

~~Adopted: \_\_\_\_\_, 2005~~ AMENDED AND RESTATED REGULATIONS  
OF  
INTERNATIONAL LABRADOODLE ASSOCIATION INC.  
DOING BUSINESS AS  
AUSTRALIAN LABRADOODLE ASSOCIATION OF AMERICA

1. MEMBERS

1.1 Membership Classes and Voting Rights. There shall be two (2) classes of membership: Member Breeders and Pet Members. Member Breeders shall be members who are breeders with at least one breeding Labradoodle or Australian Labradoodle, approved kennels, and listings on the Australian Labradoodle Association of America ("ALAA") website. Pet Members shall be members who have at least one pet Labradoodle or Australian Labradoodles that is spayed or neutered or under contract to be spayed or neutered. Each Member Breeder shall have one vote on all matters related to the breed standard, grading scheme, and other rules or issues requiring specialized familiarity with the breed or breeding, as determined by the directors. Pet Members shall not be entitled to a vote on such matters or issues. With respect to all other matters or issues put to a vote of the members, each member, regardless of class, shall have one vote.

1.2 Annual Meetings. An annual meeting of members shall be held for the election of officers, the consideration of reports to be laid before such meeting, and such other business as may come before the meeting. Such meeting shall be held within three months of the close of each fiscal year of the corporation on a date and at a time designated by the president. In the event that an annual meeting is omitted by oversight or otherwise, the directors shall cause a meeting in lieu thereof to be held as soon as practicable and any business transacted or elections held at such meeting shall be as valid as if transacted or held at the annual meeting. Such meeting shall be called and notice thereof given in the same manner as the annual meeting.

~~4.2~~1.3 Special Meetings. Special meetings of members may be called by the chairperson of the board, if one is elected, the president, or in the case of the president's absence, death, or disability, the vice president authorized to exercise the authority of the president, the directors by action at a meeting, a majority of the directors acting without a meeting, or members holding 50% of the voting power of the corporation and entitled to vote at the meeting.

~~4.3~~1.4 Notice of Meetings. Written notice stating the time, place, and purposes of all meetings of members shall be given by or at the direction of the president or secretary and delivered by one of the methods described in this Article ~~4.3~~1.4. No business other than that specified in the notice shall be considered at any special meeting.

(i) Written notice may be delivered personally or sent by telegram, telecopy, or electronic mail transmission or by U.S. mail, express mail, or courier service, with postage or fees prepaid, not less than 10 nor more than 60 days before the date of the meeting to each member entitled to notice of the meeting. If notice is given by personal delivery, telegram, telecopy, or electronic mail, the notice is deemed to have been given when delivered or transmitted. If notice is sent by U.S. mail, express mail, or courier service, the notice is deemed to have been given when deposited in the mail or with the courier service.

(ii) Written notice may be delivered as part of a newsletter, magazine, or other publication regularly sent to members at the member's address shown in the corporation's members' records, or, in the case of members who are residents of the same household and who have the same address shown in the corporation's members' records, such written notice is effectively delivered if addressed or delivered to one of such members at the address appearing in the corporation's members' records.

**4.41.5 Waiver of Notice.** Any member may waive in writing notice of the time, place, and purposes of any meeting of members, either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such member of notice of such meeting.

**4.51.6 Quorum.** Members present in person, by mail or by proxy at any meeting of members holding a majority of the voting power of the corporation entitled to vote at such meeting shall constitute a quorum for such meeting. The affirmative vote of the members holding a majority of the voting power of the corporation present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members, but no action required by law, the articles, or these regulations to be authorized or taken by the holders of a specified proportion of the voting power or number of members of the corporation may be authorized or taken by a lesser proportion or number. If the action to be taken by the vote of the members is an action with respect to which voting is limited to Member Breeders, as determined by the directors, Member Breeders holding a majority of the voting power reserved to Member Breeders must be present at the meeting to constitute a quorum for purposes of that limited action. The affirmative vote of a majority of the Member Breeders present at a meeting at which a quorum of Member Breeders is present, shall be the necessary for the authorization or taking of any action voted upon exclusively by the Member Breeders.

**4.61.7 Adjournment.** The members holding a majority of the voting power of the corporation represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time. Notice of adjournment of a meeting

need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

~~4.7~~1.8 Proxies. Any person (including a natural person) who is entitled to attend or vote at a members' meeting or to execute consents, waivers, or releases may be represented or vote at such meeting, execute consents, waivers, and releases, and exercise any of such person's other rights by proxy or proxies appointed by a writing signed by such person.

~~4.8~~1.9 Voting by Mail. Any person (including a natural person) who is entitled to attend or vote at a members' meeting or to execute consents, waivers, or releases may be vote at such meeting, execute consents, waivers, and releases, and exercise any of such person's other rights by writing signed by such person and mailed to the attention of the president or secretary prior to such meeting; except voting by mail shall not be permitted when voting to authorize the sale or other disposition of all or substantially all of the assets of the corporation.

~~4.9~~1.10 Place of Meeting. All meetings of members shall be held at the place stated in the notice of meeting, which may be within or without the State of Ohio.

~~4.10~~1.11 Action Without a Meeting. Any action which may be authorized or taken at a meeting of the members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the members who would be entitled to notice of a meeting for such purpose, or such other proportion or number of voting members, not less than a majority, as the articles of incorporation or these regulations permit. Any such writing shall be filed with or entered upon the records of the corporation.

## 2. DIRECTORS

2.1 Number. The number of directors shall be determined from time to time by the members at any annual meeting or any special meeting called for the purpose of the election of directors. If the number of directors is not fixed by the Articles of Incorporation or by these Regulations, the number shall be seven (7) or such other number as fixed by the members.

2.2 Election. The election of directors shall take place at the annual meeting of the members or at any special meeting called for that purpose, and shall be held by written ballot if there are more nominees than the number of directors to be elected.

2.3 Term. Each director shall hold office until the next annual meeting of members and until such director successor is elected and qualified, or until such director's earlier resignation, removal, or death.

2.4 Removal. The members may remove any director from office at any time, with or without cause, and elect a new director at the same time for the unexpired term of any director removed. Failure to so elect a new director shall be deemed to create a vacancy in the board of directors. Once a director is removed from office in accordance with this Section 2.4, he or she shall not be eligible for future service on the corporation's Board of Directors.

2.5 Vacancies. In case of a vacancy in the board of directors the remaining members by a unanimous vote may elect a successor who shall hold office for the unexpired term. If the number of directors should at any time be less than the number necessary to constitute a quorum, or the remaining directors fail to agree promptly on a successor, then a special meeting of the members shall be called and held for the purpose of electing directors.

2.6 Directors' Meetings. The Board of Directors shall meet annually, for the purpose of organization, the election of officers, and the transaction of other business. Such meeting shall be held at the place and time fixed by the directors, and if a majority of the directors are present at such annual meeting no prior notice of such meeting need be given to the directors. The place and time of such organizational meeting may also be fixed by consent of all the directors. Other meetings shall be held at such times and places as may be determined by the directors. Special meetings of the directors may be called by the chairperson of the board, if one is elected, the president, or any two directors.

2.7 Notice of Meeting(s). The secretary shall give written notice either delivered personally or sent by telegram, telecopy, or electronic mail transmission or by U.S. mail, express mail, or courier service, with postage or fees prepaid, of the time and place of each meeting of directors, other than the annual meeting, to each director at least two days before the meeting. Directors' meetings may be held at any place designated in the notice, within or without the State of Ohio. If notice is given by personal delivery, telegram, telecopy, or electronic mail, the notice is deemed to have been given when delivered or transmitted. If notice is sent by U.S. mail, express mail, or courier service, the notice is deemed to have been given when deposited in the mail or with the courier service. The notice need not specify the purposes of the meeting, and the directors may consider any matter at any meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

2.8 Waiver of Notice. Any director may waive in writing notice of the time, place, and purposes of any meeting of directors either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such director of notice of such meeting.

2.9 Quorum. A majority of the number of directors fixed at the previous members' meeting shall constitute a quorum at all directors' meetings including meetings of the remaining directors for the purpose of filling a vacancy in the board of directors. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the board.

2.10 Committees. The directors may create from time to time such committees consisting of one or more directors, standing or special, and give them such powers and authority as they shall deem appropriate. The directors may create an executive committee and delegate to such committee any or all of its powers, except the power to fill vacancies among the directors or any committee of the directors. Each committee shall serve at the pleasure of the directors, shall act only in the intervals between meetings of the directors, and shall be subject to the control and direction of the directors.

2.11 Compensation. Each director shall receive such compensation for such director's attendance at any regular or special meeting of directors or any committee thereof as may be fixed from time to time by the directors. Each director may also be reimbursed for such director's reasonable expenses incurred in attending meetings of the directors or any committee thereof.

2.12 Action Without a Meeting. Any action which may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the directors who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the corporation.

### 3. OFFICERS

3.1 Election. At each annual organizational meeting of directors, the remaining officers shall nominate the open officer positions and the general membership shall vote upon and elect a president, a secretary, and a treasurer, and if desired a chairperson of the board, one or more vice presidents, and such other officers and assistant officers as may be deemed necessary. Any two or more of such offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the articles, or these regulations to be executed, acknowledged, or verified by two or more officers. A majority of the members that actually vote, shall determine the new officers.

3.2 Term. The officers of the corporation shall hold office until their successors are elected and qualified, or for such shorter period as the directors may provide, ~~but any~~ No officer shall hold the same officer position for more than three terms, except that, in the interest of continuity of management, the President / General Manager and the Treasurer shall not be subject to term limits. Any officer may be removed at any time, with or without cause, by the

directors; ~~provided, that the foregoing~~. Nothing herein shall ~~not~~ be construed to affect any valid contractual obligation of the corporation to any officer. The directors may fill any vacancy in any office at any time.

3.3 Chairperson of the Board. The chairperson of the board, if one is elected, shall be a director, shall preside at all meetings of members and directors, and shall have such other powers and duties as the directors prescribe.

3.4 President/General Manager. The president shall be the general manager of the corporation and shall exercise supervision over the affairs of the corporation and over its several officers subject to the control of the directors. In the absence of or if a chairperson of the board shall not have been elected, the president shall preside at all meetings of members and all meetings of directors if the president is a director. The president shall have such other powers and duties as the directors may from time to time assign to him.

3.5 Vice President/Registrar. The vice president/registrar or vice presidents/registrars shall perform such duties as may from time to time be assigned to such individuals by the directors or the president. At the request of the president or in case of the president's absence or disability, the vice president, or, if more than one, one of the vice presidents in the order of their seniority, shall perform all the duties of the president and when so acting shall have all of the power of the president. Also included in the duties include the registering of dogs, maintaining the dog database and associated duties.

3.6 Secretary. The duties of the secretary shall be those usually prescribed for such office, and as may be assigned to he/she from time to time by the directors or the president.

3.7 Treasurer. The duties of the secretary shall be those usually prescribed for such office, and as may be assigned to he/she from time to time by the directors or the president.

3.8 Quality Manager. The responsibilities of the Quality Manager will be to maintain, update, and edit the corporation's Quality Manual and related procedures, as well as insure the compliance of corporation's member breeders.

3.9 Public Relations Manager. The Public Relations Manager is responsible for disseminating information on the corporation to the public and other interested organizations including, but not limited to, creation of the corporation's periodic newsletter and organizing the corporation's Activity Day functions.

3.10 Information Technology Manager. The Information Technology Manager will maintain, update, and edit the corporation's website in addition to other computer-related activities that may be assigned, from time to time, by the President.

3.11 Assistant Officers. Assistant and subordinate officers shall perform such duties as the directors or the president may prescribe.

3.12 Absence of Officers. In the absence of any officer of the corporation or for any other reason the directors may deem sufficient, the directors may delegate any or all of the powers or duties of such officer to any other officer or to any director.

3.13 Compensation. Each officer shall receive such compensation for the performance of such officer's duties as may be fixed from time to time by the directors. Each officer may also be reimbursed for such officer reasonable expenses incurred in the performance of such officer's duties.

#### 4. INDEMNIFICATION OF DIRECTORS AND OFFICERS

##### 4.1 Indemnification.

(i) To the fullest extent permitted by law, the corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, whether or not it is by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or a business corporation, or a limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

(ii) To the extent that a director, officer, employee, agent, or volunteer has been successful on the merits or otherwise in the defense of any action, suit, or proceeding referred to in subsection 4.1 or in the defense of any claim, issue, or matter in such an action, suit, or proceeding, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection with that action, suit, or proceeding.

4.2 Determination of Indemnification. Any indemnification permitted under subsection 4.1 shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of director, officer, employee, agent, or volunteer is proper in the circumstances because such person has met the standard of conduct set forth in applicable law. Such determination shall be made in any of the following manners: (i) by a majority vote of a quorum consisting of directors of the corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in subsection 4.1; (ii) whether or not a quorum as described in subsection 4.2(i) is

obtainable, and if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with an attorney, who has been retained by or who has performed services for the corporation or any person to be indemnified within the past five years; (iii) by the members; or (iv) by the court of common pleas or the court in which the action, suit, or proceeding referred to in subsection 5.1 was brought. If an action or suit by or in the right of the corporation is involved, any determination made by the disinterested directors under subsection 4.2(i) or by independent legal counsel under subsection 4.2(ii) shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of the corporation, and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

#### 4.3 Advancement of Expenses.

(i) Expenses, including attorney's fees, incurred by a director, officer, employee, agent, or volunteer of the corporation in defending any action, suit, or proceeding referred to in subsection 4.1 may be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, agent, or volunteer to repay the amount if it ultimately is determined that such person is not entitled to be indemnified by the corporation under this section 4.

(ii) Unless the only liability asserted against a director in an action, suit, or proceeding referred to in subsection 4.1 is pursuant to section 1702.55 of the Ohio Revised Code, the expenses (including attorney's fees) incurred by a director or volunteer in defending such action, suit, or proceeding shall be paid by the corporation. Upon the request of the director or volunteer, together with an undertaking by or on behalf of the director or volunteer to repay the amount if it ultimately is determined that such director or volunteer is not entitled to be indemnified by the corporation under this section 4, those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding. Notwithstanding the foregoing, the expenses (including attorney's fees) incurred by a director or volunteer in defending an action, suit, or proceeding referred to in subsection 4.1 shall not be paid by the corporation upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the corporation by the director or volunteer, if it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the director or volunteer was one undertaken with a deliberate intent to cause injury to the corporation or if it was one undertaken with reckless disregard for the best interests of the corporation.

4.4 Insurance. The corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or selfinsurance, for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or a business corporation, or a limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against that liability under this section 5. Insurance may be so purchased from or so maintained with a person in which the corporation has a financial interest.

4.5 Miscellaneous. The indemnification authorized by this section 4 (i) shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles of incorporation, any agreement, a vote of members or disinterested directors, or otherwise, both as to action by a director, officer, employee, agent, or volunteer in such person's official capacity and as to action in another capacity while holding such person's office or position; (ii) shall continue as to a person who has ceased to be a director, officer, employee, agent, or volunteer; and (iii) shall inure to the benefit of the heirs, executors and administrators of such a person.

## 5. SEAL

The corporation shall adopt a corporate seal diameter.

## 6. AMENDMENT

These regulations may be amended or repealed at any annual meeting of members or at any special meeting called for that purpose by the affirmative vote of the members holding a majority of the voting power of the corporation on such proposal. All amendments shall be placed in the corporation's minute book immediately following these regulations.

Adopted: \_\_\_\_\_, 2009

Document comparison done by DeltaView on Friday, October 30, 2009 3:42:26 PM

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