

National Lupine Association, Inc.

Bylaws

Approved by the Board ~ October 2016

ARTICLE I: Name

The name of this corporation is National Lupine Association, Inc., a 501(c)(3) non-profit organization (EIN # 59-3586075, IRS Tax Certificate # 47-00-047404-85C) and shall be referred to hereinafter as "National Lupine" or "NLA."

ARTICLE II: Objectives

The objective of National Lupine Association is to provide education and information about wolfdogs, track legislation pertaining to wolfdogs, and serve as a member-based network, thereby advancing the interest in and promoting the responsible ownership of these animals.

ARTICLE III: Membership

SECTION I—Membership Definitions

There shall be three classes of membership open to those interested in furthering National Lupine's objectives. All members shall pay annual dues according to their class of membership and shall receive the National Lupine newsletter. Members in good standing may also attend all National Lupine public functions. All membership classes shall run for one year. Members who join in April through September will be assigned fiscal year memberships, which will run from 1 July to 30 June. Members who join in October through March will be assigned calendar year memberships, which will run from 1 January to 31 December.

1. **Individual Membership (IM):** This membership is reserved for individuals eighteen (18) years of age or older. Individual members shall have one (1) vote in all matters.
2. **Family Membership (FM):** This membership is reserved for two adults living in the same household who are eighteen (18) years of age or older. Family memberships shall have (1) vote per adult living in the same household for up to (2) votes maximum in all matters.
3. **Business Membership (BM):** This membership is reserved for businesses. Business memberships have one (1) vote—by an individual eighteen (18) years of age or older—in all matters.

SECTION II—Member in Good Standing

Only members in good standing shall be allowed to vote in National Lupine matters as set forth in Article III, Section I. Members are considered to be in good standing if their dues are paid in full and if they have been a member of National Lupine for one (1) year and have not been expelled or suspended, as defined in Article III, Section V.3, during that time.

SECTION III—Membership Dues

1. Membership dues shall be set forth by the board of directors.
2. Dues are payable when application for membership is submitted and shall become due at the beginning of each fiscal year or calendar year thereafter. (See Article III: Section I for an explanation of fiscal vs calendar year memberships.)
3. Dues are considered an obligation to National Lupine and are non-refundable.

SECTION IV—Application for Membership

All applicants for membership shall submit a completed National Lupine membership application together with dues in accordance with the classes of membership for which they are applying. The board reserves the right to deny any applicant—whether it be a new member application or a renewal—if such denial is deemed in the best interest of National Lupine. New applicants or former members for whom the board decides to deny membership—either proactively or reactively—shall not be allowed to attend or participate in National Lupine events.

SECTION V—Termination of Membership

1. **Resignation:** Any member in good standing may resign from National Lupine upon written notice to the Secretary.
2. **Lapsing:** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid sixty (60) days after becoming due. A member whose dues are unpaid will not be entitled to vote.
3. **Expulsion & Suspension:**
 - a. **Member Complaint:** Any member may lodge a complaint against another member for alleged misconduct prejudicial to the best interests of National Lupine's objectives and/or the wolfdog. Written charges must be filed with the Secretary, who shall, in turn, promptly send written notice to the board. If further investigation is deemed necessary by the board, the board shall send a written notice of the charges to the accused member by certified mail and shall request a response in writing from the individual within fifteen (15) days of receipt of delivery of certified mail. If no reply is filed with the Secretary, the member shall be suspended from active membership status. If a response is filed, the board will discuss the matter and will either dismiss the complaint or schedule a hearing on the matter. The member(s) filing the complaint(s) and the accused member(s) may attend the hearing and may present testimony and evidence. All board members must be present at the hearing. All those attending the hearing may be present in person or via electronic means (phone conference, video conference, etc.). A written record shall be made of the hearing. Within twenty (20) days from the date of the hearing, the board shall determine, by a majority vote of the Board of Directors, whether to dismiss the complaint, suspend the member, or expel the member from National Lupine.
 - b. **Board Expulsion or Suspension:** The board reserves the right, by a 2/3 vote of the Board of Directors, to expel or suspend a member at any time when such expulsion or suspension is deemed in the best interest of National Lupine.
 - c. **Suspended Members:** A suspended member shall continue to receive the National Lupine newsletter throughout the current membership period but shall not be allowed to vote, shall not hold an elected or appointed office, and shall not be allowed to attend or participate in National Lupine events until such time as the suspension is lifted by the board. A suspended member may renew his/her membership only upon a 2/3 vote of the Board of Directors. At such time, the suspension will be lifted. If the board agrees to reject the renewal, the member shall not be allowed to renew his/her membership or participate in any National Lupine events.
 - d. **Expelled Members:** Members expelled from National Lupine shall immediately forfeit their right to vote as well as any offices or directorships held at the time of expulsion, shall not be allowed to renew their membership or participate in any National Lupine events, shall not receive the National Lupine newsletter, and shall not be issued any monetary reimbursement of membership dues.

SECTION VI—Non-transferability of Membership

Memberships are non-transferrable.

ARTICLE IV: Meetings

1. **Annual Meetings (NLA Rendezvous):** The annual meeting of National Lupine shall be no later than May 15 of each fiscal year at a place, date and hour designated by the board. The Secretary shall send written notice of the annual meeting via U.S. or electronic mail to each member at least fifteen (15) days prior to the date of the annual meeting. The board (by majority vote of board members in attendance)

reserves the right to request that any attendee and/or attendees' animals (member or non-member) leave the annual meeting.

2. **Special Meetings:** Special meetings may be called (1) by the President, (2) by the majority of the board who are present at a meeting of the board, or (3) by the Secretary upon receipt of a petition signed by fifteen (15) percent of National Lupine's members in good standing. Such meeting shall be held at such place, date, and hour designated by the Board of Directors. If the special meeting warrants membership vote, written notice of the meeting shall be sent by the Secretary via U.S. or electronic mail to each member at least fifteen (15) days prior to the date of the meeting. The notice of the meeting shall state the purpose of the meeting, and no other National Lupine business may be transacted at such special meeting unless unanimously agreed upon by the board.
3. **Board Meetings:** Board meetings may be called by the President or by a majority vote of the board. The place, date, and hour of such meetings shall be designated by the board or by the President. Board meetings may be held in person or via electronic means.

ARTICLE V: Quorum

1. **Directors' Quorum:** A majority of directors in office shall constitute a quorum for the transaction of business unless otherwise specified/required in the bylaws or articles of incorporation. The vote of a majority of directors present at a meeting (at which a quorum is present) shall constitute the action of the Board of Directors unless otherwise specified/required in the bylaws or articles of incorporation. If less than a quorum is reached, then a majority of those directors present may adjourn the meeting until a quorum is present.
2. **Members' Quorum:** A quorum of members shall consist of voting members (as set forth in Article III, Section I) present in person at a National Lupine event scheduled by the board.

ARTICLE VI: Voting

SECTION I—Voting

1. **Membership Voting:** Only members in good standing as set forth in Article III, Section II shall be allowed to vote, provided that the classes of membership to which they belong hold a vote as set forth in Article III, Section I. Voting may take place either at any National Lupine meeting (as defined in Article IV) at which the member is present or by written ballot without a meeting as deemed necessary by the board.
2. **Board Voting:** Unless otherwise specified, the board will reach decisions based on a majority vote of a quorum of directors as defined in Article V.

SECTION II—Ballots

Voting on certain matters may be by written ballot without a meeting as deemed necessary by the board. When the majority of the board determines that such voting is necessary, the Secretary shall send ballots via U.S. or electronic mail to all voting members. The members shall have thirty (30) days from the mailing date of the ballots to vote on such issues and may vote via U.S. mail or electronic mail. Ballots postmarked after the thirty-day deadline shall not be counted.

SECTION III—Nominations

Nominees must meet all eligibility requirements as set forth in Article VII, Section I: 1. Nominations shall be made only by voting members in good standing (as set forth in Article III, Section II) and only by those who are in attendance at the annual meeting. Each nomination must receive one second from the voting members in attendance. The nominee in attendance must either accept or decline the nomination; the nominee who is absent must either accept or decline the nomination via telephone or in writing via U.S. or electronic mail to the Secretary no later than ten (10) days after the date of nomination or forfeit the nomination.

ARTICLE VII: Directors & Officers

SECTION I—Eligibility

1. **Directors:** All individuals serving on the NLA Board of Directors must be members in good standing for no less than twelve (12) consecutive months and must meet one of the following requirements:
 - a. Owned a wolfdog for no less than three (3) years or
 - b. Volunteered a minimum of 500 documented hands-on hours with wolfdogs at a 501c3 rescue facility or sanctuary, or
 - c. Possess other qualifications, as deemed appropriate by the board.
2. **Officers:** Officers must be members of the Board of Directors (elected or appointed).

SECTION II—Board of Directors

The administration of the affairs of National Lupine shall be vested in the NLA Board of Directors. The board may appoint committees from time to time as deemed necessary to advance the objectives of National Lupine or to aid in particular projects. There are two classes of directors--voting and non-voting:

1. **Voting Directors:** The Board of Directors shall consist of at least three (3) and not more than seven (7) voting directors. The number of directors to be elected each year shall be decided by the board. Because NLA is registered in Florida, at least one director must be a Florida resident (member in good standing). The voting directors shall be elected by the voting membership and shall serve staggering two-year terms as follows:
 - a. For a board of three (3) to four (4) directors, at least one (1) director's term but no more than two (2) directors' terms shall expire each year.
 - b. For a board of five (5) directors, at least two (2) directors' terms but no more than three (3) directors' terms shall expire each year.
 - c. For a board of six (6) to seven (7) members, at least three (3) directors' terms but no more than four (4) directors' terms shall expire each year.
2. **Non-voting Director:** One (1), and only one (1), non-voting and non-mandatory director may be appointed by the voting directors for a one-year term. A non-voting director may be appointed from the members in good standing because of specific talents and/or experience and need not meet the eligibility requirements of Article VII, Section I.

SECTION III—Duties of Directors

1. **Online Meetings:** All directors (voting and non-voting) shall commit to online board meetings, which are generally bi-monthly (every two weeks), and to the planning of the annual meeting (*i.e.*, the NLA Rendezvous). As such, all directors are required to have consistent access to the internet and be available for the designated board meetings.
2. **Annual Meeting (NLA Rendezvous):** All directors shall commit to attend at least one annual meeting during their two-year tenures as directors. Whenever possible, all directors shall strive to attend all annual meetings.

SECTION IV—Officer & Non-Officer Positions

The duties and descriptions of the four (4) officer positions are as follows:

1. **President:** The President shall preside over all meetings of members and the Board of Directors. The President shall have all the duties and powers normally assigned to the office of president and may also perform other duties as delegated by the board. The President shall issue the notice and agenda for all meetings.
2. **Vice President:** The Vice President shall perform such duties as shall be assigned by the President or by the board. The Vice President shall assume the office of the President in the event of the absence, resignation, or disability of the President.
3. **Secretary:** The Secretary shall attend all board meetings and shall record the minutes thereof. The Secretary shall then issue the minutes of the meeting to the Board of Directors (and to any member who so requests). The Secretary shall oversee voting, nominations, and counting of votes, except when the Secretary is up for re-election, in which case a director not up for re-election shall be appointed as the

elections supervisor by the President. The Secretary shall also be responsible for handling all correspondence coming into the "info" account. The Secretary shall also perform other duties as assigned by the board.

4. **Treasurer:** The Treasurer shall keep the financial records and shall report thereon to the board at every board meeting and to the membership at the annual meeting. The Treasurer shall be responsible for the collection, custody, supervision, and transfer of funds and shall perform other duties as assigned by the board.

The duties and descriptions of the three (3) non-officer positions are as follows:

1. **Webmaster:** The Webmaster shall be responsible for the upkeep of the NLA website and shall perform other duties as assigned by the board. This position may be held by any member in good standing and is appointed by the board.
2. **Editor:** The Editor shall be responsible for creating, printing, and disseminating the quarterly newsletter and member insert (if any). The Editor shall perform other duties as assigned by the board. This position may be held by any member in good standing and is appointed by the board.
3. **Membership Coordinator:** The Membership Coordinator shall respond to correspondence from members pertaining to membership and shall ensure that the membership database is current and that each board member receives regular updates to the membership database. The Membership Coordinator shall disseminate annual member renewal notices in a timely manner to minimize loss of members. The Membership Coordinator shall periodically contact past members in a membership drive to increase membership. The Membership Coordinator shall perform other duties as assigned by the board. This position may only be held by a director and is appointed by the board.

SECTION V—Election of Directors & Officers

1. **Election of Directors:** National Lupine's voting directors shall be elected by the voting membership and shall serve a two-year term. Elections shall be held annually either in person at the annual meeting or by written ballot. Written ballots will only be necessary if more individuals are nominated at the annual meeting than positions available to be filled. When written ballots are required, the Secretary will mail them to National Lupine members no less than fifteen (15) days after the date of the annual meeting. Ballots must be returned to the Secretary (unless the Secretary is up for re-election, in which case a director not up for re-election shall be appointed as the elections supervisor by the President) via U.S. mail (postmarked no later than June 30) or via electronic mail (received no later than June 30). The ballots will be opened and tallied no later than July 1. The results of the election, whether in person at the annual meeting or by written ballot, shall be made public to the membership in the next regularly scheduled newsletter (due in July). Elected directors shall assume their positions at the beginning of the fiscal year (July 1).
2. **Election of Officers:** The Board of Directors shall elect the officers from the new board no later than August 1. These officers will serve until the next scheduled election at the beginning of the next fiscal year. Newly elected officers must meet the eligibility requirements as set forth in Article VII, Section I. A director shall be limited to serving no more than two officer positions.

SECTION VI—Removal of Director, Officer, or Non-Officer Positions

1. **Director Removal:** A director may be removed by the membership or by the Board of Directors as outlined below.
 - a. **Member Removal of a Director:** Any director may be removed from the board by a 2/3 vote of voting members in good standing at a meeting of members called expressly for that purpose. Absentee votes shall be accepted if received by the Secretary prior to the beginning of said meeting. Removal shall be without prejudice to any contractual rights of the person so removed, but election of a director shall not in itself create contractual rights.
 - b. **Director Removal of a Director:** A director may be removed by the Board of Directors only by unanimous vote of the remaining board members. Removal shall be without prejudice to any contractual rights of the person so removed and may be for such reasons as insubordination that causes significant disruption to the board, blatant failure to perform his or her duties, consistent failure to attend meetings, etc.
2. **Officer Removal:** An officer may be removed from office at any time based on a 2/3 vote of the Board of Directors whenever, in its judgment, the best interest of National Lupine will be served thereby. Removal

of an individual from an officer position does not necessitate removal of said individual as a director. Removal of an officer is usually due to, but not limited to, the individual's inability to perform the duties of that office. Removal shall be without prejudice to any contractual rights of the person so removed, but election of an officer shall not in itself create contractual rights.

3. **Non-Officer Removal:** An individual serving the NLA board in a non-officer position may be removed from said position at any time based on a 2/3 vote of the Board of Directors whenever, in its judgment, the best interest of National Lupine will be served thereby. Removal of an individual from a non-officer position is usually due to, but not limited to, the individual's inability to perform the duties of that position. Removal shall be without prejudice to any contractual rights of the person so removed, but appointment of an individual to a non-officer position shall not in itself create contractual rights.

SECTION VII—Vacancies

Any vacancies occurring on the board or among the officer or non-officer positions between annual meetings may be filled by appointment of the board until the next annual membership meeting, at which time the appointment must be ratified by a majority vote of the membership in attendance at the annual meeting. An election to fill the position for the unexpired term may be held at the next annual meeting or at a special meeting called for that purpose.

SECTION VIII—Director or Officer Liability

No director or officer shall be liable to National Lupine or to any other director, officer, or third person inside or outside of the organization for any acts or failures to act of National Lupine, the board, officers, or members, not even for their own negligence. If a director threatens or actually takes any kind of legal action against a fellow director or member, such legal action shall not involve National Lupine as an entity in any way. Such threatened or actual legal action must be reported to the board immediately to prevent potential or actual conflicts of interest among the membership and/or the Board of Directors.

ARTICLE VIII: Privacy Policy

The Board of Directors of NLA shall not share, sell, or otherwise release or distribute the NLA membership list to anyone outside the Board. This personal information includes, but is not limited to, members' names, home addresses, email addresses, phone numbers, or any information about members' animals. No persons, either member or non-member, assisting NLA in any capacity, will be given or have access to the NLA membership list. All NLA mailings or correspondence to NLA members will be conducted solely through the Board of Directors.

ARTICLE VIII: Personal Liability

Neither a director nor any officer or member of National Lupine shall have the power to bind the members or an individual officer or director of National Lupine personally. All persons or corporations extending credit to, contracting with, or having any claims against National Lupine shall look only to the funds and properties of National Lupine for any debt, damage, judgment, or decree of monies that may otherwise become due or payable to them from National Lupine, so that neither the members, nor the directors, nor the officers (present, past, or future), nor anyone serving NLA in an official capacity shall be personally liable therefore.

ARTICLE IX: Amendments

Amendments to National Lupine's bylaws and articles of incorporation may be approved by the Board of Directors at a special meeting of the board called for that purpose. Amendments to National Lupine's bylaws and articles of incorporation may be proposed by the board or by written petition to the Secretary signed by no less than fifty (50) percent of the voting membership in good standing. If proposed by the voting membership via petition as set forth above, amendments must be voted on and passed by no less than seventy five (75) percent of the voting members in good standing during the annual meeting. If the board proposes amendments, the amendments must be voted on and passed by 2/3 vote of the entire board.

ARTICLE X: Fiscal Year

National Lupine's fiscal year shall be July 1 to June 30 and is the taxable year of National Lupine for federal income tax purposes.

ARTICLE XI: Founding Board of Directors

The Founding Board of Directors of NLA (Founders) are as follows: Jody Haynes, Gerard Hildebrandt, Kat Malstead, Kim Miles, Rose Pospisil, Samantha Tambor, and Holly Yager. If at any time the current NLA Board of Directors decides to make NLA an anti-wolfdog organization, gets deadlocked, or takes the organization in a direction in opposition of the original intent or mission of the organization, the Founders have the ability, and the duty, to, by a 3/4 vote, take control of the board until such time as the conflict is resolved. If the conflict cannot be easily resolved, the Founders have the ability, by 3/4 vote, to take further measures to set NLA back on a path that is consistent with the original intent or mission of the organization; such additional measures may include removing one or more current directors from the board. If all efforts fail, the Founders, by 3/4 vote, have the ability to assume complete control of or dissolve the organization.

ARTICLE XII: Dissolution

National Lupine may be dissolved at any time (1) by a unanimous vote of the directors or (2) by a majority vote of the directors AND written consent of not less than fifty (50) percent of its voting members. In the event of dissolution, the NLA Treasurer shall pay all debts of National Lupine from its funds. The remainder of its assets, if any, shall be donated to a charitable organization (selected by the board and within the meaning of section 501(c)(3) of the Internal Revenue Code) for the benefit of lupine animals: wolves and/or wolfdogs.