

CAPITAL KEESHOND CLUB, INC.

BY-LAWS
Revised: July, 1999

ARTICLE I

Office

SECTION 1. *Name.* The name of the Corporation (which is hereinafter called the "Club") is CAPITAL KEESHOND CLUB, INC.

SECTION 2. *Principal Office.* The principal office of the Club shall be 2107 Garfield Court, Frederick, Maryland 21702.

SECTION 3. *Other Offices.* The Club may also have an office or offices in such other place or places as the business of the Club may require and the Board of Directors may from time to time appoint.

SECTION 4. *Corporate Purposes.* The corporate purposes of the Club, in addition to all purposes allowed under Maryland law, are as follows:

To further the business and objects of the corporation for the mutual improvement and for educational purposes;

To promote the showing and breeding of American Kennel Club Standard Keeshonden;

To support the use of this standard by breeders, judges, and dog show committees;

To encourage the recognition of this standard type Keeshond by the general public;

To do all in its power to protect and advance the interests of the breed and any and all related activities;

To promote the training of purebred Keeshonden, and disseminating knowledge regarding obedience training;

To promote and support the performance events under the rules and regulations of the American Kennel Club; and

To promote cooperation and good sportsmanship among its members in the training and exhibition of Keeshonden.

ARTICLE II

Meetings

SECTION 1. *Annual Meeting.* The annual meeting of the members of the Club shall be held during the first quarter of the calendar year (or at such other time as the Board of Directors shall determine) on a day duly designated by the Board of Directors, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting to include but not be limited to the following:

1. Roll Call
2. Minutes of the last General membership meeting
3. Minutes of the last Board of Directors meeting
4. Report of the President
5. Report of the Corresponding Secretary
6. Report of the Recording Secretary
7. Treasurer's Report
8. Committee Reports
9. Election of new members
10. Unfinished business
11. New business
12. Election and installation of new Club officers and members of the Board of Directors

13. Adjournment

SECTION 2. *Regular Meetings.* There shall be a regular meeting of the Club once every three (3) months during the remainder of the year, at a time and place to be fixed by the Board of Directors. The first of which regular meeting shall be held as reasonably close to the first quarter of the year as practicable.

SECTION 2. *Special Meetings.* Special meetings of the members may be called at any time for any purpose or purposes by the President, or by a majority of the Board of Directors, and shall be called forthwith by the President, the Corresponding Secretary or any director of the Club upon the request in writing of one quarter (1/4) of all the Active Members. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting. Special meetings called by the President shall be at a time and place to be fixed by the President; otherwise, such time and place shall be fixed by the Board of Directors.

SECTION 3. *Place of Holding Meetings.* All meetings of members shall be held at the principal office of the Club or elsewhere in the United States as designated by the Board of Directors.

SECTION 4. *Notice of Meetings.* Written notice of each meeting of the members shall be within the context of the quarterly newsletter mailed, postage prepaid by the Recording Secretary, to each member of record at least thirty (30) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 5. *Quorum.* The presence of one-third (1/3) of the Active Members shall constitute a quorum, provided, that at any meeting when election of officers and members of the BOD shall take place, all mail ballots received by the date of the meeting shall be added to the number of Active Members present for the purpose of determining a quorum for the election of such officers and members of the Board of Directors, but not otherwise. Members present at the meeting at which election(s) take place shall pre-empt their mail ballots in the event that such members have responded to the mail ballot and are in attendance at such meetings. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 6. *Conduct of Meetings.* Meetings of members shall be presided over by the President of the Club or, if he is not present, by the Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Recording Secretary of the Club, or if he is not present, the Corresponding Secretary shall act as secretary of such meetings; in the absence of either Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

SECTION 7. *Voting.* All elections of officers and members of the Board of Directors shall be by ballot, cast either in person or by mail, provided however the ballots have been received by the Recording Secretary at or prior to the date of the meeting. Except for the filling of vacancies, as provided in Section 5 of Article V, all elections of officers and members of the Board of Directors shall be held at every annual meeting. No ballot may be cast by proxy, nor shall any ballot be counted unless the member casting the same shall have paid dues in full for the current fiscal year of the Club prior to the meetings. Not less than 30 days prior to the date of any meeting at which an election is to be held, the Corresponding Secretary shall transmit to each Member in good standing the report of the nominating committee and any such nominations from the floor as provided for in Article V, Section 6(C), for the election of officers and members of the Board of Directors, at such meeting, and shall likewise forward to each Active Member a mail-ballot permitting such Member to vote for the officer or officers, and members of the Board of Directors. At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an

instrument in writing subscribed by such members or his duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

ARTICLE III

SECTION 1. *Members.*

A) The Club shall be composed of Active Members, Associate Members and Junior Members, without limit as to number, who shall be persons in good standing with the American Kennel Club and subscribers to the Code of Ethics of the Keeshond Club of America. Active and Associate Members must be of the age 18 years or over. Junior members shall be persons from 10 to 18 years.

B) All members shall be entitled to all the privileges of the Club, including admission to all parts of its dog shows, and attendance at meetings, except that Active Members, alone, shall be entitled to vote on any matter, to nominate candidates vested in all beneficial interests in the assets of the Club in the event of dissolution or otherwise.

C) Members of all classes shall be elected in such manner as the Board of Directors may determine, upon nomination by any Active Member in good standing. Applications for membership are to be filed with the Corresponding Secretary and each application is to be read at the first meeting of the Club following its receipt. At the next meeting, provided the applicant is in attendance at both meetings, the application will be voted upon and affirmative votes of two-thirds of the Active Members present and voting by closed ballot at that meeting shall be required to elect the applicant to membership.

D) Members shall retain their status as members so long as they pay any and all annual dues imposed by the Club upon its members.

SECTION 2. *Fees and Dues.* There shall be no initiation fee. Annual dues shall be payable on November 1st in each year in the following amounts:

Active Members - \$15.00, plus \$5.00 for each additional Active Member in the immediate family, excluding married children.

Associate Members - \$7.50

Junior Members - \$1.00

SECTION 3. *Unpaid Fees and Dues.* When the annual dues of any member remain unpaid for the period of two months after they are due, the Treasurer shall notify the member that unless the same are paid within thirty days the delinquency will be brought before the Board of Directors for action. And in case such indebtedness be not paid, pursuant to such notice, the person in default shall cease to be a member of the Club, except in cases of absence from the country when the matter shall be left to the discretion of the Board of Directors.

SECTION 4. *Proration of Fees and Dues.* The dues of members elected after November 1st shall be prorated on a quarterly basis. No person shall be considered to have accepted membership or to be entitled to the privileges of the Club until after the payment of the dues of the current year.

SECTION 5. *Expenditures.* No money or funds of the Club shall be expended and no indebtedness incurred unless an appropriation has been made therefor by a vote of the Board of Directors, or unless a

resolution of the Club specifically authorizing the same shall have been ratified by the Board of Directors. No property of the Club may be leased, encumbered by mortgage or deed of trust in the nature of a mortgage, or sold and conveyed absolutely, unless authorized by a vote of the majority of the Directors at a meeting called for the purpose, and proceedings of which meeting shall be duly entered in the records of the Club, and the proceeds arising therefrom shall be applied or invested for the use and benefit of the Club.

SECTION 6. *Keeshond Club delegate.* Each newly elected Board of Directors shall appoint a member, who is also a member of the Keeshond Club of America, to serve as delegate to the Keeshond Club of America.

ARTICLE IV

Expulsions and Resignations

SECTION 1. The Board of Directors shall have the power by a two-thirds (2/3) vote of the Board to expel any member of the Club for conduct on his part likely in the opinion of the Board to endanger the welfare or character of the Club.

SECTION 2. In the case of death, resignation, or expulsion of any member, all interest in the property of the Club, real or personal, shall be forfeited.

SECTION 3. A member, once expelled, can only be reelected by the unanimous vote of all the Directors or by two-thirds vote of the Active Members at any regular meeting.

ARTICLE V

Board of Directors

SECTION 1. *General Powers.* The property and business of the Club shall be managed under the direction of the Board of Directors of the Club.

SECTION 2. *Rules of the Board.* The Board of Directors shall consist of eight (8) members, or such other number, but not less than three (3) as may be designated from time to time by resolution of a majority of the entire Board of Directors. The duties of the Board of Directors shall be to carry out the purpose of the Club according to its by-laws. The Board shall call special meetings as they deem necessary, and the Corresponding Secretary shall call special meetings of the Board of Directors by order of the President or upon request of any two members of the Board. When possible, 30 days' notice of the time and place of each such special meeting shall be sent by the Recording Secretary by mail to each member of the Board. Five members shall constitute a quorum of the Board for the transaction of all business except as otherwise provided herein. The Board of Directors shall submit at each annual meeting a general report of the affairs of the Club. The Board shall prescribe the rules for its own regulation and government and for the government of the Club and shall define the duties and powers of its committees, including the show committee and the membership committee. The Board is empowered to form all committees and the President and Recording Secretary shall be members of all such committees ex officio.

SECTION 3. *Removal.* Any officer, member of the Board of Directors, or committee member may at any time be removed for violation or neglect of duty by majority vote of the Board of Directors, and the vacancy thereby created may be filled as provided in Section 5 below.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members regularly called for that purpose.

SECTION 4. *Term Limit.* No office, elected or appointed, shall be held by the same person for more than two (2) full consecutive terms, except that there shall be no limit on the number of consecutive terms of the members elected to the Board of Directors under Section 1 of Article VI and there shall be no limit on the number of consecutive terms which may be served on the Board of Directors by reason of election to different offices. After the initial election of officers of the Club, no person shall be nominated for an elected office unless he shall have been a member of the Club for at least one year prior to the election.

SECTION 5. *Filling of Vacancies.* In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his successor, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Similarly and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members.

SECTION 6. *Nominating Committee.* A) The nominating committee shall be appointed every year by the Board of Directors and shall be composed of three members, and the President and the Recording Secretary ex officio. It shall be their duty to submit to the Corresponding Secretary no later than November 15th of each year a list of nominations from Active Members in good standing. In order to maintain continuity within the club, the offices of the Board of Directors shall be elected as provided for herein:

Year of Election

Even numbered Year	Odd numbered Year
President	Vice-president
Treasurer	Corresponding Secretary
Recording Secretary	Board Member
Board Member	

The outgoing President shall automatically become a member of the Board of Directors. If for any reason whatsoever the outgoing President is unable to serve as a Board member, or in the event the incumbent President maintains the office of President for a second term, the nominating committee is authorized to put into nomination another name in lieu thereof in order to bring to total number of Board members up to eight (8).

B) The nominating committee shall arrive at a proposed slate of officers for the those offices subject to election as provided for above. Such slate shall be published to the general membership no later than two weeks prior to the regular meeting which immediately proceeds the annual meeting held in the first quarter of the following calendar year. Acceptable notification of the nominating committees proposed slate of officers may be by the quarterly newsletter, provided such newsletter is mailed no less than two weeks prior to the

regular meeting. In the event the quarterly newsletter referenced above does not comply with the requirements for the two week notification, the nominating committee shall mail the results of their deliberation in such a manner as to comply with the two week notification requirement.

C) In addition to the results of the nominating committee's deliberation, as an order of new business at the regular membership meeting immediately preceding the annual meeting, nominations for offices subject to election at the annual meeting shall be accepted from the floor. Such nominations shall be accepted and confirmed by the nominee either in person or in writing at such general meeting. Such nominees name shall be added to the nominating committee's recommended slate and shall be offered to the general membership for election at the annual meeting.

SECTION 7. *Place of Meeting.* The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Club, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by, written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

SECTION 8. *Regular Meetings.* Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 9. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Corresponding Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by telegraphing the same at least two (2) days before the meeting, to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 10. *Quorum.* A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by, law or by the Articles of Incorporation or by these By-Laws.

SECTION 11. *Required Vote.* An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

SECTION 12. *Compensation of Directors.* Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Club reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of

the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Club in any other capacity, and receiving compensation therefor.

SECTION 13. *Committees.* The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Club, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Club to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

ARTICLE VI

Officers

SECTION 1. *Election and Tenure.* The officers of the Club shall be a President, Vice President, a Recording Secretary, Corresponding Secretary, and a Treasurer. These officers, five (5) in number, together with two members elected under Article V, Section 6, and a third Board Member who shall be the outgoing president shall constitute the Board of Directors, and each shall serve a term of two (2) years. The two members elected to the Board of Directors under Article V, Section 6 may serve consecutive terms. The offices of the Board of Directors shall be staggered as provided for in Article V, Section 6.

In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Club shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and an officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

SECTION 2. *Powers and Duties of the President.* The President shall be the chief executive officer of the Club and shall have general charge and control of all its business affairs and properties. He shall preside at all meetings of the members.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Club. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all the standing committees. He shall audit the treasurer's report at the annual meeting and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

SECTION 3. *Powers and Duties of the Vice President.* The Vice President shall have such powers and shall perform such duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President. In the event the Vice-President is unable to serve the order of succession shall be as follows:

1. Recording Secretary
2. Corresponding Secretary

3. Treasurer
4. Board Member being the outgoing President

SECTION 4. *Recording Secretary.* The Recording Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Club and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Recording Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President. It shall be the duties of the Recording Secretary to attend all meetings of the Club and keep the minutes of such meetings. The Recording Secretary shall also attend all Board of Directors meetings and keep the minutes of the proceeding of any such Board of Directors meetings and transmit such minutes to the Board. It shall also be the duties of the Recording Secretary to perform those duties as specified by the Standard Operating Procedures as they may be modified from time to time.

SECTION 5. *Corresponding Secretary.* The Corresponding Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Corresponding Secretary is to be the main communicator of the Club and shall carry on the correspondence of the Club; shall notify members of their election to or expulsion from the Club and shall notify the Treasurer of the same; shall be the recipient of all votes of the club and shall send newly elected members copies of the by-law's of the Club. It shall also be the duties of the Corresponding Secretary to perform those duties as specified by the Standard Operating Procedures as they may be modified from time to time.

SECTION 6. *Treasurer.* The Treasurer shall have custody of all the funds and securities of the Club, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Club. He shall deposit all moneys and other valuables in the name and to the credit of the Club in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Club as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Club. It shall be the duty of the Treasurer to collect the dues and other revenues of the Club from every source and to deposit same in the name of the Club in a banking institution approved by the Board of Directors; to keep the accounts of the Club and report thereon at each regular meeting; to pay all bills for which appropriations have been made and receipts received; to make a full report in writing to the Club at the meeting and to submit same to the president in sufficient time before said meeting.

The Treasurer shall give the Club a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board or Directors, for the faithful performance of the duties of his office and for the restoration to the Club in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Club.

The Treasurer shall also perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

ARTICLE VII

Corporate Seal

SECTION 1. *Seal*. In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Club, the year of its organization and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Club but each copy thereof shall be in the custody of the Recording Secretary of the Club.

ARTICLE VIII

Bank Accounts and Loans

SECTION 1. *Bank Accounts*. Such officers or agents of the Club as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Club in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Club so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Club, and made or signed by such officers or agents; and each bank or trust company with which funds of the Club are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Club are deposited, the signature of the officers or agents of the Club so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or the Vice President and countersigned by the Recording Secretary or Treasurer.

SECTION 2. *Loans*. Such officers or agents of this Club as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Club from such banks, trust companies, institutions, corporations, firms or persons as the Board or Directors, shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidences of debt at any time held by the Club; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Club on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Club, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE IX

Reimbursements

Any payments made to an officer or other employee of the Club, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Club to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Club has been recovered.

ARTICLE X

Miscellaneous Provisions

SECTION 1. *Fiscal Year.* The fiscal year of the Club shall commence on the first day of November of each year.

SECTION 2. *Notices.* Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member officer or director at such address as appears on the books of the Club, or in default of any other address, to such director, officer or member at the general post office in the City of Frederick, Maryland, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these By-Laws.

Except as provided otherwise herein, Robert's Rules of Order shall govern the actions, the precedence of motions, the order of business and progress of any meeting conducted by the Club. The Vice-president or his designee shall serve as the parliamentarian and shall interpret the implementation of Robert's Rules of Order.

ARTICLE XI

Amendments

SECTION 1. *Amendment of By-Laws.* Amendments or additions to the by-laws may be proposed by a two-thirds (2/3) vote of the Active Members present and voting at any meeting of the Club, and copy of such proposed amendment shall thereupon be forwarded by the secretary to every Active Member, together with a mail-ballot permitting such Member to vote "for" or "against" such amendment. Any such proposed amendment shall have been formally adopted 60 days after notice thereof shall have been mailed by the secretary, provided that two-thirds (2/3) of the mail-ballots returned to the secretary by that time shall be cast for the adoption of the amendment.

ARTICLE XII

Indemnification

SECTION 1. *Definitions.* As used in this Article X, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Club shall indemnify and advance expenses to a director or officer of the Club in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents.* With respect to an employee or agent, other than a director or officer, of the Club, the Club may, as determined by the Board of Directors of the Club, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

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