

Proposed Revised Version: 7/9/10¹

NORTH AMERICAN FLYBALL ASSOCIATION, INC.®

BYLAWS

These Bylaws govern the affairs of the North American Flyball Association®, a nonprofit corporation organized under the Michigan ~~Non-Profit~~² Nonprofit³ Corporation Act⁴ (the "Act").

ARTICLE I

OFFICES

The principal office of the Corporation shall be located at ~~4400~~⁵ 1333⁶ W. Devon Avenue, Box 512, Chicago, Illinois 60660, or such other place as the Board of Directors may determine. The Corporation may have such other offices, either within the State of Illinois or elsewhere, as the Board of Directors may determine or the business of the Corporation may require. The Board of Directors may change the location of any office of the Corporation.

ARTICLE II

PURPOSE

The purpose for which NAFA® was formed is to promulgate rules for amateur Flyball competition, to train and approve judges, to sanction amateur Flyball tournaments, to promote interest in the sport of Flyball, to encourage national and international amateur Flyball competition and to ~~confer titles of~~⁷ recognize⁸ excellence. ~~This~~⁹ The Corporation¹⁰ is a nonprofit, qualified amateur sports organization.

ARTICLE III

MEMBERSHIP

The Corporation will have no members. ~~All dogs racing in NAFA® sanctioned Flyball competition must be assigned a Competition Racing Number (CRN) and pay such fee as shall be established by the Board of Directors from time to time. The CRN shall be good for the life of the dog and shall be nontransferable to another dog.~~¹¹

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. The business of the Corporation shall be managed by and under the direction of the Board of Directors, which may exercise all powers of the Corporation and do all such lawful acts and things not prohibited by statute or by the Articles of Incorporation or these Bylaws. In addition to the authority conferred by other provisions of the Bylaws, the Board of Directors ~~by majority vote~~¹² may promulgate such rules, regulations and orders as they deem appropriate to carry out the provisions of the Bylaws or any other laws applicable to the activities of the Corporation.

Section 2. Number. The number of voting members of the Board of Directors shall consist of no ~~less~~¹³ fewer¹⁴ than nine (9) nor more than fifteen (15), unless pursuant

to the ~~Michigan Nonprofit Corporation~~¹⁵ Act and in accordance with these Bylaws such number is increased by amendment to these Bylaws. In no event, however, shall the number of Directors be less than three (3)¹⁶ and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3. Eligibility. Directors shall meet the following eligibility requirements: (i) be an individual who subscribes to the purposes and goals of the Corporation, (ii) receive no compensation or honoraria from the Corporation for their Board duties except reimbursement for reasonable expenses as set forth in corporate policies and procedures, (iii) not be¹⁷ related to nor living with another director, (iv) ~~shall~~¹⁸ be in compliance with the NAFA® Conflict of Interest Policy stated in Chapter 9 of the Corporate Policies and Procedures, ~~and (v)~~¹⁹ (v) be an individual who has not immediately prior to his or her election served two full consecutive terms on the Board of Directors as provided in Sections 5 and 6 of this Article II; and (vi)²⁰ shall be in good standing with the ~~e~~²¹ C²² orporation. Good standing shall be defined as current in all financial obligations to the ~~e~~²³ C²⁴ orporation and not currently under any disciplinary action (probation, suspension, etc.).

Section 4. Election of Directors. ~~Unless~~²⁵ Except as²⁶ expressly provided otherwise in these Bylaws, Directors and the Executive Director shall be elected for ~~a~~²⁷ three-year ~~term~~²⁸ terms by delegates acting under Article VII²⁹. Nominations ~~or~~³⁰ for³¹ vacant or vacating positions must be received by the Nominating Committee no later than 11:59 PM Central Daylight Time on July 31. The Nominating Committee shall distribute a slate of qualified³² candidates for Directors and when applicable, for the³³ Executive Director at least sixty (³⁴60)³⁵ days prior to the Annual Meeting ~~pursuant to Section 7 herein~~³⁶. The slate of ~~officers~~³⁷ nominated candidates³⁸ shall appear on the NAFA® web page or shall³⁹ be mailed to the registered clubs' delegates separately. Delegates shall be entitled, but not required, to cast as many votes for Directors as there are positions to be filled times the number of delegate votes held, but may cast no more than the number of delegate votes held for any single candidate.⁴⁰ The candidate(s) for each office receiving the most eligible votes shall be deemed elected. Ballots will be counted at or before⁴¹ the Annual ~~meeting~~⁴² General Meeting⁴³ by the Election Committee, or by ~~a professional attorney or accountant retained to conduct tabulation of~~⁴⁴ an independent individual or organization retained by the Board of Directors to tabulate⁴⁵ the ballots. ~~Ties shall be decided by preferential balloting. Each elector shall rank their cast votes by first, second, and third choice, etc. In the event of a tie, the person receiving the most first choice votes shall win. In the event a tie still exists, the most second choice votes shall determine the winner and so on~~⁴⁶ If there is a tie in the vote for the position of Executive Director or in the vote for the last position on the Board of Directors to be filled, there shall be a runoff election between the tied candidates⁴⁷.

Section 5. Term of Office. Unless elected to fill a vacancy, each Director shall be elected to a three-(3)⁴⁸ year term ~~to commence at the conclusion of the Annual Meeting~~⁴⁹ ~~of the Board of Directors~~⁵⁰ ~~at which their election is confirmed~~⁵¹. Terms of office shall be staggered so that approximately one third (1/3) of the board members' terms will expire each year. No member of the Board of Directors may serve for more

than two (2)⁵² full consecutive terms of office. Newly elected Directors shall commence their term of office at the conclusion of the Board meeting in which they are elected or confirmed, and terms will expire at the end of the Annual Meeting⁵³ meeting⁵⁴ of the Board of Directors⁵⁵ in the third year of the term at which the election of their successors is confirmed⁵⁶.

Section 6. Vacancies. Vacancies occurring as a result of the resignation, death or removal of a Director, or the expansion of the size of the Board, may be filled by interim appointment⁵⁷ nomination⁵⁸ by the Chairperson and ratified⁵⁹ followed by election⁶⁰ by the Board. Any Director who is appointed⁶¹ chosen⁶² to fill a vacancy in mid-term shall serve the remaining term of office for the directorship so filled. Any Director who fills a vacated position and serves for two years or greater, shall be considered to have served a full term for purposes of election eligibility.

Section 7. Annual Meeting. ~~An~~⁶³ The⁶⁴ annual meeting of the Board of Directors⁶⁵ shall be held within the period between December first and January thirty-first inclusive at such time and place as shall be determined by the Board of Directors, ~~and designated in a written notice of the meeting to Board Members and delegates at least thirty (30) days in advance of such meeting. The Executive Director shall preside over the Annual Meeting. In his or her absence, the Chairperson shall preside~~⁶⁶. At the annual meeting, the Board of Directors shall elect officers (other than the Executive Director) and conduct such other business as shall come before the meeting⁶⁷.

Section 8. Regular Meetings. The Chairperson of the Board may designate a time and specific location for regular meetings of the Board of Directors ~~and deliver a notice to all Board members at least 30 days in advance of such meeting~~⁶⁸. The Chairperson shall preside over all Regular Meetings of the Board of Directors.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board, any two (2)⁶⁹ officers, or any three (3)⁷⁰ Directors. Such meeting shall be held on such date and at such time and place and for such purposes⁷¹ as shall be designated in the notice of the meeting by the person or persons calling the meeting. ~~Notice of any special meeting shall be given at least 24 hours previous thereto if given either personally (including written notice delivered personally or telephone notice) or by telex, telecopy, telegram or other means of immediate communication, or by written notice mailed or delivered in accordance with Section 11. The Chairperson shall preside over all Special Meetings of~~⁷² At a special meeting,⁷³ the Board of Directors shall conduct only the business specified in the notice of the meeting⁷⁴.

Section 10. Attendance⁷⁵ Open Meetings⁷⁶. Subject to Section 14,⁷⁷ 13 of this Article IV,⁷⁸ meetings of the Board of Directors shall be open ~~unless otherwise provided by Robert's Rules of Order~~⁷⁹.

~~Section 11. Notice: Waiver of Notice. Whenever any notice is required to be given under provisions of the Articles of Incorporation or these Bylaws, unless otherwise specified in these Bylaws, such notice shall be deemed given at the time when the~~

~~same is personally delivered in writing, but notice shall also be deemed given seven days after it is deposited in registered mail with appropriate postage thereon prepaid, or delivered to a common carrier for overnight or next business day delivery. A waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice. Neither the business to be transacted at, nor the purpose of, any regular meeting⁸⁰~~

~~Section 11. Notice: Waiver of Notice. Written notice of the time and place of all regular, special, and annual meetings⁸¹ of the Board of Directors need be specified in the notice or waiver of notice of such meeting. In the case of special meetings, however, the purpose or purposes of the meeting shall be described in the notice.⁸² and of the purposes of special meetings shall be given to each director at least five (5) days before the date of the meeting, either personally or by sending such notice by mail or electronic transmission to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notice of any meeting of the Board of Directors may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.⁸³~~

Section 12. Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take and authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation or these Bylaws. Notwithstanding the preceding, the Executive Director may, in his or her discretion, require the vote of at least three quarters (3/4) of the Directors in office to take or to authorize particular actions coming before the Board of Directors, except amendment of these Bylaws as provided in Article IX. The Executive Director shall exercise the authority to require such a vote on any particular action at any meeting at which he or she is present or by written notice given to the Chairperson by mail or electronic transmission at least three (3) days in advance of the meeting.⁸⁴ If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, until a quorum shall be present. Subsequently, at any adjourned meeting at which a quorum shall become present, any business may then be transacted at the meeting as originally notified.

~~Section 13. Voting. Unless otherwise restricted by law, the Articles of Incorporation or the Bylaws, any Director of the Corporation may vote in person or by proxy executed in writing by the Director in favor of any other voting Director of the Board entitled to vote on the matter. At all meetings of the Board of Directors where a quorum is present, all issues shall be resolved by a majority vote of the Directors present in person or represented by proxy, unless otherwise required by law, the Articles of Incorporation or the Bylaws.⁸⁵ Section 14.⁸⁶ Executive Session. The Board of Directors may adjourn to executive session at any time it ~~feels at⁸⁷~~ deems in⁸⁸ its~~

discretion ~~that it is~~⁸⁹ necessary or appropriate for the benefit of the organization. At the direction of the Chairperson of the Board, or upon the request of any two (2)⁹⁰ Directors, a matter shall be discussed in executive session. Executive session shall be restricted to members of the Board of Directors, the Executive Director and any other such persons invited by the Chairperson. ~~If any Board member violates any aspect of Executive Session,~~⁹¹ Failure to maintain the confidentiality of any executive session of⁹² that ~~e~~⁹³ ~~said member may be subject to~~⁹⁴ Board of Directors constitutes cause for⁹⁵ removal ~~from the board~~⁹⁶ of a director⁹⁷.

~~Section 45.~~⁹⁹ 14.¹⁰⁰ Telephone Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meetings and a waiver of notice of the meeting.

~~Section 46.~~¹⁰¹ 15.¹⁰² Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is approved ~~by email or~~¹⁰³ in writing by all the members of the Board of Directors or the committee, as the case may be, and such written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or the committee. ~~For administrative matters such as approval of the minutes, unanimous written consent may be obtained by written notice setting a date by which the action will be deemed approved if not objected to in writing within 7 or more calendar days of the notice~~¹⁰⁴ A consent may be delivered by electronic transmission to the Secretary of the corporation or to the Chairperson and shall be effective upon receipt¹⁰⁵.

~~Section 47.~~¹⁰⁶ 16.¹⁰⁷ Resignation and Removal of Directors. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the Chairperson or Secretary. ~~Directors may be removed for two or more unexcused absences from meeting during a term.~~¹⁰⁸ Directors may be removed with or without cause¹⁰⁹ at any meeting of the Board of Directors duly called and at which a quorum is present, by the affirmative vote of two-thirds of the Directors then in office. Absence from more than one-third (1/3) of the meetings of the Board of Directors in any year constitutes cause for the removal of a director.¹¹⁰

~~Section 48.~~¹¹¹ 17.¹¹² Compensation and Reimbursement. No member of the Board of Directors shall receive compensation for their Board duties except reimbursement for reasonable expenses by the Board as set forth by corporate policies and procedures.

~~Section 49.~~¹¹³ 18.¹¹⁴ Minutes. The Board of Directors shall keep minutes of all meetings of the Board of Directors and the proceedings thereof. The Board of Directors shall take appropriate action to cause the approved minutes of such meetings to be delivered upon receipt of written request for such minutes to the Secretary.

~~Section 20.~~¹¹⁵ 19.¹¹⁶ Conduct of Meetings. Meetings of the Board of Directors and of committees¹¹⁷ will be run according to¹¹⁸ substantially in accordance with¹¹⁹ Robert's Rules of Order, but the failure to comply with Robert's Rules of Order shall not invalidate any action otherwise duly taken¹²⁰. If the meeting is being tape recorded, speakers shall state their names before addressing the Chairperson. There shall be a policy of no smoking during all meetings.

ARTICLE V

COMMITTEES OF DIRECTORS

Section 1. Committees. In addition to the standing committees designated in this ~~article~~¹²¹ Article V¹²² (the "Standing Committees"), the Board of Directors may, by resolution, designate one (1)¹²³ or more committees of the Board, ~~each to consist of three or more Directors. To the extent provided in a resolution or action of the Board of Directors, the committees so appointed may exercise the power and authority of the Board of Directors, but the designations of such committees and the delegation thereto of authority shall be limited to that authority contained in the resolution or action of the Board and shall not operate to relieve the Board of Directors, or any member thereof, of any powers or responsibilities imposed by law or these Bylaws.~~¹²⁴ which shall have such powers and duties as the Board of Directors may determine from time to time.¹²⁵ Except as otherwise provided by statute¹²⁶ ~~or these Bylaws,~~ the Standing Committees shall have the powers and authority designated in this Article V¹²⁷ and such additional powers and duties as the Board of Directors may determine from time to time. Each Standing Committee other than the Nominating Committee and each other committee shall include at least one (1) director.¹²⁸ No committee of the Board of Directors shall have the power to amend the Articles of Incorporation or the Bylaws of the Corporation. ~~A majority of the members of each committee shall be Directors, but non~~¹²⁹ Non¹³⁰ directors may be appointed to ~~committee~~¹³¹ the¹³² membership of committees other than the Executive Committee and the Disciplinary Committee¹³³. The ~~Chairman~~¹³⁴ Chairperson of the Board¹³⁵ shall appoint the committees with approval of the Board of Directors and serve as a voting member of all committees, except the Nominating Committee and, in a year in which the Chairperson is a candidate, the Elections Committee¹³⁶. ~~Except as otherwise provided by statute~~¹³⁷ ~~or these Bylaws~~¹³⁸, ~~the Standing Committees shall have the powers and authority designated in this Article V~~¹³⁹; provided that, the Board of Directors, by the affirmative vote of two-thirds of the Directors then in office, may expand or restrict the powers and authority of any Standing Committee whether granted in these Bylaws or by previous action of the Board of Directors.¹⁴⁰ The Executive Director shall be privileged to attend and to participate without a vote in the meetings of all committees of which he or she is not otherwise a member.¹⁴¹

Section 2. Standing Committees. Each member of the Board of Directors shall serve in some capacity on a ~~s~~¹⁴² S¹⁴³ tanding ~~e~~¹⁴⁴ C¹⁴⁵ ommittee. The Standing Committees of the Board of Directors shall be as follows:

(a) Executive Committee. ⁻¹⁴⁶ The Executive Committee shall consist of the Chairperson of the Board, Vice Chairperson, Secretary, and ¹⁴⁷ ~~Treasurer and Executive Director~~ ¹⁴⁸. The Executive Committee shall have and may exercise any and all power and authority of the Board of Directors in the management of the business affairs of the Corporation (within the limits provided by law) ¹⁴⁹ when the Board is not in session, except over matters specifically retained by the Board by resolution or ¹⁵⁰ in these ~~b~~ ¹⁵¹ B ¹⁵² laws.

(b) Finance Committee. ⁻¹⁵³ The Finance Committee shall consist of the Vice Chairperson, the Treasurer and other appointees. The ~~Chairperson of the Committee shall be the Vice Chairperson~~ ¹⁵⁴ Vice-President and Treasurer ¹⁵⁵ of the Corporation shall co-chair the Finance Committee ¹⁵⁶. The Finance Committee shall have the power and authority to seek all possible funding sources for the Corporation; ¹⁵⁷ to ¹⁵⁸ review and ~~approve~~ ¹⁵⁹ recommend to the Board of Directors ¹⁶⁰ the engagement of the independent accounting firm ~~for audit and non-audit services~~ ¹⁶¹; to review with independent accountants the fee, scope and timing of the ~~audit and non-audit~~ ¹⁶² services; to review with the independent accountants, upon completion of ~~the~~ ¹⁶³ any ¹⁶⁴ annual review or audit, significant accounting adjustments, recommendations for improving internal controls and all other significant findings made during ~~the~~ ¹⁶⁵ an ¹⁶⁶ audit or review ¹⁶⁷; to meet periodically with the Corporation's management and accountants to discuss internal accounting and financial controls; to review and make recommendations on ~~all~~ ¹⁶⁸ material ¹⁶⁹ contracts to which the Corporation is a party ~~that involve a material adverse risk to the Corporation~~ ¹⁷⁰; to initiate and supervise any special investigation it deems necessary; to consult with the Corporation's management regarding, and to periodically review, the financial condition of the Corporation; and if requested to do so by the Board of Directors, to work with the Executive Director and other Standing Committees to ¹⁷¹ compile the annual budget of the Corporation for approval by the Board.

(c) Nominating Committee. ⁻¹⁷² The Nominating Committee shall ~~consist of no voting board~~ ¹⁷³ not include ¹⁷⁴ members ~~and no~~ ¹⁷⁵ of the Board of Directors ¹⁷⁶ candidates for office ¹⁷⁷ or members of their ~~immediate~~ ¹⁷⁸ households. The Chairperson of the Board shall appoint the Nominating Committee and its chairperson from ~~the current voting delegates~~ ¹⁷⁹ those individuals who currently hold one or more delegate votes ¹⁸⁰. The Nominating Committee shall have the power, authority and duty to notify the ~~delegates of the organization, as appropriate,~~ ¹⁸¹ delegate vote holders ¹⁸² of the ability to submit nominations, as appropriate, ¹⁸³ to fill Director positions; to provide a slate to fill vacating Director positions to the Board at least sixty (¹⁸⁴ 60) ¹⁸⁵ days prior to the Annual Meeting; ~~to provide a slate of officers to the Board of Directors prior to the Annual~~ ¹⁸⁶ General ¹⁸⁷ Meeting; and to provide to the Board of Directors recommendations of names of people qualified to fill untimely vacancies on the Board of Directors. The Nominating Committee shall include in the slates of nominees to be presented for election to the Board of Directors and as Executive Director all individuals recommended by delegates that meet the eligibility requirements in Section 3 of Article IV. ¹⁸⁸

(d) ~~Bylaws Committee.~~—The Secretary and other appointees will serve on the Bylaws Committee. The Bylaws Committee will serve as a conduit for and generate proposed changes to these Bylaws. Changes to the Bylaws must be approved by the board of Directors pursuant to Article IX herein.¹⁸⁹ (e) ~~Regulatory Committee.~~—The ~~Regulatory~~¹⁹⁰ Rules Committee. The ~~Rules~~¹⁹¹ Committee is charged with the upkeep, improvement and interpretation of the ~~rules and regulations of the sport of flyball~~¹⁹² Bylaws, the Rules of Racing and the Policies and Procedures¹⁹³. At least one Supervising Head Judge shall serve on the ~~Regulatory~~¹⁹⁴ Rules¹⁹⁵ Committee. All changes in the Bylaws must be approved by the Board of Directors as provided in Article IX.¹⁹⁶ Any changes to the rules and regulations must be approved by the Board of Directors. ~~Following approval by the Board of Directors, any matter deemed in the discretion of the Board of Directors to affect the Rules of Racing shall be submitted to the delegates by ballot for voting under such terms and conditions as the Board of Directors may from time to time prescribe~~¹⁹⁷, and to the extent provided in Section 4 of Article VII, by the delegates¹⁹⁸.

(f)¹⁹⁹ ~~e~~²⁰⁰ Education and Training²⁰¹ Judges²⁰² Committee.²⁰³ The ~~Education and Training~~²⁰⁴ Judges²⁰⁵ Committee shall develop and maintain a program for the training of judges and other individuals seeking information about the sport. This Committee shall oversee the planning of NAFA® sponsored educational seminars and workshops for the purpose of advancing the sport in areas where information is needed. This committee shall also oversee the development of new NAFA® approved judges and recommend their approval ~~as Approved~~²⁰⁶.

(g)²⁰⁷ ~~f~~²⁰⁸ Marketing and Development²⁰⁹ Committee.²¹⁰ The ~~Marketing and Development~~²¹¹ Committee is charged with responsibility for publicity, promotion, advertising, opportunity development, public relations and developing all promotional materials.

(h)²¹² ~~g~~²¹³ Election Committee.²¹⁴ The Election Committee shall consist of at least three (3)²¹⁵ persons of which at least two (2)²¹⁶ shall be persons in good standing, holding no office within the ~~e~~²¹⁷ C²¹⁸ orporation and only one (1)²¹⁹ shall be a current Board member not up for election. ~~The Election Committee shall be appointed by the first Board member of the Corporation not up for election from Chairman, Vice-Chairman, Secretary, Treasurer, followed by other board members by~~²²⁰ tenure²²⁰ Individuals who are current candidates election or re-election to the Board of Directors or Executive Director shall not serve on the Election Committee²²¹. The Election Committee shall receive completed ballots at or before the beginning of the Annual General Meeting and shall be responsible for tallying the results (or for assisting the independent individual or organization retained by the Board of Directors in doing so)²²² and reporting the results to the presiding officer of the Annual General²²³ Meeting. The Election Committee shall ~~ensure~~²²⁴ see²²⁵ that all returned ballots are authentic and shall destroy the ballots, after reporting the results, at the adjournment of the Annual General Meeting.

(i)²²⁶ ~~h~~²²⁷ Disciplinary Committee.²²⁸ The Disciplinary Committee shall consist of at least three (3)²²⁹ members and shall consist solely of Board members. The

committee will consider all charges brought forward to the Board, gather information and consult all parties in the dispute and investigate the charges. The Committee will make a formal recommendation to the Board on actions for this dispute as well as recommendations to the ~~ED~~²³⁰ Executive Director²³¹ regarding any immediate action required.

Section 3. Tenure. Subject to the provisions of Section 7 and 8 of this Article ~~V~~²³², each member of any Standing Committee or any other committee shall hold office until his successor is designated by the Board of Directors. The Chairperson of the Board shall appoint the chairpersons of each committee, unless otherwise specified in these Bylaws.

Section 4. Meeting and Notices. Regular meetings of committees of the Board of Directors may be held without notice at such times and places as such committees may determine by resolution or by written notice from the Chairperson of the Board or the Chairperson of the committee at least seven ~~(7)~~²³³ days in advance of the meeting. Special meetings of committees may be called by any member thereof upon not less than ~~twenty-four~~²³⁴ ~~24~~²³⁵ hours advance notice to each member of that committee stating the place, date and hour of the meeting, which notice shall be given in ~~accordance with~~²³⁶ the manner provided in²³⁷ Section 11 of Article IV hereof. Any member of a committee may waive notice of any meeting thereof, either before or after the meeting, by ~~S~~²³⁸ ~~S~~²³⁹ igning a waiver of notice that shall be filed with the records of such meeting, or by attendance at such meetings.

Section 5. Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 6. Action By Unanimous Consent and Telephone Meetings. Sections ~~15~~²⁴⁰ ~~14~~²⁴¹ and ~~16~~²⁴² ~~15~~²⁴³ of Article IV are hereby incorporated by reference into this Article V, and their provisions shall apply to all committees and members of the committees to the same extent that they apply to the Board of Directors and all Directors.

Section 7. Removal and Resignations. Any member of any committee may be removed at any time with or without cause²⁴⁴ by resolution adopted by a majority of the Directors then in office. Any member of a committee may resign from the committee at any time by giving written notice to the Chairperson of the Board of Directors or the Secretary of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

Section 8. Vacancies. Any vacancy occurring on any of the committees of the Directors shall be filled by appointment of the Chairperson of the Board and ratified by the Board of Directors.

~~Section 9. Minutes. All~~²⁴⁵ ~~Reports. The Chairperson of each~~²⁴⁶ Standing ~~Committees and committees~~²⁴⁷ ~~Committee or other committee~~²⁴⁸ established by the Board of Directors shall ~~keep regular minutes of their proceedings, whether meetings are in person or by telephone, and the chairperson of each committee shall~~²⁴⁹ report any actions taken or recommendations by the committee²⁵⁰ to the Board of Directors at the next regular or annual²⁵¹ meeting thereof held after the committee ~~meeting. The minutes of the committee meetings shall be distributed to all members of the Board of Directors as soon as practicable after the committee~~²⁵² action or²⁵³ meeting. The Secretary of the Corporation shall ~~include the minutes in the permanent record of~~²⁵⁴ record the reports by committee chairpersons in²⁵⁵ the corporation's minutes²⁵⁶.

ARTICLE VI

OFFICERS

Section 1. Positions. The officers of the Corporation shall be the Chairperson of the Board, the Executive Director, the Vice-Chairperson, the Secretary and the Treasurer, who shall exercise such powers and perform such duties as shall be determined in accordance with these Bylaws or by the Board. No person shall hold more than one office of the Corporation. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected by the Board of Directors²⁵⁷ from among ~~the~~²⁵⁸ its²⁵⁹ members ~~of the Board of Directors~~²⁶⁰. Newly elected officers (other than the Executive Director)²⁶¹ shall commence their term of office at the conclusion of the Board meeting in which they are elected. The Executive Director shall be elected by the delegates as provided in Section 4 of Article IV.²⁶²

Section 2. Election ~~and~~²⁶³ Term of Office ~~and Vacancies~~²⁶⁴ ²⁶⁵. Each officer of the corporation other than the Executive Director²⁶⁶ shall be elected annually by vote of a majority of the members of²⁶⁷ the Board of Directors then in office²⁶⁸ and shall serve for one (1)²⁶⁹ year or until his successor shall have been duly elected and qualified, or until his death, resignation or removal from office in accordance with these Bylaws. The Executive Director shall serve for a three (3) year term. Vacancies in the positions of officers may be filled by vote of a majority of the members of the Board of Directors then in office. Officers elected to fill vacancies shall serve the remainder of the terms of their predecessor, except that the Board of Directors may provide for the election of an Executive Director by the delegates in conjunction with a Board election held prior to the expiration of term of the former Executive Director. An Executive Director selected in such an election shall serve for a three (3) year term (and not for remaining portion of the term that became vacant).²⁷⁰

Section 3. Chairperson of the Board. The Chairperson of the Board shall preside at and set the agenda for meetings of the Board of Directors, shall act as the chief executive officer of the Corporation, shall appoint Committee Chairpersons and members and Special Project Leaders as needed, and shall exercise and perform such other powers and duties as may be assigned by the Board of Directors or by the Bylaws. ~~The Chairperson is an ad-hoc member of all standing and special committees.~~²⁷¹ The Chairperson shall carry into effect all orders and resolutions of the Board subject

to the right of the Board by resolution to delegate any specific powers to any other officer, director or agent of the Corporation and, to the extent required by applicable law, shall be considered to be the President of the Corporation²⁷². The Chairperson shall, on behalf of the Corporation, as authorized by the Board, execute all deeds, notes, bonds, mortgages, contracts and other instruments in writing. ~~The Chairperson of the Board shall be elected by an affirmative vote of a majority of the members of the Board.~~²⁷³

Section 4. Executive Director. The Executive Director shall report to the Board of Directors. The Executive Director shall be the chief operating officer of the Corporation, and shall, subject to the direction of the Board of Directors, generally supervise, direct and control the business of the Corporation and shall have the responsibility for the day-to-day management of the business and affairs of the Corporation. The Executive Director shall attend meetings of the Board of Directors and shall make periodic reports to the Board of Directors and, as provided in Section 12 of Article IV, may require a vote of three-quarters (3/4) of the directors for actions²⁷⁴ of the Board of Directors²⁷⁵. The Executive Director shall appoint Regional Directors and other staff as necessary for the day-to-day operation of the corporation. The Executive Director shall preside over the ~~annual meeting~~²⁷⁶ Annual General Meeting²⁷⁷.

~~The Executive Director shall not vote. The Executive Director has the power of veto over any action approved by vote~~²⁷⁸ ~~of the Board of Directors~~²⁷⁹. ~~The veto may be repealed by a three-quarters (3/4) vote of the Board members present or a three-quarters (3/4) vote of delegates voting in a general referendum as determined by the corporate policies and procedures.~~²⁸⁰

The Executive Director shall implement decisions of the Board of Directors and shall act, subject to the Board's authority and guidance, to enforce NAFA® policy, rules and regulations. ~~The Executive Director may sanction individuals or Clubs~~²⁸¹ ~~for infraction of NAFA® policies, rules or regulations subject to ratification by the Board of Directors at~~²⁸² ~~its next meeting.~~²⁸³ The Executive Director may, subject to the Board's approval, delegate portions of these responsibilities to qualified individuals within NAFA® for the purposes of enforcing NAFA® policies, rules and regulations. The Executive Director may, from time to time, require special projects to be led or staffed. At the Executive Director's request, the Chairperson will appoint Special Project Leaders, teams and/or committee members.

~~The Executive Director has the power to suspend or place on probation individuals or Clubs from all NAFA benefits and privileges~~²⁸⁴ ~~for infraction of NAFA® policies, rules or regulations subject to ratification by the Board of Directors at~~²⁸⁵ ~~its next meeting.~~ its next regular or annual meeting. This power is non-delegable.²⁸⁶

Section 5. Vice-Chairperson. The Vice-Chairperson shall preside over meetings in the absence of the Chairperson and shall have such duties as may be given by the Board of Directors from time to time. ~~The Vice-Chairperson shall be elected by an affirmative vote of a majority of the members of the Board.~~ ~~The Vice~~²⁸⁷ Chairperson shall serve as the ~~Chairperson~~²⁸⁸ Co-chairperson²⁸⁹ of the Finance Committee.

Section 6. Secretary. The Secretary or, in the event of the Secretary's inability or refusal to act, a duly appointed Assistant Secretary shall attend all meetings of the Board of Directors, and shall record, or cause to be recorded, all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose, and shall archive reports or²⁹⁰ minutes provided by ~~the Standing Committees~~²⁹¹ committees²⁹². The Secretary shall give, or cause to be given, notice of all ~~special~~²⁹³ meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Executive Director. The Secretary shall maintain a current list of the Board of Directors detailing when each director's term expires. The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of the Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments ~~S~~²⁹⁴ ~~s~~²⁹⁵igned by the officers of the Corporation. ~~The Secretary shall serve on the Bylaws Committee. The Secretary shall be elected by an affirmative vote of a majority of the members of the Board.~~²⁹⁶

Section 7. Treasurer. ~~The~~²⁹⁷ Subject to the direction of the Board of Directors, ~~the~~²⁹⁸ Treasurer shall have general oversight responsibility for the financial affairs of the Corporation. The Treasurer shall serve on the Finance Committee as its Co-chairperson.²⁹⁹ have custody of the corporate funds and securities of the Corporation, and shall keep a full and accurate accounting of the receipts and disbursements and books belonging to the Corporation. The Treasurer shall deposit all monies and all other valuable assets delivered to him/her to the credit of the Corporation in such depositories as may be designated by the Board of Directors or the³⁰⁰ Finance Committee. The Treasurer shall ~~ensure~~³⁰¹ see³⁰² that appropriate signatory cards are executed and maintained as current and shall bring all papers needed to accomplish this to the Annual Meeting of the Board of Directors³⁰³. The Treasurer shall render to the Board of Directors at the Board's regular meetings, or when the Board of Directors so requires, but not less than quarterly, an account of the financial condition of the Corporation, to include but not be limited to income statements, comparative income statements, balance sheets, accounts receivable, and accounts payable. ~~The Treasurer will cause the outside accounting of the Corporation's financial records with said auditor selected by~~³⁰⁴ and shall call on and make available to the outside accounting firm retained by the Finance Committee as provided in Article V, section 2(b) of these Bylaws such materials as may be requested by the Board,³⁰⁵ the Finance Committee or the outside accounting firm³⁰⁶. The Treasurer shall perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 8. Bond. The corporation shall bond the Treasurer in such sum and with such surety as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the Treasurer. If required by the Board of Directors, any other officer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of their death, resignation,

retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in their possession or under their control and belonging to the Corporation. Payment of the bond shall be by the Corporation.

Section 9. Authority for Expenditures. The Treasurer, the Executive Director, and the Chairpersons of the Board and the Finance Committee shall each have the authority, ~~in his respective sole discretion,~~³⁰⁷ pursuant to his signature to approve and direct expenditures in accordance with the direction of the Board, ~~and may make expenditures~~³⁰⁸ on behalf of and in the best interest of the Corporation. For expenditures in excess of \$5,000 the written approval of at least two of the above-named ~~directors~~³⁰⁹ officers³¹⁰ shall be required.

Section 10. Indemnification. ~~Unless expressly prohibited by law, the~~³¹¹ The³¹² Corporation shall, to the greatest extent permitted from time to time by the laws of the State of Michigan,³¹³ indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative), whether such is an action by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was a director, officer, ~~employee or agent of the Corporation (including directors, officers and employees of any part of the Corporation's field organization) or~~³¹⁴ or member of a committee of the Corporation or, while serving as a director, officer or member of a committee of the Corporation,³¹⁵ serves or served any other enterprise at the request of the Corporation (all of such persons being sometimes referred to in this Article VI as a "Corporate Functionary"), against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, ~~provided such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful shall be made in relation to matters as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable to the Corporation~~³¹⁶. The corporation may also, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to employees or agents of the corporation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time³¹⁷.

Any indemnification under this Section shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Corporate Functionary or other person³¹⁸ is proper in the circumstances because he or she has met the applicable standard of conduct ~~set forth in this Section~~³¹⁹. Such determination shall be made (i) ~~by the Board of Directors by a majority vote of a quorum of disinterested Directors or~~ (ii) ~~if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion~~³²⁰ as provided by applicable law³²¹.

The rights of indemnification provided for in this Section shall be in addition to all rights to which any Corporate Functionary may be entitled under any agreement or as a matter of law or otherwise, and shall ins³²²ure to the benefit of the Corporate

Functionary's estate, heirs, executors and administrators. If this Section or any portion hereof shall be invalidated on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each Corporate Functionary to the full extent permitted by any applicable portion of this Section that shall not have been invalidated.

The Corporation may purchase and maintain insurance on behalf of any Corporate Functionary against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

ARTICLE VII

AFFILIATE CLUBS AND DELEGATES³²³

Section 1. Local Organizations. There shall be local organizations ~~within the Corporation,~~³²⁴ which shall consist of Affiliate Clubs abiding by the policies and procedures of the Corporation approved by the Board of Directors. Affiliate Clubs must register with the corporation and pay such fee as shall be established by the Board of Directors from time to time. An Affiliate Club may field any number of teams it desires. Such teams are not required to be individually registered with NAFA®. Each ~~a~~³²⁵ A³²⁶ ~~affiliate~~ ~~e~~³²⁷ C³²⁸ ~~club~~ must register with NAFA® a single individual or corporation (the "Club Owner")³²⁹ as the sole authority to correspond with NAFA® on their behalf. The Corporation shall recognize changes in the identity of the Club Owner representing a particular Affiliate Club only if it receives a written direction from the former Club Owner or a court order.³³⁰

Section 2. Delegate Vote Calculations. Delegate votes are calculated based on the activities of the Affiliate Club or service by an individual during the preceding Racing Year. At the end of the Racing Year, NAFA® will notify the Club Owner of each Affiliate Club and each individual who provided service of the³³¹ number of delegate votes³³² earned that year. Delegate votes are determined as follows:.³³³

- (a) Section 2. Delegates. ~~From time to time the Board of directors may submit rule changes to delegates for consideration. Affiliate Clubs will be given a~~³³⁴ ~~number of delegate votes~~³³⁵ ~~based on the number of tournaments each club competed in and/or hosted during a fiscal year. Affiliate Clubs~~³³⁶ Affiliate Club Delegates. An Affiliate Club³³⁷ must compete in at least one ~~event during the racing year to qualify for Delegate Votes. Delegates will be calculated for a club based on competition~~³³⁸ (1) event during the preceding Racing Year to qualify for delegate votes. An Affiliate Club earns delegate votes by competing³³⁹ in or hosting tournaments ~~on~~³⁴⁰ according to³⁴¹ the following³⁴² schedule: one³⁴³ 1³⁴⁴ delegate vote³⁴⁵ for 4-5 team entries; 2 delegates³⁴⁶ two (2) delegate votes³⁴⁷ for 6-11 team entries; 3 delegates³⁴⁸ three (3) delegate votes³⁴⁹ for 12-17 team entries; 4 delegates³⁵⁰ four (4) delegate votes³⁵¹ for 18-23 team entries; 5 delegates³⁵² five (5) delegate

~~votes³⁵³ for 24-29 team entries; and 6 delegates³⁵⁴ six (6) delegate votes³⁵⁵ for 30 team entries or more. One (1)³⁵⁶ delegate vote³⁵⁷ per club³⁵⁸ Affiliate Club³⁵⁹ will be awarded for hosting each tournament. No Affiliate³⁶⁰ Club shall earn more than eight (8)³⁶¹ 362 delegate votes in total by team entries or tournament hosting. The Board of Directors may designate delegates with special interest in flyball. Each Board member will individually receive a delegate vote³⁶³ over and above any delegate votes otherwise earned.³⁶⁴ Each Regional Director will individually receive a delegate vote over and above any delegate votes otherwise earned. All approved judges and supervising judges will individually receive a delegate vote in addition to any other delegate votes otherwise earned. Clubs will be notified of the number of delegates earned during the preceding fiscal year. Delegate votes will be determined once each year at the close of the NAFA® Racing Year based on the activities of the club or individual during the year just completed. Delegate votes exercisable in FY 2010 shall be determined by the number of delegate votes a club earned by virtue of activities in either FY 2008 or FY 2009, whichever yields the higher number of votes.³⁶⁵~~

- (b) ³⁶⁶Service Votes. An individual who serves as a NAFA® Board member, Regional Director, or an approved or supervising judge shall receive one (1) delegate vote for each form of service he or she renders, up to a total of three (3) delegate votes,³⁶⁷ over and above any delegate votes otherwise earned.³⁶⁸
- (c) ³⁶⁹Distribution of Delegate Votes. The Board of Directors may, from time to time, adopt and modify rules or guidelines to provide for individual delegate votes awarded to Affiliate Clubs to be issued directly to the delegates named by the Club Owner but, absent such rule or provision, NAFA® shall distribute all delegate votes awarded to an Affiliate Club to the Club Owner. When multiple votes are awarded to a Club Owner or single individual, they may be voted separately or as a block.³⁷⁰

Section 3. Rules Governing Delegate Voting. Delegate voting for directors and the Executive Director and on matters submitted to delegate vote by the Board of Directors shall be conducted by mail or by electronic transmission pursuant to policies and procedures approved from time to time by the Board of Directors. Such policies and procedures shall provide for notice to Club Owners of Affiliate Clubs and individuals of the number of delegate votes earned; and for validating and counting ballots either by the Election Committee or through such outside service as the Board may, in its discretion, retain for such purposes.³⁷¹

Section 4. Annual General Meeting. NAFA's Annual General Meeting shall be held within the period between December 1st and January 31st inclusive at such time and place as determined by the Board of Directors. Written notice of the Annual

General Meeting shall be given by mail or electronic transmission to delegates and directors of the Corporation at least thirty (30) days in advance of the meeting. The Executive Director shall preside at the annual general meeting. In the absence of the Executive Director, the Chairperson shall preside. At the annual General Meeting, the results of the Board of Directors election and, when applicable, the results of the election for Executive Director, shall be announced.³⁷²

Section 5. Delegate Action. The following shall be determined by delegate vote.³⁷³

- a. ³⁷⁴The election of the members of the Board of Directors and Executive Director, as provided in Article IV, section 4 of these Bylaws.³⁷⁵
- b. The election of dogs to the Hall of Fame or Regional MVP or such other recognition as may be provided for from time to time for dogs or individuals within NAFA®;
- c. ³⁷⁶Such proposed changes in the Rules of Racing, awards and other forms of recognition for performance in NAFA® racing events or service to the Corporation and other matters affecting the conduct of events for approval as the Board may, in its discretion, choose to submit to either a binding or non-binding vote of the delegates. Binding approval of changes in the Rules of Racing by the delegates shall require the affirmative vote of two-thirds (2/3) of the valid votes cast. The Board of Directors may, however, in its discretion approve changes in the Rules of Racing that have been approved by a majority, but less than two-thirds (2/3), of the valid delegate votes. A proposed change in the Rules of Racing that has been presented for a binding delegate vote and has not been approved by the delegates shall not be presented to the delegates again for at least three (3) years unless the Executive Director approves in writing.³⁷⁷

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Seal. The Board of Directors shall adopt a seal for the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on October 1 and end on September 30 of each year.

Section 3. Legal Construction. If any Bylaw provision is held to be invalid, illegal or unenforceable in any respect, the invalidity, illegality or unenforceability shall not

affect any other provision and the Bylaws shall be construed as if the invalid, illegal or unenforceable provision had not been included in the Bylaws.

ARTICLE IX
AMENDMENTS TO BYLAWS

These Bylaws may be altered, changed, added to or amended at any regular or special meeting of the Board of Directors. Said alterations, changes, additions or amendments shall be passed upon by the vote of ~~two-thirds (2/3)~~³⁷⁹ a majority of the members³⁸⁰ of the Board of Directors ~~present and eligible to vote at said meeting~~³⁸¹ then in office³⁸².

The foregoing constitutes the Bylaws of the Corporation ~~as read and~~³⁸³ presented to and duly adopted by³⁸⁴ the Board of Directors ~~and enacted by two-thirds (2/3) vote of the Directors of the Board entitled to vote~~³⁸⁵ on the ___ day of _____³⁸⁶, 20__.

Secretary, North American
Flyball Association, Inc.³⁸⁷

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