

**BY-LAWS<sup>1</sup>**  
**OF THE**  
**NATIONAL POLICE CANINE ASSOCIATION, INC.**  
**A Florida Nonprofit Corporation**

**ARTICLE I NAME**

**The name of this corporation is National Police Canine Association, Inc. (the “Association”).**

**ARTICLE II PRINCIPAL OFFICE**

**Section 2.01 Principal Office:**

The principal office of the Association for transaction of its business is located at Post Office Box #538, Waddell, Arizona 85355. The Association’s Board of Directors (the “Board”) may change the location of the principal office from one location to another within the United States. The Board may, at any time, establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

**ARTICLE III PURPOSES**

**Section 3.01 General Purposes:**

The Association is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Florida Not for Profit Corporation Act for public and educational purposes.

**Section 3.02 Specific Purposes:**

Within the context of its general purposes, the Association exists:

- (a) to promote and assist in the utilization of Police Service Dogs in the prevention and detection of crime.
- (b) to promote educational programs in relation to the utilization of Police Service Dogs in law enforcement;
- (c) to provide assistance to law enforcement agencies to implement Police Service Dogs in law enforcement; and
- (d) to promote a minimum standard of certification of Police Service Dogs.

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<sup>1</sup> Revised as of September 13, 2015.

**Section 3.03 Limitations:**

The Association may operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(C)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

**ARTICLE IV MEMBERS**

**Section 4.01 Classes of Membership:**

The Association shall have the following classes of membership: regular (K-9) members, associate members, support members, and corporate members.

**Section 4.02 Regular (K-9) Members:**

Regular K-9 membership may be conferred on commissioned law enforcement and corrections officers (e.g., municipal, county, state, federal, military, tribal or fire-arson agency officers) assigned full time duties as canine handlers or trainers of police service dogs. A regular member may vote and hold office in the Association.

**Section 4.03 Associate Members:**

(a) Associate membership may be conferred on:

1. retired or former regular (K-9) members;
2. direct supervisors of canine units;
3. handlers or trainers of police service dogs for law enforcement agencies who do not qualify for regular (K-9) membership, including part-time or reserve law enforcement officers;
4. commissioned law enforcement officers actively associated with a law enforcement agency's K-9 unit as helpers or decoys; and
5. prosecutors and legal advisors employed by law enforcement agencies.

(b) Associate members may vote, but may not hold office in the Association, except as described below with regard to retired regular (K-9) members.

(c) A retired regular member who later becomes an associate member may be eligible to hold office in the Association if he or she was in good standing with the Association at the time of his or her retirement from regular (K-9) membership.

**Section 4.04 Support Membership:**

After review by the Standards Committee and approval by the Board, support membership may be conferred on any individual or company that is interested in supporting the Association. Support members shall not be entitled to vote or hold office in the Association.

**Section 4.05 Corporate Membership:**

After review by the Standards Committee and approval by the Board, corporate membership may be conferred on any company who employs full-time canine handlers and is licensed by the Federal Drug Enforcement Administration, ATF, or any state agency (as applicable). Corporate members are not entitled to vote or hold office in the Association. Canine handlers employed by qualified corporations will be allowed to join the Association under the corporate membership, and their participation will be limited to certifications and other specific corporate training.

**Section 4.06 Fees and Assessments:**

- (a) Membership fees shall be payable and submitted in full with applications for membership.
- (b) Membership fees shall be paid annually and are due on January 1<sup>st</sup> of each year.
- (c) Membership fees paid by new members who join the Association after October 1<sup>st</sup> will be applied to the following year.

**Section 4.07 Membership Meetings and Notice:**

- (a) A meeting of the Association's members shall be held at least annually and at such place as the Board designates or, if not so designated, at the principal office of the Association, upon notice by mail or publication.
- (b) Notice of a meeting of members need not be given to any member who signs a waiver of notice, in person or by proxy, either before or after the meeting. Unless otherwise required by the By-laws, neither the affairs transacted nor the purpose of the meeting need be specified in the waiver.
- (c) Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objections to the transaction of affairs.

**Section 4.08 Membership Revocation and Suspension:**

- (a) The Association retains the right to revoke or suspend any membership (without refund of fees) at any time due to changes in the member's qualifications or employment status, failure to comply with the Association's membership requirements, failure to pay annual fees, or conviction of a felony. If membership is revoked for any other reason, the Association shall refund a pro rata share of the annual membership fee paid by the former member for the year in which his or her membership is revoked.

(b) Membership may only be revoked or suspended pursuant to the Association's fair and reasonable procedure set forth below.

1. A member can be expelled or suspended from the Association for good cause provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense before the Board and by the vote of a majority of the Directors present at the meeting at which a quorum, as hereinafter defined, is present. Each Director present shall have one vote on the question of expulsion or suspension, and voting by proxy on the question shall not be permitted.
2. Proceedings under this section shall be initiated by resolution of the Board or, on the failure of the Board to act, by petition signed by at least twenty (20) percent of the voting members of the Association presented to the Secretary of the Association. On adoption of the resolution or receipt of the petition, as the case may be, the President or Secretary shall schedule the matter to be heard at the next regular or special meeting of the Board. The Secretary, or other person appointed by the President for this purpose, shall deliver, at least fifteen (15) days prior to the date of the hearing a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject member either in person or by certified mail or first-class mail to the last address of the member shown on the records of the Association. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as provided in this section by any Director of the Association, or by any member who signs the petition when proceedings are initiated by petition, and, in such event, the matter shall be heard at the next regular or special meeting of the Board at which a quorum is present, to be held not less than fifteen (15) days after the copy and notice are deposited in the United States mail. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting, provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the member shall be dismissed on the ground that failure to secure a quorum at either of the two meetings constitutes a tacit vote of the Board against imposition of discipline. Such dismissal of the matter shall be automatic and final, except that the alleged conduct giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct of the member.
3. Notwithstanding any other provision in these By-laws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled must be given to all Directors as required by these By-laws for special meetings of the Board.
4. The hearing shall be informal and presided over by the President or other person who shall (1) read the charges against the subject member; (2) require that the charges be verified by the testimony of the person or persons making them; (3) allow the subject member to make a statement on the member's behalf; (4) hear any other witnesses against the subject member; (5) allow the subject member to cross-examine each witness; (6) allow the subject member to call witnesses on the member's behalf; and (7) allow the Directors present, subject to the control of the presiding person, to question the witnesses after the subject member finishes questioning them.
5. "Good cause" as used in this section requires that the member:
  - A. fail and continue to fail to abide by the Articles of Incorporation or By-laws of the Association or with the rules and regulations of the Board; or

B. commit or be in the course of committing some act or acts prejudicial to the purposes of the Association, including, but not limited to: theft, embezzlement, or failing to perform duties owed to the Association despite notice and an opportunity to cure.

6. The procedure set forth in this section shall be carried out in good faith.

(c) An expelled member shall not be eligible for reinstatement or readmission to the Association.

(d) All rights of a member in the Association or in its property shall cease on his expulsion.

(e) The Association shall make note in its records when a resignation, expulsion, suspension, or termination of membership occurs.

(f) A member who is expelled or suspended may remain liable to the Association for dues, assessment, or fees as a result of obligations incurred or commitments made before expulsion or suspension

## **ARTICLE V DIRECTORS**

### **Section 5.01 General Corporate Powers:**

Subject to the provisions and limitations of the Florida Not for Profit Corporation Act and any other applicable laws, and subject to any limitation of the Articles of Incorporation or By-laws regarding actions of the Association's Board, the Association's activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board.

### **Section 5.02 Specific Powers:**

Without prejudice to the general powers set forth in Section 5.01 of these By-laws, but subject to the same limitations, the Board shall have the power to:

(a) appoint and remove, at the discretion of the Board, all of the Association's committees, agents and employees; prescribe powers and duties for the Association's committees, agents, and employees that are consistent with the law, with the Articles of Incorporation, and with these By-laws; and fix the Association's committees, agents, and employees' compensation and require from them security for the faithful performance of their duties;

(b) change the principal office or the principal business office from one location to another; conduct its activities within the United States; designate any place within any state for holding any meeting;

(c) adopt and use a corporate seal; and

(d) borrow money and incur indebtedness [not to exceed \$\_\_\_\_\_,] on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

**Section 5.03 Number of Directors:**

(a) The authorized number of Directors shall be no less than ten (10). The Executive Board and a Regional Director from each of the regions designated under Section 5.05(a) shall constitute the Board.

(b) The last President who served a complete term may serve as a Director on the Board for a period not to exceed two (2) years to begin at the end of his elected term, unless extended by the Board at the request of the current President.

**Section 5.04 Executive Board:**

(a) The Executive Board shall consist of the President, Secretary, and Treasurer (otherwise known as the Chief Financial Officer, "CFO") (collectively the "Officers"), who shall be elected at large by the membership entitled to vote.

(b) The Executive Board shall act in the best interest of the Association between regular meetings of the Board of Directors, with the specific power to act with the full power of the Association on matters that require immediate action or response.

**Section 5.05 Regional Directors:**

(a) One (1) Regional Director shall be elected by the members from each of the following regions:

1. North Central Region: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin;
2. North East Region: Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia;
3. North West Region: Alaska, Colorado, Idaho, Montana, Utah, Wyoming;
4. South Central Region: Alabama, Arkansas, Louisiana, Mississippi, Oklahoma, Tennessee, Texas;
5. South East Region: Florida, Georgia, North Carolina, South Carolina;
6. South West Region: Arizona, Nevada, New Mexico; and
7. West Coast Region: California, Oregon, Washington, Hawaii.

(b) Regional Directors shall reside in the designated region from which they are elected.

(c) Regional Directors shall be elected by the regular and associate members who are in good standing within the designated region.

(d) The nomination and election of Regional Directors shall proceed as set forth in Article VIII.

(e) Regional Directors must be knowledgeable in all aspects of K-9 deployment.

(f) A Regional Director may seek to be an Officer of the Association provided the requirements of the By-laws are met.

(g) The Association may also have, at the Board's discretion, more than one or more assistant Regional Directors as may be appointed in accordance with Section 7.03 of these By-laws.

**Section 5.06 Resignation and Other Events Resulting in Vacancies on the Board:**

(a) Except as provided below, a Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date the resignation becomes effective.

(b) A vacancy or vacancies on the Board shall result from the following:

1. the death or resignation of a Director;
2. the declaration by resolution of the Board of a vacancy in the office of a Director who is declared of unsound mind by an order of court or convicted of a felony; or
3. the declaration by resolution of the Board of a vacancy in the office of a Director who is found by final order or judgment of any court to have breached a duty .

(c) Any vacancy occurring on the Board may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors may constitute less than a quorum.

(d) Whenever a vacancy occurs with respect to a Regional Director, the vacancy may be filled only by members of that region.

(e) The term of a Director elected or appointed to fill a vacancy expires at the next annual meeting at which Directors are elected.

**Section 5.07 Removal of Directors, including Officers:**

(a) Any Director can be suspended or expelled from the Association for good cause provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense before the Board and, if a Regional Director, the members of the Director's region.

(b) Any Officer can be suspended or expelled from the Association for good cause with the approval of the voting power of the Association, at any regular meeting of the members and such Officer shall be removed should he cease to be qualified for the office as provided in these by laws provided he is given notice of the proceedings against him and an opportunity to be heard in his own defense before the Board.

(c) Proceedings under this section shall be initiated by resolution of the Board or, on the failure of the Board to act, by petition signed by at least twenty (20) percent of the voting members of the Association presented to the Secretary of the Association. On adoption of the resolution or receipt of the petition,

as the case may be, the President or Secretary shall schedule the matter to be heard at the next regular or special meeting of the Board. The Secretary, or other person appointed by the President for this purpose, shall deliver, at least fifteen (15) days prior to the date of the hearing a copy of the resolution or petition, together with a notice of the time and place of the hearing, to the subject Director by certified mail or first-class mail to the last address of the Director shown on the records of the Association. Should the person whose duty it is to serve the notice fail or refuse to do so, such copy and notice may be delivered as provided in this section by any Director of the Association, or by any member who signs the petition when proceedings are initiated by petition, and, in such event, the matter shall be heard at the next regular or special meeting of the Board at which a quorum is present, to be held not less than fifteen (15) days after the copy and notice are personally delivered or deposited in the United States mail. If a quorum fails to attend such meeting, the matter shall be heard at the next succeeding regular or special meeting, provided, however, that if a quorum fails to attend such next succeeding regular or special meeting, the matter against the Director shall be dismissed on the ground that failure to secure a quorum at either of the two meetings constitutes a tacit vote of the Board against imposition of discipline. Such dismissal of the matter shall be automatic and final, except that the alleged conduct giving rise to the proceeding may be considered in any subsequent proceeding under this section based on future alleged misconduct of the Director.

1. Notwithstanding any other provision in these By-laws, notice of the meeting at which the hearing is first scheduled or subsequently scheduled must be given to all Directors as required by these By-laws for special meetings of the Board.
2. The notice of a meeting to suspend or expel a Director shall state the specific Directors sought to be removed.

(d) The hearing shall be informal and presided over by the President or other person who shall (1) read the charges against the subject Director; (2) require that the charges be verified by the testimony of the person or persons making them; (3) allow the subject Director to make a statement on the Director's behalf; (4) hear any other witnesses against the subject Director; (5) allow the subject Director to cross-examine each witness; (6) allow the subject Director to call witnesses on the Director's behalf; and (7) allow the Directors present, subject to the control of the presiding person, to question the witnesses after the subject Director finishes questioning them.

(e) A Director may be removed from office by a majority of all votes of the Directors, if the director was elected or appointed by the Directors, or by a majority of all votes of the members, if the Director was elected by or appointed by the members.

1. A proposed removal of a Director at a meeting shall require a separate vote for each Director whose removal is sought.
2. Regional Directors may be removed only by the members of that region.
3. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors.



(f) If removal is effected at a meeting, any vacancies created shall be filled by the members or Directors eligible to vote for the removal.

(g) Any Director who is removed from the board is not eligible to stand for reelection until the next annual meeting at which directors are elected.

(h) Any Director removed from the Board shall turn over to the Board within 72 hours any and all records of the Association in his or her possession.

(i) If a Director who is removed does not relinquish his or her office or turn over records as required under this section, the circuit court in the county where the Association's principal office is located may summarily order the Director to relinquish his or her office and turn over the Association's records upon application of any member.

(j) "Good cause" as used in this section requires that the Director:

1. fail and continue to fail to abide by the Articles of Incorporation or By-laws of the Association or with the rules and regulations of the Board; or
2. commit or be in the course of committing some act or acts prejudicial to the purposes of the Association, including, but not limited to: theft, embezzlement, or failing to perform duties owed to the Association despite notice and an opportunity to cure.

(k) All rights of a Director in the Association or in its property shall cease on his expulsion.

(l) The Association shall make note in its records when a resignation, expulsion, suspension, or termination of a Director occurs.

**Section 5.09 Board of Director Meetings:**

(a) The Board shall hold a regular meeting annually for purposes of organization and the transaction of other business. Other regular or special meetings of the Board may be held at such time and place as the Board may decide from time to time.

(b) Special meetings of the Board for any purpose may be called at any time by the President.

(c) Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (i) delivery of electronic notice; (ii) first class mail, postage prepaid or (iii) telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director. All such notices shall be given or sent to the Directors' regular or e-mail addresses or telephone numbers as shown on the records of the Association.

1. Notices sent by first class mail shall be deposited in the United States mail at least four (4) days before the date set for a special meeting of the Board.
2. Notice given by telephone or e-mail shall be delivered at least 48 hours before the time set for the meeting.

3. Notices must state the time of the meeting and the place if the location is somewhere other than the principal office of the Association.
4. Notice of a special telephonic (conference) meeting of the Board shall be given at least 24 hours prior to the meeting.
5. Consent to receive notice by electronic transmission shall be revocable without notice to the Association. Any such consent shall be deemed revoked if:
  - A. the Association is unable to deliver by electronic transmission two consecutive notices given by the Association in accordance with such consent; and
  - B. such inability becomes known to the Secretary or an assistant secretary of the Association, or other authorized person responsible for giving notice. However, the inadvertent failure to treat such inability as a revocation does not invalidate any meeting or other action.

(d) Notice of a meeting need not be given to a Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting need not be given to a Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

**Section 5.10 Quorum:**

(a) A majority of the Directors of the Board present at a regular or special meeting shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, including, without limitation, those provisions relating to:

1. the approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
2. the approval of certain transactions between corporations having common directorships;
3. the creation and appointment to committees of the Board; and
4. the indemnification of Directors.

(b) A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other Directors.

**Section 5.11 Action Without a Meeting:**

**Any action that the Board is required or permitted to take may be taken without a meeting if all Directors of the Board consent to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Association is a party shall not be required for approval of that transaction. Such action by consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.**

**Section 5.12 Compensation and Reimbursement:**

Officers may receive such compensation, if any, for services rendered as Officers, and such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable to the Association at the time that the resolution is adopted.

**Section 5.13 Director Conflicts of Interest:**

(a) No contract or other transaction between the Association and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of its Directors are Directors or Officers or are financially interested shall be either void or voidable because of such relationship or interest, because such Director or Directors are present at the meeting of the Board or a committee which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

1. the fact of such relationship or interest is disclosed or known to the Board or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
2. the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
3. the contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board, a committee, or the members.

(b) For purposes of paragraph (a)(1) only, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board, or on the committee, who have no relationship or interest in the transaction described in subsection (a), but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director having a relationship or interest in the transaction does not affect the validity of any action taken under paragraph (a)(1) if the transaction is otherwise authorized, approved, or ratified as provided in subsection (a), but such presence or vote of such a

director may be counted for purposes of determining whether the transaction is approved under other sections of this chapter.

(c) For purposes of paragraph (a)(2), a conflict-of-interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the members entitled to vote under this subsection. A Director who has a relationship or interest in the transaction described in subsection (a) may not vote to determine whether to authorize, approve, or ratify a conflict-of-interest transaction under paragraph (a)(2). However, the vote of that Director is counted in determining whether the transaction is approved under other sections of this chapter. A majority in interest of the members entitled to vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section. As used in this subsection, the term “majority in interest” refers to a majority of the voting shares or other voting units allotted to the members.

## **ARTICLE VI COMMITTEES**

### **Section 6.01 Committees of the Board:**

(a) The Board, by resolution adopted by a majority of the Directors, provided a quorum is present, may create one or more committees, each consisting of one or more Directors or regular (K-9) members who serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the President and approved by majority vote of the Board. The Board may appoint one or more Directors or regular (K-9) members as alternate members of any such committee, who may replace any absent member at any meeting. Committees comprised solely of Directors, to the extent provided in the Board’s resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution may:

1. Fill vacancies on the Board or on any committee that has the authority of the Board;
2. Fix compensation of the Directors for serving on the Board or on any committee;
3. Amend or repeal by-laws or adopt new by-laws;
4. Amend or repeal any resolution of the Board that, by its express terms, is not so amendable or repealable;
5. Create any other committee of the Board or appoint members to committees of the Board;
6. Expend the Association’s funds without prior approval from the Board; and
7. Approve any contract or transaction to which the Association is a party and in which one or more of its members has a material financial interest.

(b) Notwithstanding any provision of the By-laws to the contrary, the President, as chief executive officer of the Association, may appoint or designate a member to serve as an alternate or substitute member of a committee of the Board when and to the extent that such appointment is needed to expedite an emergency project of the Association, and no meeting of the Board is planned at such time as to allow a timely appointment to the committee.

**Section 6.02 Meetings and Actions of Committees:**

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these By-laws concerning meetings and other actions by the Board, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the Secretary. The Board may adopt rules for the governance of any committee, provided they are consistent with these By-laws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section 6.03 Standing Committees:**

- (a) The following committees shall be standing committees of the Association: the Standards Committee, the Legal Review Committee, and the Awards Committee.
- (b) The duties and responsibilities of each standing committee shall be established by the Board.

**ARTICLE VII OFFICERS**

**Section 7.01 Officers of the Association:**

- (a) The Officers of the Association include the President, Secretary, and CFO.
- (b) The Association may also have, at the Board’s discretion, more than one or more other officers as may be appointed in accordance with Section 7.03 of these By-laws.

**Section 7.02 Election, Designation, and Term of Office**

- (a) All Officers, except those appointed pursuant to Section 7.03, shall be elected by the regular (K-9) and associate members that are in good standing.
- (b) The election of Officers, except those appointed pursuant to Section 7.03, shall proceed as set forth in Article VIII.

**Section 7.03 Other Officers:**

The Board may appoint other officers, including Assistant Officers that the Association may require. Each Assistant Officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these By-laws or determined by the Board, except that appointed Assistant Officers shall not have the right to vote at Board meetings.

**Section 7.04 Removal of Officers:** The same procedures for the removal of Directors, in section 5.07, shall apply to the removal of Officers.

**Section 7.05 Resignation of Officers:**

(a) Any Officer may resign at any time by giving written notice to the Association. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. If a resignation is made effective at a later date and the Association accepts the future effective date, the Board may fill the pending vacancy before the effective date if Board provides that the successor does not take office until the effective date of the pending vacancy.

(b) Any resignation shall be without prejudice to the rights, if any, of the Association under any agreement to which the Officer is a party.

**Section 7.06 Vacancies in Office:**

A vacancy that results from an Officer's death, resignation, removal, disqualification, or any other cause shall be filled by the Board in the manner prescribed in these By-laws.

**Section 7.07 President:**

(a) Subject to the control of the Board, the President shall be the general manager of the Association and shall supervise, direct, and control the Association's activities, affairs, and Officers. The President shall preside at all Board meetings. The President shall have such other powers and duties as the Board or By-laws may prescribe.

(b) If the President is absent or disabled, the Senior Regional Director approved by the Board shall perform all duties of the President. When so acting, the Senior Regional Director shall have all powers of and be subject to all restrictions of the President. The Senior Regional Director shall have such other powers and perform such other duties as the Board or these By-laws may prescribe.

**Section 7.08 Secretary:**

(a) Books of Minutes:

1. The Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of committees of the Board.
2. The minutes of the meeting shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, the names of those present at the meeting, and, if special, how it was authorized and the notice given.
3. The Secretary shall keep or cause to be kept, at the principal office, if any, a copy of the Articles of Incorporation and By-laws, as amended to date.

(b) Election Records:

1. The Secretary shall keep or cause to be kept, at the Association's principal office or such other place as the Board may direct, a record of all members, their e-mail addresses, their class of

membership, their designated region, and nomination and election records. The election records shall include the correspondence sent to and received from the members related to the election and the electronic ballots.

2. The Secretary shall establish, if not already in existence, and maintain an e-mail account to be used strictly for the Board's nomination and election proceedings.

(c) Notices, Seal, and Other Duties:

1. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required to be given by these By-laws.

2. The Secretary shall keep the corporate seal in safe custody; and

3. The Secretary shall be responsible for authenticating the Association's records and shall have such other powers and perform such other duties as the Board or the By-laws may prescribe.

**Section 7.09 Treasurer (Chief Financial Officer):**

(a) Books of Accounts: The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The CFO shall send or cause to be given to the members such financial statements and reports as are required to be given by law, by these By-laws, or by the Board. The books of account shall be open to inspection by any member, in good standing, at all reasonable times.

(b) With respect to the deposit and disbursement of the Association's money and valuables, the CFO: shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate; shall disburse the Association's funds as the Board may order; shall render to the President and the Board, when requested, an account of all transactions and the financial condition of the Association; and shall have such other powers and perform such other duties as the Board or the By-laws may prescribe.

(c) If required by the Board, the CFO shall give the Association a bond in the amount specified by the Board and with the surety or sureties specified by the Board for faithful performance of the duties of the CFO and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the CFO on his or her death, resignation, retirement, or removal from office.

**ARTICLE VIII ELECTION OF REGIONAL DIRECTORS AND OFFICERS**

**Section 8.01 Nomination of Regional Directors:**

(a) A regular or associate member, in good standing, may nominate a candidate for the Regional Director position for his or her region no later than sixty (60) days prior to the annual meeting.

(b) A nomination must be accepted by the nominee within ten (10) days of receiving the nomination. To be eligible for office, the nominee shall accept the nomination in writing (electronically or by paper) to the chairman of the election committee, if applicable, or the Secretary.

**Section 8.02 Nomination of Officers:**

(a) A regular or associate member, in good standing, may nominate an Officer at the annual meeting.

(b) A nomination must be accepted by the nominee within ten (10) days of receiving the nomination. To be eligible for office, the nominee shall accept the nomination in writing (electronically or by paper) to the chairman of the election committee, if applicable, or the Secretary.

**Section 8.03 Election of Regional Directors and Officers:**

(a) The Secretary shall establish, if not already in existence, and maintain an e-mail account and address book to be used strictly for nomination and election proceedings. The address book shall contain a record of all members, their e-mail addresses, their class of membership, and their designated region.

(b) Election of Regional Directors and Officers:

1. Each Regional Director and Officer shall be elected to a term of service to last two (2) years.
  - A. The Regional Directors from the North Central, South Central, and Southeast Regions, the President and CFO shall be nominated and elected in the even numbered years and take office on January 1 of the odd numbered years.
  - B. The Regional Directors from the North East, Southwest, West Coast, and Northwest regions, and the Secretary shall be nominated and elected in the odd number years and take office on January 1 of the even numbered years.
2. Regional Directors and Officers are to be elected by electronic ballot by the regular (K-9) and associate members that are in good standing within the designated region for Regional Director elections or all regular (k-9) and associate members in good standing for the election of Officers..
  - A. No later than sixty (60) days prior to the annual meeting of the membership, electronic ballots will be sent to the last known e-mail address of each member entitled to vote. A biography of each candidate and the electronic voting procedures outlined in these By-Laws shall be attached to the electronic ballot e-mail.
  - B. The election shall be 30 days in length. Each member entitled to vote must send the e-mail vote to the election e-mail address no later than the thirtieth (30th) day before the annual meeting. Each member entitled to vote may cast only one vote for each available position.



C. The elections committee, if applicable, or the Board shall tally the votes. The candidates who receive the highest number of votes shall be elected to the respective positions. The results of the election shall be announced via email and website posting. A written record of the votes shall be recorded in the minutes of the annual meeting.

D. Any newly elected member shall be afforded the opportunity to attend the current year's National Conference.

**Section 8.04 Certification of Elections:**

The elections committee, if applicable, or the Board shall be responsible for counting all ballots returned within the time prescribed by these By-laws, and shall certify each election.

**ARTICLE IX INDEMNIFICATION**

**Section 9.01 Right of Indemnity:**

To the fullest extent permitted by law, the Association shall indemnify its Officers, Directors, members, employees, and other persons described in these By-laws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of state or federal criminal law.

**Section 9.02 Approval of Indemnity:**

On written request of the Board by any person seeking indemnification the Board shall promptly determine whether an acceptable standard of conduct has been met and may thereafter authorize indemnification. If the Board cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Board shall appoint a committee of non-party members to examine the facts and evidence and make a determination whether the applicable standard of conduct has been met and, if so, the committee shall authorize indemnification.

**Section 9.03 Permissive Advancement of Expenses:**

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 9.01 and 9.02 of these By-laws in defending any proceeding covered by those sections may be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

**Section 9.04 Insurance:**

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, members, employees, and other agents, against any liability asserted against or incurred by any Officer, Director, member, employee, or agent in such capacity or arising out of the Officer's, Director's, member's, employee's or agent's status as such.

**ARTICLE X RECORDS AND REPORTS**

**Section 10.01 Maintenance of Corporate Records:**

(a) The Association shall keep as records minutes of all meetings of its members and the Board, a record of all actions taken by the members of the Board without a meeting, and a record of all actions taken by a committee of the Board on behalf of the Association.

(b) The Association shall maintain accurate accounting records.

(c) The Association shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members.

(d) The Association shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(e) The Association shall keep a copy of the following records:

1. the Association's Articles of Incorporation or restated articles of incorporation and all amendments to them currently in effect;
2. the By-laws or restated by-laws and all amendments to them currently in effect;
3. the minutes of all members' meetings and records of all action taken by members without a meeting for the past three (3) years;
4. written communications to all members generally or all members of a class within the past three years, including financial statements furnished for the past three years;
5. a list of the names and business street, or home if there is no business street, addresses of the Association's current Directors; and
6. the Association's most recent annual report delivered to Florida's Department of State as required under Fla. Stat. § 617.1622 (2013).

**Section 10.02 Inspection of Records:**

(a) A member is entitled to inspect and copy, during regular business hours at the Association's principal office or at a reasonable location specified by the Association, any of the records of the Association described under section 10.01(e), if the member gives the corporation written notice of his or her demand at least ten (10) business days before the date on which he or she wishes to inspect and copy.

(b) A member is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Association, any of the following records of the Association if the member meets the requirements of subsection (c) and gives the Association written notice of his or her demand at least ten (10) business days before the date on which he or she wishes to inspect and copy:

1. excerpts from minutes of any meeting of the Board, records of any action of a committee of the Board while acting in place of the Board on behalf of the Association, minutes of any meeting of the members, and records of action taken by members or the Board without a meeting, to the extent not subject to inspection under subsection (a);
2. accounting records of the Association; and
3. the record of members.

(c) A member may inspect and copy the records described in subsection (b) only if:

1. the member's demand is made in good faith and for a proper purpose;
2. the member describes with reasonable particularity his or her purpose and the records he or she desires to inspect;
3. the records are directly connected with the member's purpose.

(d) This section does not affect:

1. the right of a member in litigation with the corporation to inspect and copy records to the same extent as any other litigant; and
2. the power of a court, independently of this chapter, to compel the production of corporate records for examination.

(e) The Association may deny any demand for inspection made pursuant to subsection (b) if the demand was made for an improper purpose, or if the demanding member has within two (2) years preceding his or her demand sold or offered for sale any list of members of the Association or any other corporation, has aided or abetted any person in procuring any list of members for any such purpose, or has improperly used any information secured through any prior examination of the records of the Association or any other corporation.

(f) For purposes of this section, a "proper purpose" means a purpose reasonably related to such a person's interest as a member.

#### **Section 10.04 Scope of Inspection Right:**

(a) A member's agent or attorney has the same inspection and copying right as the member he or she represents. (b) The right to copy records under section 10.03 includes, if reasonable, the right to receive copies made by photographic, xerographic, or other means.

(c) The Association may impose a reasonable charge, covering costs of labor and material, for copies of any documents provided to the member. The charge may not exceed the estimated cost of production

or reproduction of the records. If the records are kept in other than written form, the Association shall convert such records into written form upon the request of any person entitled to inspect the same. The Association shall bear the cost of converting any records described in section 10.01(e). The requesting member shall bear the costs, including the cost of compiling the information requested, incurred to convert any records described in section 10.02(b).

(d) If requested by a member, the Association shall comply with a member's demand to inspect the records of members under section 10.02(b)(3) by providing him or her with a list of its members of the nature described in 10.01(c). Such a list shall be compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

**Section 10.05 Annual Reports:**

(a) The Board shall cause an annual report to be prepared within 120 days after the end of the Association's fiscal year. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

1. the assets and liabilities, including trust funds, of the Association as of the end of the fiscal year;
2. the principal charges in assets and liabilities, including trust funds;
3. the expenses or disbursements of the Association for both general and restricted purposes.

(b) The annual report may be accompanied by any report on it prepared by independent accountants or, if there is no such report, by the certificate of an authorized Officer of the Association that such statements were prepared without an audit of the Association's books and records.

**ARTICLE XI CONSTRUCTION AND DEFINITIONS**

**Section 11.01 Governing Law:**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Not for Profit Corporation Act shall govern the construction of these By-laws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**Section 11.02 High Vote Requirement:**

If any provision of these By-laws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

**ARTICLE XII AMENDMENTS TO THE BY-LAWS**

**Section 12.01 Adopt, Amend or Repeal By-Laws:**

The Board may adopt, amend, or repeal the By-laws at any regular or special meeting provided timely written notice is given to each Director, together with a statement of the subject area of the By-laws to be considered for adoption, amendment or repeal. Any change to the By-laws that affects the voting rights of the members or their right to hold office shall be approved by the membership at the annual meeting of members.

**ARTICLE XIII FISCAL YEAR**

**Section 13.01 The Fiscal Year:**

The fiscal year of the Association shall be January 1 through December 31 of each year.

**ARTICLE XIV CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the National Police Canine Association Inc., a Florida nonprofit corporation, that the above By-laws consisting of \_\_ pages, are the by-laws of the Association as adopted by the Board of Directors on the \_\_\_\_day of\_\_\_\_ and by the membership on the \_\_\_\_ day of \_\_\_\_\_and, except as set forth in the By-laws, that they have not been amended or modified since that date.

\_\_\_\_\_

Secretary

Draft/2-18-02/PJM/ Revised 3-1-02/3-09-02/ Adjusted 7-26-02 / Adjusted 10-05-2013/Adjusted 2-1-14/Revised 3/19/2014/Revised 9-13-15