

BY-LAWS
Sebasticook Chapter of the
North American Versatile Hunting Dog Association

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ARTICLE I – NAME AND HISTORY, LEGAL STRUCTURE, PURPOSE AND CODE OF CONDUCT

Section 1 – Name

The name of the organization is the "Sebasticook Chapter of the North American Versatile Hunting Dog Association" (hereinafter, the "Chapter").

Section 2 – Chapter History

Founding members initiated the Chapter in 1999. The organization was officially created as a Chapter of NAVHDA International by its original members on January 8, 2000.

Section 3 – Legal Structure

The Chapter is a domestic non-profit corporation organized and operating as a public benefit corporation under Title 13-B of the laws of the State of Maine (Maine Revised Statutes Title 13-B, Maine Nonprofit Corporation Act). The Chapter is designated as a 501(c)(3) public charity by the Internal Revenue Service.

Section 4 – Physical Location and Legal Address for Process of Service

The Chapter's physical location is its training fields at The Versatile Place, 1011 Village Road, Smithfield, ME 04978. For the purposes of corporate filing requirements and process of service, the office and address of the Chapter shall be the residence address of the Chapter's Treasurer.

Section 5 – Chapter Purpose

The Chapter is organized by and operated for the benefit of its members. Its primary purposes include but are not limited to:

- Educating members in the techniques of training and caring for versatile hunting dogs;
- Educating members in firearms safety and safe and ethical hunting techniques;
- Conducting hunt tests of versatile hunting dogs according to the standards and procedures of the North American Versatile Hunting Dog Association;
- Promoting conservation of game and habitat; and
- Informing members on social and legal issues that impact hunting with and training of versatile hunting dog breeds.

Section 6 – Code of Conduct

Chapter members are expected to treat each other with civility and respect, to handle their dogs humanely and, in general, to observe the NAVHDA International Code of Conduct & Sportsmanship (Appendix 1).

ARTICLE II – MEMBERSHIP AND DUES

Section 1 – Membership

- (a) Membership will be open to any person regardless of race, religion, gender, age or place of national origin.
- (b) A member in good standing is defined as a person – either an individual or a member of a household – who has completed the membership application form, who has paid the requisite dues, and who maintains membership in NAVHDA International. A person becomes a voting Chapter member upon meeting these requirements.
- (c) There will be three (3) classes of paid membership open to all persons 18 years of age and older and two (2) classes of unpaid membership. All classes of members except Honorary Life Members must also meet membership requirements of and maintain membership in the North American Versatile Hunting Dog Association (NAVHDA International).

(1) Individual Membership

A person who has completed and signed the Board-approved membership form, paid the Chapter's annual dues set by the Board of Directors, and who also meets membership requirements of and maintains membership in NAVHDA International is designated as an Individual Member. An Individual Member will have the right to vote in Chapter elections and on Chapter business.

(2) Household Membership

Two adults (over 18 years old) living at the same address who have completed and signed the Board-approved membership form, paid the Chapter's annual dues set by the Board of Directors, and who also meet the membership requirements of and maintain membership in NAVHDA International may be designated as Household Members. Both Household Members will have all the rights and privileges of the Regular Membership, and both will have the right to vote in Chapter elections and on Chapter business.

(3) Life Membership

An individual person may become a Life Member of the Chapter upon payment of Life Membership dues as set by the Board of Directors. No additional Chapter membership-related dues will be collected from the member with Life Membership status. Life Members must also meet membership requirements of and maintain membership in NAVHDA International. A Lifetime Member will have the right to vote in Chapter elections and on Chapter business.

(4) Junior Membership

A person under eighteen (18) years of age is eligible for Junior Membership at no charge provided that the person also maintains membership in NAVHDA International. Junior Members will have all benefits of Regular Membership except voting privileges. A member is no longer eligible for Junior Membership on December 31 following that person's eighteenth (18th) birthday.

(5) Honorary Life Membership

The Board may elect to provide individual Life Membership status to any person

who makes an outstanding contribution to the purpose of the Chapter. An Honorary Life Member is not required to pay dues and does not receive voting privileges.

Section 2 – Dues

Annual Chapter dues will be due and payable on January 1 of each year and will apply for one (1) calendar year. A majority vote of the Board of Directors will set the amount of dues that apply to each membership type. Members who have not paid dues by March 15 of the calendar year will be placed in a suspended status and will have no voting rights and will not be eligible to receive any special discounts or privileges that may be available to members. If dues are not paid by the time of the Semi-annual meeting, the member will be terminated. New members who pay dues after September 30 will be paid through the end of the subsequent year.

Section 3 – Additional Fees

The Board of Directors may establish and impose additional fees for designated Chapter functions and programs outside of customary activities.

Section 4 – Disputes

All formal disputes must be submitted to the Board in writing. In the event of a dispute or grievance between or among members which is of such a serious nature as to damage the purpose or reputation of the Chapter, the Board will convene an *ad hoc* Special Judicial Committee consisting of one member from each standing committee, chaired by a member nominated by the President. The purpose of this committee is to investigate and mediate the dispute in an attempt to provide a resolution. Should the efforts of the committee fail to produce a satisfactory resolution, then the committee will report their findings to the Board for final arbitration.

Section 5 – Expulsion

The Board may revoke the membership of an individual for any action determined to be harmful to the Chapter, or any action contrary to the conduct of a sportsperson who respects and conserves the natural environment.

Expulsion shall require good cause shown and a majority vote of the Board. Should the individual wish to contest the vote of expulsion, they may file a first appeal to an *ad hoc* Special Judicial Committee chosen to address the appeal. The committee shall consist of five Chapter members in good standing (no more than two of which shall be members of the Board), drawn at random from a pool of willing applicants serving on standing committees, to investigate and adjudicate the dispute. If the committee upholds the Board's decision to revoke membership by a majority vote, then the individual shall be ineligible for membership for the term of one year, after which time the individual may petition the Board for reinstatement with a second appeal, to be voted on by the general membership at either the Annual or Semiannual meeting. Should the second appeal be denied, then the individual will be considered ineligible for membership with the Chapter. There will be no refund of dues or fees following expulsion.

ARTICLE III- BOARD OF DIRECTORS

The Chapter's Board of Directors (the "Board") consists of four (4) Officers and five (5) Directors who are elected by the Chapter members. The Officers also serve as Directors and members of the Board of Directors. The Officers and Directors act together as a Board to

supervise and manage the business affairs of the Chapter as well as the physical assets and property owned by the Chapter. Individual Board members have no separate, independent powers other than those ascribed to their Board positions. A member may not serve in more than one elected office at any given time. Only one member from a household or immediate family member may serve on the Board at any given time.

Section 2 – Directors’ Duties.

- (a) The Directors will prepare and present a status report of the Chapter’s business activities in their purview at each Annual and Semiannual Meeting, when called upon by the members, or at any special meeting of the Chapter.
- (b) Directors will perform the duties identified by their position descriptions as described in these By-Laws.
- (c) As defined in Article IV of these By-laws, the Board will have the power to establish standing or *ad hoc* committees for the purposes of conducting Chapter business.
- (d) The Officers and Directors shall have a duty to ensure the proper treatment of confidential information related to the organization.
- (e) The Officers and Directors shall also ensure a smooth transition of duties and relevant Chapter documentation to their successors.

Section 3 – Meetings of the Board

The Board will meet a minimum of six (6) times per calendar year. A quorum for meeting purposes will consist of six (6) members of the Board. A majority vote of the Directors present will decide all business of the Board. A meeting of the Board may be held at any time and at any place as called for by the President on seven (7) days' notice to each Director. Such notice may be verbal or written. Meetings may be held in person, via phone or through electronic means. Board meetings are open to members, but they may not participate unless invited and will not have voting privileges. The Board reserves the right to close any meeting to membership to enter into an executive session.

Section 4 – Resignation, Removal, Absence and Vacancy

Resignation

An Officer or Director may resign from office at any time by writing to the Board. Such resignation will be valid without any formal vote by the Board.

Removal

The Board may remove any member of the Board for failure to perform duties, misconduct, or to protect the integrity or stability of the Chapter. Upon a majority vote of the Board, a special meeting will be held not fewer than seven (7) or more than thirty (30) days from that vote regarding the proposed removal. The Board will inform the Board member pending removal of the date and time of the special meeting, and the nature of the charges, and invite that member to attend the special meeting. At the special meeting, both sides will have the opportunity to present evidence and witnesses. All interested Chapter members may attend and be heard. The Board will remove the member of the Board in question from

office upon a 2/3-(67%) majority vote. The failure of the member of the Board in question to attend this special meeting will constitute a resignation. Any member of the Board will be removed without a vote if requested in writing from NAVHDA International. Such removal will be effective immediately upon receipt of said notice.

Absence

Generally, in the absence of the President, the Vice President will assume the duties of the President. In case of the absence of both the President and Vice-President, the remaining members of the Board may appoint a President *Pro Tem* (for the time being).

Vacancy

In the event of a permanent vacancy in the office of the President, the Vice President will assume the role of President and serve out the remainder of the President's term. In case of any vacancy in any other Officer or Board position, the President may fill the vacancy by appointment with the approval of the Board at its first regular meeting following the creation of such vacancy, or at a special board meeting called for that purpose.

Section 5 - Terms of Office

Directors will hold offices for terms of two (2) years. New terms begin immediately upon the conclusion of the election and announcement of election results. Each retiring Officer or Director will turn over to his/her successor all properties and records relating to that office within 30 days after the election.

Section 6 - President

The President will serve as the chief executive officer of the Chapter and, in recess of the Board, will have general and active management of its business and affairs, subject, however, to the right of the Directors to delegate any specific powers to any other officer or officers. The President, when present, will preside at all meetings of the Chapter, and/or the Board, and will appoint and determine the time and place of all meetings thereof. The President will make annual reports showing the condition of the affairs of the Chapter, make recommendations and bring before the Board information regarding the business and property of the Chapter. The President will be by virtue of position a member of all standing committees of the Board.

Section 7 - Vice-President

The Vice-President will assume the office of President in the event of a vacancy occurring therein.

Section 8 - Secretary

The Secretary will attend all meetings of the Board, record all votes, and prepare and maintain the minutes of all proceedings, as well as maintain a record of all Chapter correspondence. Following review and approval of the minutes by a majority of the Board, the Secretary will distribute the minutes to the Chapter members. The Secretary will give proper notice of all Chapter meetings. In addition, the Secretary maintains the Chapter membership records.

Section 9 - Treasurer

The Treasurer will keep and maintain financial records of the Chapter, maintain bank accounts, sign

checks, and receive and disburse monies. The Treasurer will maintain the records and receipts of all business transactions of the Chapter. In addition, the Treasurer will render to the President and the Board an account of all transactions as Treasurer and of the financial conditions of the Chapter at the regular meetings of the Board, and upon special request of the Board.

Section 10 - Director of Testing

Except for the specific duties of the Test Secretary and the Director of Judging, the Director of Testing is responsible for the organization of all field tests given by the Chapter and securing volunteers to assist with the set up and running of tests. Testing preparation includes grounds set up; posting necessary signage; working with the bird steward to assure adequate numbers of birds to run the test; set up of blinds and heeling course; working with the gunning director to assure sufficient trained gunners available as well as adequate supply of shells; and acquisition and deployment of all equipment such as decoys, training dummies and kayaks.

Section 11 - Director of Communications

The Director of Communications will be responsible for the preparation and publication of all Chapter messaging to the membership as well as maintaining and updating the Chapter Web site.

Section 12 - Director of Judging

The Director of Judging is responsible for securing all judges for tests, arranging for their transportation, meals and lodging, as well as insuring prompt reimbursement of all judges' expenses. The Director of Judging is also responsible for judge development within the Chapter.

Section 13 - Director of Training

The Director of Training is responsible for organizing all training clinics including securing volunteers to assist with the training. The Director of Training also works with the bird steward to assure adequate numbers of birds are available to run a clinic and works with other Chapter members to keep and maintain the training equipment of the Chapter.

Section 14 – Test Secretary

The Test Secretary also serves as a Director and a Member of the Board of Directors. The Test Secretary is responsible for the administrative requirements necessary to organize and execute a NAVHDA field test. The Test Secretary obtains approval from NAVHDA International for all Chapter test dates; receives and processes test entries; handles all communications with handlers; oversees determination of the running order; prints and distributes running order; prepares judges' scorecards and test report forms. The Test Secretary also works with other members of the Board regarding any modifications to Chapter tests, test fees and practices, and refund policies.

Section 15 - Delegates at Large

Two (2) Delegates at Large serve on the Board. These positions will be grandfathered into the operations of the Board until the conclusion of the 2025-2026 term. For the 2026 election year (2027-2028 term) and subsequent terms, the positions of Delegates at Large are terminated.

ARTICLE IV -- COMMITTEES

Section 1 -- Committees

Committees assist in the running of the Chapter as well as fostering an environment of

transparency, accessibility, and engagement within the Chapter. Committees will be organized into two categories: standing committees, which will aid in the regular operations of the Chapter's affairs, and ad hoc committees, which shall be created on an as-needed basis. Both types of committees shall be composed of both general membership and individuals serving on the Board and may vary in size at the discretion of the Committee chair, who must also be a current member of the Board. The Chairperson of each committee shall make reports on their group's projects, plans, and progress at regular meetings of the Board to facilitate the sharing of information between different committees and keep the Board apprised of all pertinent Chapter business. All individuals serving on a committee may be asked to serve on a Special Judicial Committee should the need to form one arise. Sections 2 and 3 describe the Chapter Committees operating as of the date of the adoption of these By-laws.

Section 2 – Standing Committees

Finance Committee. The Finance Committee has fiduciary responsibility for oversight of the Chapter's finances. The Committee monitors and maintains the Chapter's solvency in order to function as a 501(c)(3) organization and fulfill the Chapter's mission statement. This Committee also develops the Chapter's annual business plan and budget with input from the President, Board members and Committee chairs. The Treasurer serves as a member of the Finance Committee but shall not Chair the Committee.

Fundraising Committee. The Fundraising Committee focuses primarily on raising funds to support special programs and capital projects. To the extent possible, membership dues and test and clinic fees are intended to underwrite the core activities of the Chapter.

Training Committee. The purpose of the Training Committee is to support the Director of Training and provide input in the design and hosting of training clinics and other training opportunities. The goal of the Committee is to empower members with the knowledge and skills to train, test, and hunt with their versatile dogs by promoting responsible training practices.

Youth Training Committee. The Youth Training Committee conducts special, focused clinics to encourage the development of future generations of hunters and handlers to train, test and hunt with versatile hunting dogs under the auspices of NAVHDA International and its training and testing programs.

Stewardship Committee. The Stewardship Committee manages the Chapter's infrastructure, including buildings, land, and property, in order to provide a safe and exceptional facility to its members and guests. The Committee also provides recommendations to the Board for future improvements to the Chapter's land and physical assets, including but not limited to scope of work and cost estimates.

Section 3 – Ad Hoc Committees

By-laws Review Committee. Reviews and prepares drafts of amendments to the Chapter's By-laws to reflect the current needs of the Chapter. The By-laws Review Committee will present the revised draft of the By-laws to both the Board and the membership for review and approval.

Special Judicial Committees. Special Judicial Committees are comprised of Chapter members to

assist in the fair and transparent mediation of conflict within the Chapter.

ARTICLE V – CONDUCT OF CHAPTER BUSINESS

Section 1 – Procedures for Conducting Business

Except for the voting provisions outlined in Article X – Physical Assets and Real Property, and in Article VIII – Elections, Chapter business may be conducted by use of the postal service, electronic mail, other electronic formats or methods, or during regular in-person and special chapter meetings.

Section 2- Regular Meetings of the Membership

At a minimum, the Chapter will hold one Annual and one Semi-Annual in-person meeting of the membership.

Section 3 - Voting on General Chapter Business

Chapter members may vote on general chapter business during a regularly scheduled Chapter meeting. The majority vote of the members present will decide all ordinary business of the Chapter provided **ten (10) days' written notice** of the meeting is given, and an agenda of items for discussion and voting is provided in advance. For purposes of voting on general Chapter business, a quorum of the general membership is the number of members in attendance at the meeting. A majority vote will carry the motion. Only members in good standing are eligible to vote on general Chapter business.

Section 4 – Field Testing

- (a) As stated in Article I, Section 5 – Purpose, one of the primary purposes of the Sebasticook Chapter is to conduct hunt tests of versatile hunting dogs. The chapter must conduct all tests in accordance with the requirements established by NAVHDA International.
- (b) Owners and/or Handlers testing a dog at the Sebasticook Chapter must be current members of NAVHDA International. Owners and/or Handlers testing a dog with the Sebasticook Chapter need not be members of the Chapter.
- (c) The rates for testing fees are set by the Chapter Board. The Board may vote to establish different fee structures applicable to Owners/Handlers who are Chapter members and those who are not Chapter members.

Section 5 - Gunners

Safe and accurate gunning by designated Chapter gunners is essential. The training and performance of Chapter gunners will be governed by the NAVHDA Aims Programs Test Rules and the Chapter's Protocols and Procedures for Gunners contained in Appendix 2 to these By-laws.

Section 6 – Membership in Other Organizations

- (a) The Board may, by majority vote, determine that the Chapter shall become a member of any other appropriate organization (e.g., Sportsman's Alliance of Maine, Pheasants Forever, etc.) upon determining that its purposes are consistent with the Chapter and its By-laws. The Chapter may not be a member of any organization which would jeopardize the Chapter's IRS 501(c)(3)

status.

- (b) The Chapter's votes as a member of any other organization shall be cast by the President or the President's designee, subject to the directions of the Board.

Section 7 - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, will govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special rules of order the Chapter may establish.

ARTICLE VI – POWERS, LIABILITIES AND COMPENSATION

Section 1. Powers of the Chapter.

Subject to review and approval by the general membership, the Chapter may perform any act incidental to the carrying out of its business and purposes, including but not limited to

- (a) acquiring, owning, managing and transferring real and personal property,
- (b) borrowing money or otherwise incurring debts and liabilities,
- (c) making, issuing, endorsing and negotiating checks, promissory notes, bills of sale and negotiable instruments,
- (d) mortgaging, pledging or granting security interests in Chapter assets, and
- (e) suing and being sued in its own name.

Nothing herein contained will be construed as authorizing the Chapter to act contrary to the provisions of the law, but it will have all powers and privileges to do all acts not prohibited by the laws of the state of Maine.

Section 2. Chapter's Liabilities.

Neither the Chapter nor any of its Officers or Directors shall have any liability to any member or other person arising from or relating to membership, suspension of membership or expulsion, or any good faith error or inaccuracy taken in good faith on behalf of the Chapter.

Section 3. Officers' and Directors' Liabilities.

No member, Officer or Director of the Chapter shall be personally liable for any act done in good faith in the exercise of that person's powers and duties.

Section 4. Personal Liabilities.

No Officer, Board member, or Chapter member appointed to special offices or committees representing the Chapter shall be personally liable for any act done in good faith in the exercise of that person's powers and duties.

Section 5. Compensation and Reimbursement.

Chapter members, including Officers and Board members, serve as unpaid volunteers. All approved expenses incurred by Chapter members will be reimbursed by the Chapter with proper

documentation. Vehicular expenses will be reimbursed at the IRS approved mileage rate. No part of the net earnings of the Chapter may benefit, or be distributed to its members, trustees, directors, officers, or other private persons, except that the Chapter is authorized to pay reasonable compensation for services rendered and to make payments and reimbursements in furtherance of the purposes set forth in these By-laws.

Section 6 - Use of Funds. The Chapter's funds shall be used only for the Chapter's purposes as set forth in these By-laws and may not be distributed, directly or indirectly, to the Chapter's members, Officers or Directors except (a) as reimbursement for out of pocket expenses incurred on behalf of the Chapter and approved by the Board, or (b) if at the Board's request a member performs special services for the Chapter of the same kind regularly performed by that member in the course of current or former employment, the member may be compensated at the same rate as in the course of such employment (e.g., a Member who is a certified public accountant may be compensated at that Member's regular hourly rate for auditing the Chapter's finances), but no Member shall be compensated for serving as an Officer or Director or committee member.

ARTICLE VII – FINANCES AND RECORDS

Section 1 - Fiscal Year. The Chapter's fiscal year shall be the calendar year.

Section 2 - Books. The Treasurer shall maintain accurate books reflecting all of the Chapter's receipts and expenditures, cash on hand, and pending financial obligations.

Section 3 – Annual Business Plan and Budget. The Board will review and vote on the annual business plan and budget. After approval by the Board the annual business plan and budget shall be distributed to the membership for approval at the semi-annual meeting.

Section 4 – Limits on Transactions without Review. Transactions outside of the approved budget which are valued up to \$500 can be approved at the discretion of the President or Treasurer. Transactions outside of the approved budget which are above \$500 require approval by a majority vote of the Board. Transactions outside of the approved budget which are above \$1,000 must be reviewed and approved by a majority vote of the Chapter members.

Section 5 – Audited Financial Statements. The Treasurer shall obtain an audited financial report and statement of assets and liabilities at any time upon the request of the Board.

Section 6 - Financial Report to Membership. At least twice a year, including annually at year's end, the Treasurer shall prepare a balance sheet reflecting the Chapter's assets and liabilities on a cash basis summarized by categories, and the amount of cash on hand. The Board shall review and approve the Chapter's financial statements provided by the Treasurer. The financial statements shall be distributed to the members following review and approval by the Board.

Section 7 – Inspection of Books. The Chapter's articles, By-laws and amendments, minutes of meetings, books and records, bank records and financial statements shall be made available for inspection where they are maintained by any member, and by any person authorized by the Chapter, upon reasonable notice.

ARTICLE VIII – ELECTIONS

Section 1 – Terms of Office

The chapter will hold elections every other year in even number years.

Section 2 - Nominations

Any member in good standing may be a candidate in a Chapter election, either through self-nomination or through nomination by another Chapter member. All candidates nominated or self-nominated must submit a written statement confirming their willingness to serve as well as a candidate statement describing their background and qualifications, experience with NAVHDA and the Chapter, and their experience with other hunting and training organizations. One person may be nominated for more than one office; however, that person may only appear on the ballot for one position.

Section 3 - Balloting

The Board of Directors will present a ballot to the general membership each election year on the schedule listed below. Balloting may be conducted via postal service or electronic polling service. The ballot will list the offices that are up for election and the names of the nominee(s) for each office. In addition to the nominated and self-nominated members running for office, the balloting will permit write-ins.

Timetable for Conducting Elections

(To be initiated in even-numbered year prior to new term)

| <u>Action</u> | <u>Deadline</u> |
|--|-----------------|
| Call for Nominations | By September 15 |
| Candidates Submit Their Candidates' Statements | By October 10 |
| Slate of Candidates Circulated; Balloting Begins | By October 20 |
| Deadline for Return of Completed Ballots | By November 15 |
| Announcement of Election Results; New Board Assumes Their Roles | By November 20 |

Section 4 – Voting

Individual and Household Members in good standing are entitled to one vote per person for each office on the ballot.

Section 5 – Assumption of Duties

Newly elected Officers and Directors shall assume their duties immediately following their election by the membership. Outgoing Officers and Directors shall ensure a smooth transition of duties by briefing their successors on the responsibilities of their offices, providing relevant Chapter documentation, and training on the use of any applicable software to their successors. The transition to the new Board, including all documentation, training materials and equipment, must be completed within 30 days.

Section 6 - Disputes of Election

The Board will be the sole arbiter of disputes regarding the validity of the election.

ARTICLE IX – AMENDMENTS OF ARTICLES OR BY-LAWS

Section 1. – Periodic Review of By-laws

A formal review of the Chapter's By-laws will be conducted every five (5) years or sooner if circumstances warrant. The Board will appoint an *ad hoc* By-laws Review Committee to conduct the formal review.

Section 2 - Proposal of Amendments

Any proposed amendment to the Chapter's Articles of Incorporation or By-laws shall be subscribed to by at least five current Members and shall be submitted to the Secretary in writing. The Secretary shall refer any proposed amendments to the Chapter's Articles of Incorporation or By-laws to an *ad hoc* By-laws Review Committee specially convened for that purpose by the Board.

Section 3 – Review of Proposed Amendments

The *ad hoc* By-Laws Review Committee will submit any proposed amendments to the Board for review and approval. Following approval by the Board, the proposed By-Laws amendments will be presented to the membership for final review and adoption.

Section 4 -- Membership Vote on Amendments

Within one hundred twenty (120) days after the receipt of a proposed amendment, the Secretary shall distribute the proposed amendment to all current Regular Members along with a form of ballot -- either electronically or via postal service -- for voting on the amendment. The form shall specify the deadline by which all ballots must be received in order to be counted, which shall be not less than 30 days from the date of distribution.

Section 5 -- Adoption of Amendments

An amendment to the Articles of Incorporation or By-laws shall be adopted only if it is approved by an affirmative 2/3 (67%) vote of the entire Regular Membership via a vote conducted through either postal or electronic service.

Section 6 -- Announcement of Results

The Secretary shall inform the entire Membership of the results of any such vote within thirty (30) days of the close of balloting. The Secretary shall maintain the Chapter's official records of all amendments so adopted.

Section 7. Severability

It is the desire of this Chapter that, should any provision of these By-laws be held invalid by any court or state agency, the invalid provision is severed from the remaining contents of the By-laws, and that the remaining contents be upheld as valid.

ARTICLE X – PHYSICAL ASSETS AND REAL PROPERTY

Section 1 – Management

The Board shall oversee and manage assets and real property belonging to the Chapter. This includes equipment, real property, infrastructure, and associated assets related to the purpose of the Chapter.

Section 2 – Sale of Assets

With the exception of donations made to the Chapter, the sale of any assets owned by the Chapter and valued at more than \$1,500 shall require a vote of the entire general membership. The proposed reason for the sale of land will be presented to the general membership by the Board of Directors. A vote of the general membership shall be required and conducted by either postal mail or in an electronic polling format sent to current Chapter members in good standing who are entitled to cast a vote. Approval of the sale of any land shall require a 2/3 (67%) majority vote of the members of the Chapter.

ARTICLE XI – DISSOLUTION OF THE CHAPTER

Should the Board determine that total liquidation of assets or complete dissolution of the Chapter is necessitated, the Board will ensure that a formal dissolution and distribution process will be followed per the requirements under Maine Revised Statutes Title 13-B (Maine Nonprofit Corporation Act), Chapter 11 (Dissolution) and IRS Revenue Procedure 82-2. The Board shall meet the following required procedures including, but not limited to:

- Recorded Board vote to liquidate and/or dissolve;
- Filing a Notice of Intent to Dissolve with the Maine Secretary of State;
- Payment of all debts and obligations of the Chapter;
- Development of a plan for distribution of the balance of all remaining monies and property to qualified 501(c)(3) organizations including other NAVHDA chapters, NAVHDA International or likeminded organizations within the State of Maine.
- Recorded votes of approval of the asset distribution and dissolution plan by the Board of Directors and by the Chapter members.
- Recorded vote approving the Articles of Dissolution.
- Filing Articles of Dissolution with the Maine Secretary of State.
- Filing of final Form 990 with the Internal Revenue Service.

APPENDIX 1



NAVHDA Code of Conduct & Sportsmanship

The North American Versatile Hunting Dog Association is committed to fostering a culture of exemplary sportsmanship and developing and maintaining a safe and healthy environment for activities aligned with its mission. These activities include but are not limited to training, testing, breeding, and judging versatile hunting dogs as well as interacting with chapters and their members. We firmly believe that the opportunity to participate in NAVHDA-related events is a privilege, which is accompanied by the responsibility to act with dignity, integrity, and respect at all times.

All NAVHDA members, including handlers, owners, breeders, judges, volunteers, and spectators, are expected to observe and support civility, ethical conduct, maturity, and integrity in their interactions with all fellow members. These same, high standards of behavior apply not only to members' interactions with people but with all animals including dogs and game. Flagrant and substantiated violations of this Code of Conduct may result in termination of membership as described in Section 2.09 of the NAVHDA By-laws.

(Revised October, 2023)

APPENDIX 2

CHAPTER PROTOCOLS AND PROCEDURES FOR GUNNERS

Placeholder for updated protocols and procedures for gunners