

GRATEFUL DOGS OF JUNEAU, INC. CONSTITUTION AND BY-LAWS

ARTICLE I - CONSTITUTION

Section 1. The Constitution for the GRATEFUL DOGS OF JUNEAU shall consist of the following Articles from the Articles of Incorporation of GRATEFUL DOGS OF JUNEAU, INC.: Articles I, II, III, IV, and IX.

ARTICLE II - MEMBERSHIP

Section 1. Any person who is interested in the purposes of the GRATEFUL DOGS OF JUNEAU, applies for membership under terms and conditions established by resolution of the Board of Directors is eligible for membership.

Section 2. Classes of membership shall be set by resolution of the Board of Directors.

Section 3. Annual dues of membership shall be set by resolution of the Board of Directors.

Section 4. All classes of members shall enjoy rights and privileges pertaining to members of GRATEFUL DOGS OF JUNEAU, as determined by the Board of Directors by resolution.

Section 5. Membership dues shall be payable at the time of application and shall be effective from the date of application for the current membership year. The membership year shall be set by the Board of Directors by resolution.

Section 6. Should renewal of membership dues not be paid within 30 days after the time they are payable, a member so in default shall forthwith be considered inactive and ineligible for the privileges of membership until dues are paid.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. The annual meeting of members of GRATEFUL DOGS OF JUNEAU shall be held in December at which time the election of directors will take place and such other business as may come before the meeting will be conducted.

Section 2. Ten per cent of members of GRATEFUL DOGS OF JUNEAU in good standing shall constitute a quorum for the transaction of business at any meeting of the members.

Section 3. Notice of any meeting of members shall be provided to members orally, by mail, or e-mail

by the Secretary at least seven days in advance of the meeting.

Section 4. Special meetings of members may be called by the President upon approval of the majority of the Board of Directors.

Section 5. Each member of GRATEFUL DOGS OF JUNEAU who is entitled to vote may vote on matters presented to the members at a meeting of members. No member shall be entitled to vote by proxy. Members must be present to vote.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The control and conduct of business of GRATEFUL DOGS OF JUNEAU shall be vested in its Board of Directors. The Board of Directors shall determine the policies of GRATEFUL DOGS OF JUNEAU.

Section 2. The Board of Directors shall consist of five members. The members of the Board of Directors shall serve for a term of two years with three members elected in odd-numbered years and two members in even-numbered years. In 2005, the two members of the Board of Directors who were elected with the lowest number of votes will have one-year terms, or, if all members are elected by acclamation, the members will draw straws for the single-year terms. The members of the Board of Directors shall be members of GRATEFUL DOGS OF JUNEAU in good standing.

Section 3. Regular monthly meetings of the Board of Directors shall be held at the discretion of the Board of Directors. The President, or if absent, the Vice-President may call a special meeting of the Board at any time and shall do so on request of any two directors. The time and place of meeting shall be mutually agreeable to the majority of members of the Board of Directors. The President or the Vice President shall fix the time and place of any special meetings. Notification of all meetings shall be the duty of the Secretary and members of the Board of Directors and members of *GRATEFUL DOGS OF JUNEAU* shall be notified at least seven days in advance thereof.

Section 4. Any vacancy on the Board of Directors shall be filled by a vote of a majority of the members of the Board of Directors but the member so chosen shall serve only for the unexpired term created by the vacancy.

Section 5. A simple majority of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The affirmative vote of at least three members of the Board of Directors present at a meeting at which a quorum is present is required to take action at any meeting of the Board of Directors.

Section 6. Any removal of a member of the Board of Directors must be done at a meeting of members open only to members. The member of the Board of Directors whose removal is proposed shall be given full opportunity to speak, including the right to participate in selecting the date of the meeting which

may be no later than one month following the request for the meeting.

Section 7. All meetings of the Board of Directors are open to all members and prospective members.

Section 8. No member of the Board of Directors may receive any compensation except the Board of Directors may provide for the payment of expenses incurred while on official business.

ARTICLE V - ELECTION OF DIRECTORS

Section 1. At least thirty (30) days prior to the annual meeting of members at which the election of directors will take place, the President shall appoint a nominating committee of three members. It shall be the duty of the nominating committee at least seven days before the date of the meeting to nominate one or more members to fill each vacancy on the Board of Directors for which elections are being held.

Section 2. At the annual meeting of the members the President shall call for nominations for directors from the floor. When nominations are closed tellers shall be appointed by the President, ballots shall be distributed, the vote taken and tallied by the tellers, and results announced. The nominees receiving the highest number of votes cast shall be elected to fill the vacancies on the Board of Directors. A tie vote shall be resolved in whatever fair manner the President may determine.

Section 3. No member shall be entitled to vote in an election of directors by proxy. Members must be present to vote in an election of directors. Each member may cast only one vote for each directorship for which elections are held. Cumulative voting for members of the Board of Directors is not permitted.

Section 4. Immediately following the election, the President shall install the directors elected who shall assume the duties of the office forthwith.

ARTICLE VI - OFFICERS AND THEIR DUTIES

Section 1. The officers shall be the President, Vice President, Secretary, and Treasurer.

Section 2. Immediately following the annual meeting of members, the officers shall be elected by the Board of Directors from among the members of the Board of Directors. The officers shall each serve for a term of one year.

Section 3. If an officer's position becomes vacant by reason of resignation, death, or removal, the vacancy shall be filled by appointment by the Board of Directors for the unexpired term as herein provided.

Section 4. The President, or if absent the Vice President, shall preside at all meetings of the members and Board of Directors; shall countersign all negotiable instruments made by the Treasurer; shall sign all

contracts entered into on behalf of the GDOJ; and shall perform such other duties as customarily appertain to the office or as may be directed by resolution of the Board of Directors.

Section 5. The Vice President shall perform such other duties as customarily appertain to the office or as may be directed by resolution of the Board of Directors and shall have and shall exercise all of the powers, authorities, and duties of the President during the President's absence or inability to act.

Section 6. The Secretary shall maintain full and correct minutes of all meetings of the members and Board of Directors; shall give notice of all meetings as herein prescribed and shall perform such other duties as may be directed by resolution of the Board of Directors.

Section 7. The Treasurer shall be the general business manager of GRATEFUL DOGS OF JUNEAU under control of the Board of Directors. Subject to such limitations and control which may be imposed by the Board of Directors, the Treasurer shall have custody of all funds, securities, valuable papers, and assets of GRATEFUL DOGS OF JUNEAU, and shall sign all checks and negotiable instruments, subject to countersignature by the President as herein provided. The Treasurer shall maintain full and complete records of all assets and liabilities; shall prepare and submit to the Board of Directors and to members at regularly scheduled meetings a financial report showing the condition of the organization as of the close of business on the last business day of the month preceding such meetings; and shall prepare a statement of condition of GRATEFUL DOGS OF JUNEAU for submission of approval by the members at the annual meeting of members.

Section 8. An officer of GRATEFUL DOGS OF JUNEAU may be removed by the Board of Directors whenever in the judgment of the Board of Directors it is in the best interests of the GRATEFUL DOGS OF JUNEAU.

ARTICLE VII - PARLIAMENTARY PROCEDURE

Section 1. In matters not governed by the laws of the State of Alaska or these By-Laws, Robert's Rules of Order shall govern.

ARTICLE VIII - AMENDMENTS

Section 1. The Constitution and By-Laws of GRATEFUL DOGS OF JUNEAU may be amended by a majority vote of the members present at the annual meeting of members, or a special meeting of members called for this purpose. The vote shall be taken by show of hands. Notice of such amendments shall be provided orally, by mail or by e-mail by the Secretary to each member at their last known address at least fifteen days prior to such meetings.

ARTICLE IX - DISSOLUTION

GRATEFUL DOGS OF JUNEAU may be dissolved by a three-fourths vote of the members present and voting at a meeting of the members, provided notice of the intent to dissolve has been given to all members no later than 15 days before the meeting. Any funds remaining after all debts have been paid shall be donated to the Capital Kennel Club of Juneau or the Gastineau Humane Society, or, in the event that the dissolution is for the purpose of reorganization into a similar organization, organized for the benefit of dogs and their owners and not for profit, transferred to the new organization by consent of at least two-thirds of the membership present and voting.

ARTICLE X - TRANSITION.

Notwithstanding Article V of these By-Laws, pending the election of the directors of GRATEFUL DOGS OF JUNEAU by the members at the December, 2005 annual meeting of members, the incorporators of GRATEFUL DOGS OF JUNEAU, INC. shall elect five persons to serve on the Board of Directors. The directors elected under this Article shall serve until successor directors are elected to the Board of Directors by the members at the December, 2005 meeting of members and the newly elected successor directors are installed by the President. The directors elected under this Article shall elect officers of GRATEFUL DOGS OF JUNEAU as provided under Article VI of these By-Laws.