such meeting shall be mailed by the Secretary at least ten days prior to the date of the meeting. Publication in LIBERTY's Newsletter and/or on the LIBERTY's web site and/or on the LIBERTY Facebook page shall also meet the notification requirement. The quorum for such meetings shall be twenty (20%) percent of the members in good standing. Membership Meetings of LIBERTY shall follow the order of business set forth in Appendix A.
- Section C. Special Meetings. Special meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meetings of the Board; and shall be called by the Secretary upon receipt of a petition signed by 30% of the Regular Members of LIBERTY who are in good standing. Such special meetings shall be held at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such a meeting shall be mailed by the Secretary at least five days and not more than fifteen days prior to the date of the meeting and said notice shall state the purpose of the meeting, and no other business may be transacted thereat. Publication in LIBERTY newsletter and/or on the LIBERTY website and/or on the LIBERTY Facebook page shall meet the notification requirement. The quorum for such a meeting shall be twenty percent of the members in good standing.

Section D. Quorum. Except as otherwise provided in these By-Laws, the presence in person of (20%) of members of LIBERTY shall constitute a quorum at the beginning of any annual or special meeting of members. If any meeting of members cannot be organized because a quorum has not attended, the members present, either in person, or by proxy, may adjourn the meeting from time to time, without notice other than announcement at the meeting, to a time not less than forty-eight (48) hours from the time the original meeting was called until a quorum as aforesaid shall be present.

Section E. Location. Location of in-person general meetings. In-person meetings of the general membership shall be held within the AKC designated territory of the LIBERTY as defined in Article I Section B above.

ARTICLE VI. Voting Practices of Membership

Section A. Voting.

1. In person. In all matters where a vote by the membership is conducted on a matter, each Regular Member in good standing whose dues are paid for the current year shall be entitled to one vote at any meeting of LIBERTY at which he/she is present.
2. Proxy voting will not be permitted at any LIBERTY meeting or election.
3. Electronic voting. As permitted by law, upon completion of applicable processes that permit members to comment on the subject matter, electronic voting on the matter(s) before the members, Board, or any committee, is permitted. Any member participating in a meeting of LIBERTY by telephonic, electronic, or other communication facility in accordance with these bylaws and entitled to vote at the meeting may vote by means of the telephonic, electronic or other communication facility that LIBERTY has made available for that purpose. Any vote at a meeting that is held by a poll may be held entirely or partially by means of a telephonic, electronic or other communications facilities, if the Board determines to make them available, provided the facility (a) enables the votes to be gathered in a manner that permits their subsequent verification; and (b) permits the tallied votes to be presented to LIBERTY without it being possible for LIBERTY to identify how each person entitled to vote on the question voted.

ARTICLE VII. Electronic Meetings

Section A. Electronic meetings. Electronic meetings of the Board or the general membership may be held in case of a public health emergency (e.g. COVID-19 or other social distancing requirements). Electronic meetings will conduct a roll call at 5 minutes past the posted start of LIBERTY meeting. Only those members present at roll call may have a vote in LIBERTY business. Meetings must be called, and notices posted as directed in Article V of these By-Laws.

1. Login information. The Corresponding Secretary shall send by e-mail to every member of the Board, at least 7 days before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the member needs to participate aurally by telephone. The Corresponding Secretary shall also include a copy of, or a link to, these rules. Publication in LIBERTY newsletter and/or on the LIBERTY website and/or on the LIBERTY Facebook page shall meet the notification requirement.
2. Login time. The Recording Secretary shall schedule Internet meeting service to be available 15 minutes before the start of each meeting.
3. Signing in and out. Members shall identify themselves as required to sign into the Internet meeting service; and shall maintain Internet and audio access throughout the meeting when present but shall sign out upon any departure before adjournment.
4. Quorum calls. The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum.
5. Technical requirements and malfunctions. Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.
6. Forced disconnections. The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

7. Assignment of the floor. To seek recognition by the chair, a member shall speak his name. Upon which the chair will assign the member to the queue of members seeking recognition. The chair will give preference of recognition to the first member on the list who is seeking recognition. Any member who re-seeks recognition will be assigned the first available position in the queue of those seeking recognition.
8. Interrupting a member. A member who intends to make a motion or request shall wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.
9. Motions submitted in writing. A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., "SMITH 3: "; "FRANCES JONES 2: "). Use of the online area designated by the Recording Secretary for this purpose shall be restricted to posting the text of intended motions.
10. Display of motions. The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Recording Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
11. Voting. Votes shall be taken by electronic roll call or by audible roll call. The secret voting feature of the Internet meeting service or by an Internet polling service unless a different method is ordered by the Board. The chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.
12. Video display. The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the member currently recognized to speak or report.

ARTICLE VIII. LIBERTY Year, Annual Meeting, Meetings and Elections

- Section A. LIBERTY Year. LIBERTY's fiscal year shall begin on the first day of January and end on the last day of December. LIBERTY'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.
- Section B. Annual Meeting. The annual meeting will be held within the defined territory. The meeting shall be held on a date falling in the month of September. The date in September as shall be fixed by the Board of Directors.
- Section C. Notice of Annual Meetings. The Corresponding Secretary shall mail or email notices of annual meetings to each member of LIBERTY. Such notice shall be mailed not less than ten (10) nor more than sixty (60) days before the date of such meeting and shall state the date, time and place of the meeting and the purpose or purposes thereof, the items on the agenda. In lieu of mailing notice as herein provided, such notice may be delivered by hand to the members, emailed to the member's email on file, or published as that term is defined herein.
- Section D. Election of Officers and Directors.
1. In Person. The election of Officers and Directors by members shall be by written and/or electronic vote during the Annual meeting, at the time of the Annual Meeting, or at such special meeting set by the Board of Directors in the case of a vacancy in office.
 2. Voting for the election of Officers and Directors shall be by secret vote.
 3. Electronic Voting. Provided it is permitted by law, the election of Officers and Directors by Members, upon completion of any applicable comment period and the establishment of a Quorum present, may be through electronic voting at the meeting or through a third party vendor retained for that purpose and shall be a secret vote.
 4. Quorum. The quorum for the annual meeting shall be 20% (twenty percent) of the Regular Membership. In the event a quorum exists for purposes of an electronic vote but the election has not been achieved for purposes of an electronic vote, LIBERTY may continue to solicit electronic ballots, including abstentions, to obtain quorum and resolve the election.
 5. Election to Office. The nominated candidate receiving the greatest number of votes for each office shall be declared elected. The 3 nominated candidates for other positions on the board who receive the greatest number of votes for such positions shall be declared elected.

6. Time to Take Office. The Officers and Directors so elected shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to the successor in office all properties and records relating to that office within 30 days after the election.

Section E. Nominating Committee. No person may be a candidate in a LIBERTY election who has not been nominated. During the month of August, the board shall select a Nominating Committee consisting of three members and two alternates, not more than one of whom may be a member of the board. The Secretary shall immediately notify the committeemen and alternates of their selection. The board shall name a chairman for the committee, and it shall be such person's duty to call a committee meeting, which shall be held on or before September 1st.

1. The committee shall nominate one candidate for each office and positions on the board and, after securing the consent of each person so nominated, shall immediately report their nominations to the Secretary in writing.
2. Upon receipt of the Nominating Committee's report, the Corresponding Secretary shall, at least two weeks before the October meeting, notify each member in writing of the candidates so nominated. Publication in LIBERTY newsletter and/or on the LIBERTY website and/or on the LIBERTY Facebook page shall meet the notification requirement.
3. Upon completion of the nominating process, the Secretary shall notify each member in writing of the ballot for the Board. The Secretary shall provide the Ballot at least two weeks prior to the annual meeting. Publication in LIBERTY newsletter and/or on the LIBERTY website and/or on the LIBERTY Facebook page shall meet the notification requirement.
4. Nominations cannot be made at the annual meeting or in any manner other than as provided in this Section.

ARTICLE IX. Committees (Standing Committees of the Board)

Section A. Committees. The Board may each year appoint standing committees to advance the work of LIBERTY in such matters as dog shows, obedience trials, 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. The Board shall appoint the chair of each such Committee and may appoint and remove members of such committees as it deems advisable.

- Section B. Committee Members. Absent Board action, the chair of a Committee shall be entitled to recommend any members of such committee, subject to Board approval. Any such approval, appointment or removal, shall be in writing and the scope and authority of such Committee shall be detailed by the Board in such writing.
- Section C. Termination of a Committee. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successor to those persons whose services have been terminated.
- Section D. Puppy Referral Committee. Puppy referral committee will be appointed by the board. The committee chair will keep a list of those members who are members in good standing with the AKC and LIBERTY and who are approved by the Board. Members who wish to be put on the Referral list must make application to the Board in writing. Application to the Puppy referral list shall be made annually and accompanied by an application fee not greater than \$50. Members on the Puppy referral list may be removed for failure to maintain good standing within AKC or LIBERTY or as provided for expulsion of membership as provided in Article IV of these By-Laws.
- Section E. AKC liaison. The AKC liaison position will be appointed by the new Board during the first board meeting that follows the annual elections. The AKC liaison appointment may be terminated by a majority vote of the full membership of the Board upon written notification to the appointee. The Board may then appoint a successor to the AKC liaison position.

ARTICLE X. Discipline

- Section A. American Kennel Club Suspension. Any member who is suspended from any of the privileges of The American Kennel Club automatically shall be suspended from the privileges of LIBERTY for a like period.
- Section B. Rules and Regulations Pertaining to Discipline. The Board may adopt disciplinary rules for complaints between members, and amend them from time to time. The Board shall not entertain a complaint against a non-member.
- Section C. Charges. An individual member may prefer charges against another individual member for alleged misconduct prejudicial to the best interests of the club.
- Section D. Written notarized charges containing specific facts signed under oath (“charges”) by a person with first hand knowledge must be filed in duplicate with the Secretary together with a deposit, the amount to be established by the Board which shall be forfeited if such charges are not sustained or entertained by the Board. The Secretary shall promptly send a copy of the Charges to each Board member or present them at a Board meeting.

- Section E. The Board shall first consider whether the complainant has first hand knowledge of the facts alleged and whether the actions alleged in the Charges, if proven, might constitute conduct prejudicial to the best interests of the club. If the Board considers that the Charges do not allege conduct which would be prejudicial to the best interests of the club, it may refuse to entertain jurisdiction.
- Section F. If the Board entertains jurisdiction of the Charges, it shall fix a date for a hearing by the Board or a committee appointed by the Board not less than 8 weeks nor more than 24 weeks thereafter. The Secretary shall promptly send one copy of the Charges to the accused member by certified mail return receipt requested, or other form of receipted or acknowledged delivery and set forth a time and place at which the accused may attend and present any defense, call witnesses or answer.
- Section G. *Board Hearing.* If the Board has a hearing, the Board or a committee appointed by the Board may hear the charges. The Board or the Board's appointed committee shall have complete authority to decide whether counsel may attend the hearing, but both complainant and accused shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and accused, the Board or Board's appointed committee may by a majority vote of those present reprimand or suspend the accused from all privileges of the club for not more than six months from the date of the hearing. And, if the Board or the Board's appointed committee deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. Immediately after the Board or the Board's appointed committee has reached a decision, its finding shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's or the Board appointed committee's decision and penalty, if any.
- Section H. *Expulsion or Suspension.* Expulsion or Suspension of a member from LIBERTY may be accomplished only at a meeting of LIBERTY, following the application and completion of the processes provided by adopted Rules and Regulations pertaining to Discipline, or by a 60% vote of the Regular Members.

ARTICLE XI. Amendments

- Section A. Proposals by Board. Amendments to these By-Laws may be proposed by the Board of Directors. The proposed Amendments by the Board shall be in petition form.
- Section B. Proposals By Members. Amendments to these By-Laws may be proposed by written petition addressed to the Secretary signed by Twenty-five (25) percent of Regular Members in good standing.
- Section C. Proposals By Meeting. These By-Laws may be amended by a 2/3 secret vote of the Regular Members present and voting at any regular or special in-person meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed to each member at least thirty days prior to the date of the meeting.
- Section D. Process. Petitions for Amendments to these By-Laws shall be promptly considered by the Board of Directors.
1. Time: Petitions must be published to the membership, with recommendations of the Board, by the Secretary for a vote by the Regular Members within three months of the date when the petition was received by the Secretary.
 2. Voting. Shall be by written or, as permitted by law by electronic vote. Electronic voting shall be conducted in the same manner as set forth in Article VI.
 3. Publication in LIBERTY newsletter and/or on the LIBERTY website and/or on the LIBERTY Facebook page shall meet the notification and publishing requirements.

ARTICLE XII. Other Provisions

- Section A. Dissolution. LIBERTY may be dissolved at any time by the written consent of not less than 2/3 of the members in good standing and in accordance with Pennsylvania Law. In the event of the dissolution of LIBERTY other than for purposes of reorganization whether voluntary or involuntary or by operation of law, none of the property of LIBERTY nor any proceeds thereof nor any assets of LIBERTY shall be distributed to any members of LIBERTY, but after payment of the debts of LIBERTY its property and assets shall be given to a charitable organization for the benefit of dogs that will be selected by the Board of Directors unless otherwise prohibited by State Law.

- Section B. Parliamentary Authority. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised,” shall govern LIBERTY in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order LIBERTY may adopt.
- Section C. Written Notice. Written Notice shall include Notice by Electronic Transmission. Except as otherwise specifically required in these bylaws or by applicable law, all notices required to be given pursuant to these Bylaws may in every instance in connection with any delivery to a member of the Board, be effectively given by hand delivery (including use of a delivery service), by depositing such notice in the mail, postage prepaid, or by sending such notice by overnight express courier, facsimile, electronic mail or other form of electronic transmission. Whenever, by applicable law, the Certificate of Incorporation or these bylaws, notice is required to be given to any Member, such notice may be given in writing directed to such Members’s mailing address or by electronic transmission directed to such Member’s electronic mail address, as applicable, as it appears on the records of LIBERTY or by such other form of electronic transmission consented to by the Member. A notice to a Member shall be deemed given as follows: (a) if mailed, when the notice is deposited in the United States mail, postage prepaid, (b) if delivered by courier service, the earlier of when the notice is received or left at such Member’s address, (c) if given by electronic mail, when directed to such Member’s electronic mail address, and (d) if given by a form of electronic transmission (other than electronic mail) consented to by the Member to whom the notice is given, (I) if by facsimile transmission, when directed to a number at which such Member has consented to receive notice, (ii) if by a posting on an electronic network together with separate notice to the Member of such specified posting, upon the later of (A) such posting and (B) the giving of such separate notice, and (iii) if by any other form of electronic transmission (other than electronic mail), when directed to such Member.
- Section D. Conflict of Interest. The Board shall maintain a Conflict of Interest Policy, executed by each Board member and any Committee Chair, which shall require that all actual or potential conflicts be disclosed promptly and fully as provided for in such Policy. Any Board Member or Committee Chair having a conflict of interest on any matter shall neither participate in the deliberation nor vote on any such matter. The Board may from time to time establish rules and regulations in furtherance of this Policy.

Appendix A Order of Business

Section A. At meetings of LIBERTY, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Reports of committees
- Election of officers and board (at annual meeting)
- Unfinished business
- New business
- Adjournment

Section B. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

- Reading of minutes of last meeting
- Report of Secretary
- Report of Treasurer
- Reports of Committees
- Unfinished business
- New business
- Adjournment