

**BY-LAWS OF MISSOURI EARTHDOGS
A MISSOURI NOT-FOR-PROFIT CORPORATION**

ARTICLE ONE

OFFICES

The principal office of the corporation shall be at such place in the State of Missouri as the Board of Directors may from time to time determine by resolution. It may have such other offices, either within or without the State of Missouri, as may from time to time be authorized by the Board of Directors.

ARTICLE TWO

MEMBERS

Section 1. ELECTION OF MEMBERS. Any person over the age of 18 and interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary of the corporation. On approval of his or her application by the Board of Directors and payment of the required initiation fee and dues, the applicant shall become a member of the corporation.

Any applicant who has been disapproved by the Board of Directors may request reconsideration according to such procedure as may be established by the Board of Directors.

Section 2. VOTING RIGHTS. Each member shall be entitled to one (1) vote on any business coming before the membership at any duly constituted meeting of the membership where a quorum of the membership is present. Members may not vote by proxy.

Section 3. QUORUM. A quorum at any meeting of the membership shall be ten (10%) percent of the corporation's members present in person.

Section 4. PLACE. The annual meeting of membership will be held on the first Sunday of March at 8767 John McKeever Road, Pacific, Missouri 63069 or at such suitable place as the Board of Directors may announce. The annual meeting of the membership will be held immediately after the annual meeting of the Board of Directors.

Section 5. TERMINATION OF MEMBERSHIP. The Board of Directors, by affirmative vote of three-fifths (3/5) of all of the members of the board, may suspend or expel a member after an appropriate hearing, and, by a majority vote of Board members at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Section 6. RESIGNATION. Any member may resign by filing a written resignation with the Secretary.

Section 7. REINSTATEMENT. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of three-fifths (3/5) of the members of the board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 8. HONORARY MEMBERS. The Board of Directors may, at its discretion, elect any person as an Honorary Member. Honorary Members shall be exempt from dues and shall not have the right to vote or hold office.

ARTICLE THREE

BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Missouri but must be a member in good standing of the corporation.

Section 2. VOTING RIGHTS. Each director shall be entitled to one (1) vote on any business coming before the board at any duly constituted meeting of the board where a quorum is present.

Section 3. QUORUM. Three or more directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a quorum of the directors are present at any meeting, the directors who are present may adjourn the meeting from time to time without further notice.

Section 4. NUMBER, TENURE, AND QUALIFICATIONS. There shall be five (5) directors of the corporation. Directors shall be elected by the members at the Annual Meeting of the membership. The persons set forth below shall comprise the original Board of Directors of the corporation and shall serve until the expiration of the term listed after their name or until the successor is duly elected and qualifies:

Bonita Knickmeyer - 3 years

Susan Parsons - 2 years

Shirley La Mear - 2 years

Charlene Schlueter - 1 year

Marcia Gay - 1 year

Any person succeeding to the office of a director shall serve the same term as their predecessor, provided however, that no person may serve as director for more than five consecutive years.

Section 5. ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held on the first Sunday of March at 8767 John McKeever Road, Pacific, Missouri, 63069 or such other suitable place as may be selected by the board and communicated to the membership. The annual meeting of the Board of Directors shall be held immediately prior to the annual meeting of the membership.

Section 6. SPECIAL MEETINGS. Special meetings of the Board of Directors or of the membership may be called by or at the request of the President or any two (2) directors, or at the written request of a majority of all corporation members in good standing as of

the date of the request. Such special meetings shall be held at 8767 John McKeever Road, Pacific, Missouri, 63069 or at such other place as the directors may determine.

Section 7. BOARD DECISIONS. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by vote of the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9. COMPENSATION. Directors shall not receive any compensation, remuneration or benefit for their services. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving commensurate compensation therefore.

ARTICLE FOUR

NOTICE OF MEETINGS

Section 1. NOTICE OF ANNUAL MEETINGS. Notice of any annual meeting of the Board of Directors and of the membership shall be given not less than thirty (30) days nor more than ninety (90) days prior thereto by written notice delivered personally or sent by mail, fax or email to each director and member at his address or fax number as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon pre-paid. If notice is given by fax, such notice shall be deemed to be delivered when the confirmation copy so indicates. If notice is given by email, such notice shall be deemed delivered when sent, and the sender shall maintain a confirmation copy thereof. Any director or member may waive notice of any meeting. The attendance of a director or member at any meeting shall constitute a waiver of notice of such meeting, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the annual meeting shall be specified in the notice of such meeting. All Board Members and members will provide a mailing address, fax number and email address to the Secretary of the corporation and promptly update that information should a change occur.

Section 6. NOTICE OF SPECIAL MEETINGS. Notice of special meetings of the board or of the membership shall be give to the board or to the membership, as the case may be. Notice shall be given not less than five (5) nor more than (30) days prior to the meeting. Notice shall be governed by the provisions of Section 1 above. Notice to the membership is not required for special board meetings, except such meetings as are called at the request of a majority of corporate members under Article Three, Section 6 above.

ARTICLE FIVE

PROCEDURE

Section 1. All meetings of the corporation will be conducted in accordance with the latest Edition of Robert's Rules of Order. Article Four, Section 2 notwithstanding, and except for meetings of the board called by a majority of the corporate members under Article Three, Section 6 above, any action taken by the Board of Directors may be taken without a meeting if all members of the board consent in writing and if action so taken is reduced to writing and included with the corporation's records.

ARTICLE SIX

OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall consist of President, First Vice-President, Second Vice-President, Treasurer and Secretary, and such other officers as may be elected in accordance with the provisions of this article. They shall be known as the Executive Committee. The Board of Directors may elect or appoint such other officers, including one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected by the Board of Directors for such terms (not to exceed three consecutive years) as the board may designate. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. POWERS AND DUTIES. In addition to the following specified duties, the several officers shall have such powers and shall perform such duties as may from time to time be specified in resolution or other directives of the Board of Directors. All officers will act in the best interests of the corporation at all times.

PRESIDENT. The President shall be the chief executive officer and shall have powers as usually devolve upon that office. He or she shall be ex-officio a member of all committees.

VICE-PRESIDENTS. The First Vice-President, in the absence of the President, or in the event of his or her death, resignation, or inability to act, shall perform his or her duties. The Second Vice-President shall perform similar functions in the absence of the President and First Vice-President.

SECRETARY. The Secretary shall keep the records of all the meetings of the Board of Directors and the Executive Committee. He or she shall have charge of the charter, certificates, and records of the group, and all notices of the meetings shall be sent out in his or her name.

TREASURER. The Treasurer shall have charge of the financial affairs of the corporation, subject in all matters relating thereto to the control of the Board of Directors and as otherwise provided in these By-Laws. The Treasurer shall keep, or cause to be kept, regular and faithful accounts in proper books of all monies and securities that may come into his or her hands and of all receipts and expenditures connected with the same. On his or her books there shall be kept a clear statement of the purposes and conditions relating to each Trust Fund or Fund received for designated purposes. His or her books and accounts at all times shall be open to the inspection of any member of the Board of Directors. At the expiration of his or her term of office, the Treasurer shall account to and make a proper settlement with and turn over his other books as Treasurer to his or her successor and such settlement shall be subject to the approval of the Board of Directors or the Executive Committee, and the fact that such settlement has been made shall be reported at the next meeting of the Board of Directors and noted on its records. The Treasurer shall prepare all governmental reports as necessary, i.e. payroll, and shall forward all such reports in a timely manner to the President (when accompanying disbursements are required) or shall be responsible to submit to the appropriate governmental office if no such disbursements are necessary.

ARTICLE SEVEN

COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. Except for the Executive Committee, there shall be no standing committees, but the President shall have the privilege of appointing special committees for the purpose of expediting specific functions of the corporation. One (1) director must be a member of such committee and members of such committees must be members of the corporation, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on him or her by law.

ARTICLE EIGHT

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. The Board of Directors may ratify or authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general. No member has the authority to bind the corporation except as may be approved in advance or ratified by the Board of Directors.

Section 2. CHECKS, DRAFTS, OR ORDERS. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation over One Thousand Dollars (\$1,000.00) shall be signed by two (2) officers of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

ARTICLE NINE

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE TEN

FISCAL YEAR

The corporation's fiscal year for accounting and other purposes shall be from January 1 through December 31.

ARTICLE ELEVEN

DUES

Section 1. ANNUAL DUES. The Board of Directors shall determine from time to time the amount of annual dues payable to the corporation by members , and shall give appropriate notice to the members by publication in the newsletter or on the website.

Section 2. PAYMENT OF DUES. Dues from new members shall be accepted any time during the year. Dues paid after October 1 will be applied to current and also to the next year.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. Renewing members whose dues have not been received by January 1 may thereupon be terminated by the Board of Directors as provided hereinabove.

ARTICLE TWELVE

NEWSLETTER, WEBSITE

Section 1. The official newsletter of the corporation shall be titled "Earthdog News" or such other site as the Board of Directors shall approve. If possible, it shall be issued at least two (2) times annually but not to exceed six (6) times annually and its issuance shall adhere to a budget determined by the Executive Committee.

Section 2. The official website of the corporation shall be www.moeearthdogs.org or such other site as the Board of Directors shall approve. Its upkeep shall adhere to a budget determined by the Executive Committee.

ARTICLE THIRTEEN

NONDISCRIMINATION

The corporation hereby formally adopts a policy of nondiscrimination in every aspect of its existence and operations. There shall be no discrimination against any person by reason of race, religion, age, handicap, disability, sex or national origin with respect to employment, board membership or any other act of the corporation.

ARTICLE FOURTEEN

EDUCATIONAL PURPOSE

The corporation is organized exclusively for educational purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE FIFTEEN

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourteen hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE SIXTEEN

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue

Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SEVENTEEN

AMENDMENT

These by-laws may be amended or modified by the written consent of three-fifths of the Board of Directors at a duly called annual or special meeting.

ARTICLE EIGHTEEN

INDEMNIFICATION

The corporation shall indemnify any director, officer or committee member against all liabilities, claims, judgments or penalties, whether actual or threatened, which are asserted against them in connection with such person's participation as a director, officer or committee member of the corporation, including reimbursement of such person's reasonable expenses and costs of defense actually and necessarily incurred, except such expenses and costs related to any matter as to which the director, officer or committee member is derelict in the performance of his or her duties.