

BY-LAWS

ARTICLE I

Membership

SECTION I. 1 Eligibility. There shall be three type of membership, voting members, junior members and honorary members. Voting and honorary membership shall be open to persons eighteen years of age and older who are in good standing with The American Kennel Club and who subscribe to the purposes and objectives of this organization. Junior membership shall be open to persons under the age of eighteen who are in good standing with The American Kennel Club and who subscribe to the purposes and objectives of this organization. While membership is to be unrestricted as to residence, the primary purpose is to be representative of the breeders, exhibitors, and fanciers in the USA.

SECTION I.2. DUES.

(a). The amount of the annual dues shall not exceed \$50 Individual, \$65 Couple, \$10 Juniors, for those who join after July 1, half the yearly rate. Annual dues shall be payable on the first day of January of each year.

(b). No member may vote whose dues are not paid for the current year. In the event husband and wife have a special dues rate, each shall have a vote.

(c). During the month of November the Treasurer shall send to each member a statement of his/her dues for the ensuing year.

(d). Honorary members shall not be assessed any dues and shall not have voting rights or office holding privileges, but shall otherwise enjoy all privileges of the club.

(e). Junior members shall be assessed dues as determined by the Board of Directors, shall have no voting rights or office holding privileges, but shall otherwise enjoy all privileges of the club.

SECTION I. 3 Election to Membership

(a). **Voting & Junior Membership.** Each applicant for voting & junior membership shall apply on a form as approved by the Board of Directors which shall provide that the applicant agrees to abide by these Constitution and By-Laws, Standing Rules, Code of Ethics and the rules of The American Kennel Club. The Application shall state name, address, occupation, phone number (and any other information deemed appropriate by the Board of Directors) of the applicant and it shall carry the endorsement of two members, who have been members in good standing for over one year. Accompanying the application, the prospective member shall submit dues payment for the current year. Applicants may be elected at any meeting of the Board of Directors or by written vote of the Directors by mail, or any other allowable electronic communications. Affirmative votes of 2/3 of the Directors present at a meeting of the Board or 2/3 of the entire Board voting by mail, or any other allowable electronic communications shall be required to elect an applicant. An application which has received a negative vote by the Board may be presented by the applicant's endorser at the next annual meeting of the Club and the Club may elect such applicant by favorable vote of 75% of the members present. Applicants for Membership who have been rejected by the club may not reapply within 12 months after such rejection. After 3 rejections applicant is not eligible to reapply.

(b). **Honorary membership.** Nominations for Honorary Members shall be submitted to the board. Upon unanimous affirmative vote of the board, they shall be presented to the membership and shall require affirmative majority vote of the voting membership before individuals can be invited to be honorary members.

SECTION I. 4. *Termination of Membership.* Membership may be terminated:

(a). ***By resignation.*** Any member in good standing may resign from the Club upon written notice to the Corresponding Secretary; but no member may resign when in debt to the Club. Dues obligations are considered a debt to the club as they become incurred on the first day of each fiscal year.

(b). ***By Lapsing.*** A membership will be considered as lapsed and automatically terminated if such member dues remain unpaid 60 days after the first day of the fiscal year; however, the Board may grant and additional 60 days of grace to such delinquent members in meritorious cases. In no case may a person be entitled to vote whose dues are unpaid as of the date of that meeting.

(c). ***By expulsion.*** A membership may be terminated by expulsion as provided in Article VIII of these by-laws.

ARTICLE II

MEETINGS

SECTION II. 1. *Annual Meeting.* The annual Meeting of the Club shall be held in the month of September/October in conjunction with the Club's Specialty Show if possible.

(a). Notice of annual meetings of members shall, at least 20 days and not more than 50 days before the day on which the meeting is to be held, be given to each member by delivering a written or printed notice thereof to him/her personally or by mailing such notice, postage prepaid, addressed to him/her at his/her post office address registered with the Club.

(b). Notice of all meetings shall set forth the place, time and purpose of the meeting.

SECTION II. 2. *Special Club Meetings.* Special Club meetings may be called by the President or by a majority vote of the members of the Board who are present at a meeting of the Board or who vote by mail: or shall be called by the Corresponding Secretary upon receipt of a petition signed by 10% of the members of the Club who are in good standing.

(a). Such meeting shall be held at such place, date and hour as may be designated by the Board of Directors.

(b). Written notice of such meeting shall be mailed by the Corresponding Secretary at least 14 days and not more than 30 days prior to the meeting.

(c). Notice of the meeting shall state the purpose of the meeting and no other club business may be transacted.

SECTION II. 3. *Quorum and Manner of Acting.* At all meetings of members the presence in person of 10 percent of the total number of persons entitled to vote thereat (including at least 2 officers) shall constitute a quorum for the transaction of any business; and except as otherwise required by state or by the By-Laws, the act of a majority of the members present at any such meeting at which a quorum is present shall be the act of the members; but in the absence of a quorum, a majority of the members present may adjourn the meeting. If such meeting votes for a later meeting, notice shall be sent to all members in good standing, at least 20 days and not more than 50 days before the day on which the meeting is to be held.

SECTION II.4. *Board Meetings.* The first meeting of the Board of Directors shall be held during the month immediately following the election of Directors.

(a). Other meetings of the Board shall be held at such times and places as are designated by the President or by a majority vote of the entire Board.

(b). A meeting shall be held in conjunction with the annual Specialty Show and prior to the Annual Meeting of the Membership.

(c). The Board of Directors may conduct its business by mail through the Corresponding Secretary, or any other allowable electronic communication and by conference call, provided a quorum takes part. Conference calls must be confined to a limited agenda or emergency decision, and ratified in writing by members of the Board.

Meetings - Members of the board may participate in a meeting through use of conference telephone, electronics video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitute presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

A). Each member participating in the meeting can communicate with all of the other members concurrently.

B). Each member is provided the means of participating in all matters before the board, including, without limitation the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Business (Voting) - Can be conducted at meeting or through mail, fax, or e-mail. In order for business to be conducted by e-mail the following precautions must be in place (and included in the by-laws)

1). Every board member must be provided means to participate.

2). A procedure must be in place to verify the identity of the individuals participating to ensure that they are the eligible board members.

3). All board members must agree to participate in this manner.

4). Each member participating in the meeting can communicate with all of the other members concurrently.

5). Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

(d). Notice of any meeting shall be mailed to each Director, addressed to him/her at his/her residence or usual place of business not later than fourteen days before the day upon which the meeting is to be held, or shall be given to him/her personally or by telephone, fax or e-mail, not later than eight days before the day on which the meeting is to be held. Any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given if all the directors shall be present thereat.

(e). A quorum for a Board Meeting shall be a majority of the Board voting in person or by mail.

ARTICLE III

BOARD OF DIRECTORS

SECTION III. 1. Number and Term of Office. The number of Directors shall be a minimum of six and a maximum of ten. The Board shall be divided into two classes, to consist of half of the directors in each class. Directors in each class to be elected for a term of two years and until their successors shall have been duly elected and qualified. The number of Directors shall be determined by the membership through the Standing Rules. The immediate Past-President shall automatically be an honorary member of the Board of Directors for one year with the privilege of attending and participating in all business of the Board, but without a vote if his/her term of office

on the Board of Directors has expired. Newly elected Directors shall be seated on July 1 of each year and terms shall expire on June 30.

SECTION III. 2. *Eligibility.* All members in good standing who have been a member for the 3 consecutive years preceding the required date for submitting the nominations to the membership and whose dues are paid shall be eligible for election on the Board of Directors, except that no Director who shall have served three successive two-year terms shall be eligible for re-election, or for appointment to fill a vacancy. After an interval of one year following the expiration of the third successive term, the Former Director, if otherwise eligible, shall be eligible for election to the Board as though he had not previously served.

SECTION III. 3. *General Powers.* All corporate power shall be vested in and exercised by the Board of Directors of the Club, except as otherwise provided by law, by the By-Laws or by the Certificate of Incorporation.

ARTICLE IV

OFFICERS AND GEOGRAPHIC AREA COORDINATORS, POWERS & DUTIES

SECTION IV. 1. *Officers.* The officers of the club shall be President, Vice-President, Secretary and Treasurer. The duties of Secretary may be divided between a Recording Secretary and Corresponding Secretary at the discretion of the Board of Directors. In addition to the specially enumerated duties and powers, the Officers of the Club shall perform such other duties and exercise such other powers as are implied by their respective titles and may be provided by the By-Laws or as the Board of Directors may from time to time determine.

SECTION IV. 2. *Delegate.* The Club shall have a Delegate (or Liaison) to The American Kennel Club. Such Delegate shall be elected by majority vote of the Board of Directors at its first meeting following the election of Directors. The Delegate shall hold term for one year, and until his/her successor shall have been duly elected and qualified. He/she shall be expected to attend the delegates' meetings, and at each meeting of the membership shall inform the club of the proceedings of The American Kennel Club. A Delegate may, but need not be a member of the Board, and if he/she is not a member of the Board, he/she shall be invited to attend meetings of the Board without vote.

SECTION IV. 3. *Geographic Areas & Area Coordinators.* There shall be at least three geographic areas. The states to be included in each area shall be specified in the Standing Rules. Member's residence shall determine each member's jurisdictional representation. An Area Coordinator shall represent each geographic area. Area Coordinators may, but need not be members of the Board, and if not members of board, area coordinators may be invited to attend meetings of the board without a vote.

(e). The Area Coordinator - shall be in contact with those members in his/her Area to encourage Club participation, disseminate information regarding Club activities, encourage showing in Shows & Matches and Field and Obedience activities: and to assist in any other matters as requested by members regarding Irish Red & White Setter. The Area Coordinator must reside in the geographic area.

SECTION IV. 4. *Duties of Officers.*

(a). **The President** - shall be the chief executive officer of the Club and shall have general and active control of its business and affairs. He/She shall preside, when present, at all meetings of the members and of the Board of Directors. He/She shall execute all instruments and documents on behalf of the Club, he/she shall appoint all committees, with approval of the Board of Directors unless otherwise provided in these By-Laws or unless the membership vote in requesting the appointment of a committee shall set forth specifically the manner of its selection.

(b). The Vice-President - shall perform the duties of the President in the absence or incapacity of the President or when the office of the President becomes vacant, and shall assist the President in the performance of his/her duties.

(c). The Corresponding Secretary - shall attend to the giving of notice of all meetings of members and of the Board of Directors he/she shall have charge of the Corporate Seal and have authority to attest any and all instruments and writing to which the same may be affixed. He/she shall have charge of the correspondence of the Club and notify Officers and Directors, of any correspondence received and will be responsible for any out going correspondence from the board. He/she shall keep an updated record of the members of the club and perform other duties as prescribed by the By-Laws and by the Board of Directors.

(d). The Recording Secretary - shall take the Roll at Board meetings and Membership meetings and keep attendance records: he/she to take and record minutes of all meetings of the Board of Directors and membership meetings. Copies of all minutes will be forwarded to all board members within 10 days. He/she shall forward to the Forum Editor minutes to be published. He/she shall keep an updated record of the members of the club and perform other duties as prescribed by the By-Laws and by the Board of Directors.

(e). The Treasurer - shall have the care and custody of all money, funds and securities of the Club and shall deposit or cause to be deposited all funds of the Club in and with such depositories as the Board of Directors shall from time to time direct. Books shall be kept according to generally accepted accounting principles and shall at all times be open to the inspection of the Board and he/she shall report at every meeting the condition of the Club's finances. The Treasurer shall be bonded in such amount as the Board of Directors shall determine. He/She shall keep a record of members whose dues are paid, shall mail bills for annual dues and pay all bills. The Treasurer shall file a Federal tax return annually (and any tax forms required by the State of Incorporation

SECTION IV. 5. Election & Term of Office. Except as otherwise provided in these By-Laws, and subject to the provisions of Section IV. 6, the Board of Directors at its first meeting following the election of Directors each year shall elect the Officers of the Club specified in Section IV. 1, Area Coordinators specified in Section IV. 3, and AKC Delegate (or liaison) as specified in Section IV. 2. Each officer or area coordinator shall hold office for a term of one year, and until officer's successor shall be duly elected and qualified.

SECTION IV. 6. Removal of Elected Officers. Any elected officer may be removed from that elected office at any time by the Board of Directors, by a vote of two-thirds (2/3) of the Directors then in office. Such action shall not affect his/her incumbency on the Board.

SECTION IV. 7. Vacancies. If any vacancy shall occur in any Office or Board position, the Board of Directors may elect or appoint a successor to fill such vacancy for the remainder of the term. Except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE V

THE CLUB YEAR, VOTING, NOMINATIONS, ELECTIONS

SECTION V. 1. Club Year. The Clubs fiscal year shall be the Calendar year. Directors & Officers shall serve terms beginning July 1, and ending June 30.

SECTION V. 2. Election. All elections of Directors shall be by written ballot prepared by the Nominating Committee. In the second week of April in each year, the Corresponding Secretary shall mail a ballot to each

member in good standing, together with a signature slip, ballot envelope and a return envelope addressed to the teller of election designated by the Board of Directors. The ballot after being marked & sealed in the ballot envelope and the signature slip signed respectively by the voting member, shall be sealed in such return envelope and mailed to the designated teller of election. Ballots, to be counted must arrive at the teller of election by **May 14** of that year. The teller of election shall open the envelopes and check the signature slips against the official list of members in good standing to determine whether the ballot shall be counted. But the teller shall not open the Sealed Ballot envelope. By **May 21**, the teller shall send to the Corresponding Secretary all the signature slips along with the marked list of members qualified to vote. During the **first week in June**, the teller and another party appointed by the board shall open the Ballot Envelopes and the ballots shall be counted. By **June 15**, upon completion of the count, the teller shall render a written report to the Corresponding Secretary, and shall turn over to the Corresponding Secretary the marked ballots. The report shall give the number of members voting and the votes cast for each candidate. The ballots and report shall be retained by the Corresponding Secretary for one year and then destroyed. The Corresponding Secretary shall, **within five days of receiving the teller's report** of election results, notify by telephone each candidate of such results to be followed by written notification. In addition the Corresponding Secretary shall mail the election results to the Editor of the Newsletter who shall publish said results in the next issue. Upon written request made to the Board of Directors, by a member in good standing, the Corresponding Secretary shall allow access to the ballots for verification purposes. At any election of Directors, the persons receiving the greatest number of votes shall be elected. In the event of a tie vote, each of the other members of the newly-constituted board, will within four days of notification by the Corresponding Secretary of the election results, submit in writing to the Corresponding Secretary his/her choice of candidates to break the tie. The Corresponding Secretary will immediately notify the concerned candidates of the voting results. The written response of each Board member will be retained by the Corresponding Secretary and filed with the election ballots.

SECTION V. 3. Voting. At the annual meeting or at a special meeting of the Club voting shall be limited to those members in good standing who are present at the meeting, except for the annual election of Directors and amendments to the constitution and By-Laws (and the Standard for the Breed) which shall be decided by written ballot cast by mail. Voting by proxy shall not be permitted.

SECTION V. 4. Mail Voting. The Board of Directors may submit specific questions for the vote of the members by written ballot cast by mail. Except as otherwise specifically provided by these By-Laws, a question shall be submitted for mail voting after it has been published in the Club publication or sent to the entire membership or otherwise disseminated to the entire membership at least thirty days prior to such submission. The publication requirement would refer to Amendment to the Constitution or By-Laws or Breed Standard.

SECTION V. 5. Nominations and Ballots. No person may be a candidate in a club election who has not been nominated in accordance with these By-Laws. A Nominating Committee shall be chosen by the Board of Directors before **Feb. 21st**. The Committee shall consist of three members from different areas of the U.S.A. and two alternates, all members in good standing, no more than two of whom may be a member of the current Board of Directors. The Board shall name a chairman for the Committee. The Nominating Committee may conduct its business by mail, fax, e-mail, telephone.

a). The Nominating Committee shall nominate from among the eligible members of the Club, one candidate for each position on the Board of Directors and shall procure the acceptance of each nominee so chosen. The Committee should consider geographical representation of the membership on the Board to the extent that it is practicable to do so. The Committee shall then submit its slate of candidates to the Corresponding Secretary who shall mail the list, including, the full name of each candidate and the name of the State and Region in which he/she resides, to each member of the Club on or before **March 7th**, so that additional nominations may be made by the members if they so desire.

(b). Additional nominations of eligible members may be made by written petition addressed to the Corresponding Secretary and received at his/her regular address on or before **April 7th**, signed by five members who have been members in good standing for a minimum of 1 year and accompanied by the written acceptance of each such additional nominee signifying his/her willingness to be a candidate.

- (c). If no valid additional nominations are received by the Corresponding Secretary on or before **April 7th**, the Nominating Committee's slate shall be declared elected, and no balloting will be required.
- (d). If one or more valid additional nomination are received by the Corresponding Secretary on or before **April 7th** he/she shall proceed with the election as outlined in SECTION V.2.
- (e). Nominations cannot be made at any Meeting or in any manner other than as provided above.
- (f). The Board has the option to choose a designated professional firm or the Corresponding Secretary in mailing, receiving and tallying in all balloted voting.

ARTICLE VI

COMMITTEES

SECTION VI. 1. The Board of Directors or the President with Board approval, may from time to time appoint committees to advance the work of the Club in such matters as elections, dog shows, field trails, obedience trails, trophies, annual awards, membership, auditing or for any other purpose which may be served by committees.

- (a). Special committees may also be appointed to aid on particular projects. Such committees shall always be subject to the final authority of the Board.
- (b). Any Special Committee, regardless of how appointed, shall have a Chairman who shall be designated by the President with approval of the Board of Directors.
- (c). Unless otherwise provided at the time of the formation of the committee, the terms of the committee members shall be for one year or until their successors are appointed.

SECTION VI. 2. Any committee appointment may be terminated by a majority vote of the full membership of the Board upon written notice to the appointee, and the Board may appoint successors to those persons whose service has been terminated.

ARTICLE VII

STANDING RULES

SECTION VII. 1. A set of Standing Rules of the Club shall be maintained. These rules cover those areas not specifically covered in this Constitution & By-Laws.

SECTION VII. 2. Alterations or Amendments to the Standing Rules may be proposed by the Board of Directors and submitted for vote to the Membership. The favorable vote of members in good standing shall be required to effect any such alterations or amendments.

ARTICLE VIII

DISCIPLINE

SECTION VIII. 1. *American Kennel Club Suspension.* Any member who is suspended from the privileges of The American Kennel Club automatically shall be suspended from the privileges of the Club for a like period.

SECTION VIII. 2. Any Member convicted of cruelty to animals shall be immediately expelled.

SECTION VIII. 3. Charges. Any member may prefer charges against a member for alleged misconduct prejudicial to the best interests of the Club or the Breed. Written charges with specifications must be filed in duplicate with the Corresponding Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board or a Committee following a hearing. The Corresponding Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board Meeting, the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the Breed. If the Board considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or of the Breed it may refuse to entertain jurisdiction. If the Board entertains jurisdiction of the charges it shall fix a date of a hearing by the Board or a Committee of not less than three member of the Board, not less than 3 weeks nor more than 6 weeks thereafter. The Corresponding Secretary shall promptly send one copy of the charges to the accused and an assurance that the defendant may personally appear in his/her own defense and bring witnesses if he/she wishes

SECTION VIII. 4. Board Hearing. The Board or Committee shall have complete authority to decided whether counsel may attend the hearing, but both complainant and defendant shall be treated uniformly in that regard. Should the charges be sustained after hearing all the evidence and testimony presented by complainant and defendant, the Board or Committee may by a majority vote of those present suspend the defendant from all privileges of the Club for not more than six months from the date of the hearing, or until the next Annual Meeting if that will occur after six months. And, if it deems that punishment insufficient, it may also recommend to the membership that the penalty be expulsion. In such case, the suspension shall not restrict the defendant's right appear before his/her fellow members at the ensuing Club meeting which considers the recommendation of the Board or Committee. Immediately after the Board or Committee has reached a decision, its findings shall be put in written form and filed with the Corresponding Secretary. The Corresponding Secretary, in turn, shall notify each of the parties of the decision and penalty, if any.

SECTION VIII. 5. Expulsion. Expulsion of a member from the Club may be accomplished only at the Annual Meeting of the Club following a hearing and upon the recommendation of the Board or Committee as provided in Section 3 of this article. The defendant shall have the privilege of appearing in his own behalf though no evidence shall be taken at this meeting. The President shall read the charges and the findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf. The meeting shall then vote by secret written ballot on the proposed expulsion. A 2/3 vote of those present and voting at the Annual Meeting shall be necessary for expulsion. If expulsion is not so voted the suspension shall stand.

ARTICLE IX

AMENDMENTS

SECTION IX. 1. Amendments to the Constitution and By-Laws or Standard for the Breed may be proposed by the Board of Directors or by written petition addressed to the Corresponding Secretary signed by 20 percent of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board of Directors and must be submitted to the members with recommendations of the Board, by the Corresponding Secretary for a vote within three months of the date when the petition was received by the Corresponding Secretary. Such Amendments may be submitted to the membership to voted on by mail.

SECTION IX. 2. The Constitution and By-Laws (or the Standard for the Breed) may be amended at any time provided a copy of the proposed amendment has been mailed by the Corresponding Secretary to each member in good standing on the date of mailing, accompanied by a ballot on which he/she may indicate his/her choice for or against the action to be taken. Dual envelope procedures described in Article V. Section 2 shall be followed in handling such ballots, to assure secrecy of the vote. Notice with such ballot shall specify a date not less than 30 days after the date of mailing by which date the ballots be returned to the Corresponding Secretary to be counted. The favorable vote of 2/3 of the members in good standing who return valid ballots with the time limit shall required to effect any such amendment.

SECTION IX. 3. (When this club is accepted as a member of The American Kennel Club this Section will become effective.)No amendment to the Constitution and By-Laws (or to the Standard for the Breed) that is adopted by the Club shall become effective until it has been approved by the Board of Directors of The American Kennel Club.

ARTICLE X

DISSOLUTION

SECTION X. 1. The Club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club, shall be distributed to any members of the Club, but after payment of the debts of the Club, its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board of Director **in accordance with the General Not For Profit Corporation Act of the State of California.**

ARTICLE XI

PARLIAMENTARY PROCEDURE

SECTION XI. 1. The Rules of Parliamentary Procedure, contained in “Roberts’s Rules of Order, Newly Revised”, shall be the authority governing all meetings of the Club and of the Board of Directors, unless otherwise specified in the By-Laws.

SECTION XI. 2. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- (a). Roll Call of Officers and Directors
- (b). Minutes of the Last Meeting
- (c). President’s Report
- (d). Secretary’s Report
- (e). Treasurer’s Report
- (f). Standing Committee Reports
- (g). Special Committee Reports
- (h). Unfinished Business
- (i). New Business
- (j). Miscellaneous Matters (Announcements, Requests, etc.)
- (k). Adjournment

SECTION XI. 3. At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be a follows:

- (a). Roll Call of Officers and Directors
- (b). Minutes of last meeting
- (c). Secretary's Report
- (d). Treasurer's Report
- (e). Standing Committee Reports
- (f). Special Committee Reports
- (g). Unfinished Business
- (h). Election of new members
- (i). New Business
- (j). Adjournment

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provision of the General Not for Profit Corporation Act of the State of California or under the provisions of the articles of incorporation or the By-Laws of the Association or any other applicable provision of law, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

INDEMNIFICATION

Every Director, Officer or employee of the Association shall be indemnified by the association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceedings to which he/she or he/she may be made a party, or in which he/she or he/she may become involved, by reason of his/her being or having been a Director, Officer, or employee of the Association, or any settlement thereof, whether or not he/she or he/she is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful malfeasance in the performance of his/her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, or employee may be entitled.