

**AMENDED AND RESTATED REGULATIONS
OF
INTERNATIONAL LABRADOODLE ASSOCIATION INC.
DOING BUSINESS AS
AUSTRALIAN LABRADOODLE ASSOCIATION OF AMERICA**

1. MEMBERS

1.1 - Membership Classes and Voting Rights. There shall be two (2) classes of membership: Breeder Members and Pet Members. Breeder Members shall be members who are breeders with at least one breeding Labradoodle or Australian Labradoodle, an approved kennel with the Australian Labradoodle Association of America ("ALAA"), and listed on the ALAA website. Pet Members shall be members who have at least one pet Labradoodle or Australian Labradoodle that is spayed or neutered or under contract to be spayed or neutered. Each Breeder Member shall have one vote on all matters related to the bylaw revisions, board elections, breed standard, grading scheme, testing requirements, paw program, infusion rules, and other rules or issues requiring specialized familiarity with the breed or breeding, as determined by the Directors. Pet Members shall not be entitled to vote on any matters or issues of the organization.

1.2 Annual Meetings. An annual meeting of members shall be held for the consideration of reports to be laid before such meeting, and such other business as may come before the meeting. Such meeting shall take place within 30 days of October 1st. In the event that an annual meeting is omitted by oversight or otherwise, the directors shall cause a meeting in lieu thereof to be held within 60 calendar days and any business transacted at such meeting shall be as valid as if transacted or held at the annual meeting. Such meeting shall be called and notice thereof given in the same manner as the annual meeting. There shall be no voting at the annual meeting as voting by membership requires separate notification by email with a link to online voting.

1.3 Special Meetings. Special meetings of members may be called by the president, or in the case of the president's absence, death, or disability, the vice president authorized to exercise the authority of the president, the directors by action at a meeting, a majority of the directors acting without a meeting, or members holding 50% of the voting power of the corporation and entitled to vote at the meeting.

1.4 Notice of Meetings. Written notice stating the time, place, and purposes of all meetings of members shall be given by or at the direction of the president or secretary and delivered by one of the methods described in this Article 1.4. No business other than that specified in the notice shall be considered at any special meeting. (i) Written notice may be delivered personally or sent by electronic mail transmission or by U.S. mail with postage or fees prepaid, not less than 10 nor more than 60 days before the date of the meeting to each member entitled to notice of the meeting. If notice is given by personal delivery or electronic mail, the notice is deemed to have been given when delivered or transmitted. If notice is sent by U.S. mail, express mail, or courier service, the notice is deemed to have been given when deposited in the mail. (ii) Written notice may be delivered as part of a newsletter, magazine, or other publication regularly sent to members

at the member's address or email address provided by the Breeder Member and stored in the corporation's members' records, or, in the case of members who are residents of the same household and who have the same address shown in the corporation's members' records, such written notice is effectively delivered if addressed or delivered to one of such members at the address appearing in the corporation's members' records.

1.5 Notice of Waiver. Any member may waive in writing notice of the time, place, and purposes of any meeting of members, either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such member of notice of such meeting.

1.6 Quorum. The number of Members present in person, by conference call or other virtual methods of communication, timely mail or by timely proxy at any validly called meeting of the members shall automatically constitute a quorum for such meeting. In order for a vote of membership to be valid, all members must be notified per email of the upcoming vote at least one week before voting deadline. The affirmative vote of the members holding a majority (>50%) of the voting power present at a validly called meeting shall be necessary for the authorization or taking of any action voted upon by the members, but no action required by law, the articles, or these regulations to be authorized or taken by the holders of a specified proportion of the voting power or number of members of the corporation may be authorized or taken by a lesser proportion or number.

1.7 Adjournment. The members holding a majority of the voting power of the corporation represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

1.8 Proxies. Any person who is entitled to attend or vote at a members' meeting or to execute consents, waivers, or releases may be represented or vote at such meeting, execute consents, waivers, and releases, and exercise any of such person's other rights by proxy or proxies appointed by a writing signed by such person.

1.9 Voting by Mail. Any person (including a natural person) who is entitled to attend or vote at a members' meeting or to execute consents, waivers, or releases may be vote at such meeting, execute consents, waivers, and releases, and exercise any of such person's other rights by writing signed by such person and mailed to the attention of the president or secretary prior to such meeting; except voting by mail shall not be permitted when voting to authorize the sale or other disposition of all or substantially all of the assets of the corporation.

1.10 Place of Meeting. All meetings of members shall be held at the place stated in the notice of meeting, which may be anywhere in the United States of America.

1.11 Action Without a Meeting. Any action which may be authorized or taken at a meeting of the members may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the members who would be entitled to notice of a meeting for such purpose, or such other proportion or number of voting members, not less than a majority, as the articles of incorporation or these regulations permit. Any such writing shall be filed with or entered upon the records of the corporation.

1.12 Prohibition on Membership in Competitive Organizations. No member of the corporation shall be permitted to be simultaneously a member of the corporation and a director, officer, or similar role or capacity in or with respect to another organization, whether for profit or not for profit, that is competitive with the corporation or is, by design or practice, in opposition to the corporation in the judgment of the board of directors (a "Competing Organization"). The Board shall, from time to time, identify organizations that constitute Competing Organizations, and may promulgate standards regarding their judgment of the same. The corporation shall provide notice to any member who the board of directors ("Board") have reason to believe is a director, officer, or similar role or capacity of a Competing Organization. Any such member shall be removed from the corporation upon such prior notice as may be determined by the Board unless such member can demonstrate to the reasonable satisfaction of the Board that such member is not a director, officer, or similar role or capacity of such Competing Organization. Any member terminated hereunder shall be refunded the remaining portion, if any, of any prepaid membership fees

2. BOARD OF DIRECTORS

2.1 Board of Directors - Classes. There are two classes of board members: 1) Director members and 2) Director Officer members. Both hold equal voting power.

2.2 Board of Directors - Number. The number of board members shall be determined from time to time by the members of the board. If the number of board members is not fixed by the Articles of Incorporation, the number shall be at least seven, including at a minimum but not limited to the following: Directors Officers: President, Vice-President, Secretary, Treasurer, and up to three Directors at-large. However, if the number of board members exceeds the number of qualified candidates, it shall not be a violation of these Regulations for there to be less than the chosen number from time to time.

2.3 Election: See Section 3.1 for election of Directors seats and Section 4.1 for election of Director Officer seats.

2.4 Board of Directors- Board Meetings. The Board shall meet annually, for the purpose of organization, the election of Director Officers, and the transaction of other business. Such meeting shall be held at the place and time fixed by the Board, and if a majority of the Board members are present at such annual meeting no prior notice of such meeting need be given to the Board. The place and time of such organizational meeting may also be fixed by consent of all the Board members. Other meetings shall be held at such times and places as may be determined by the

Board. Special meetings of the Board may be called by the chairperson of the board, if one is elected, the president, or any three board members.

2.5 Board of Directors - Notice of Meeting(s). The secretary shall give written notice either delivered personally or sent by telegram, telecopy, or electronic mail transmission or by U.S. mail, express mail, or courier service, with postage or fees prepaid, of the time and place of each Board meeting, to each board member at least two days before the meeting. Board meetings may be held at any place, or by telephone conference call, designated in the notice, within or without the State of Ohio. If notice is given by personal delivery or electronic mail, the notice is deemed to have been given when delivered or transmitted. If notice is sent by U.S. mail, express mail, or courier service, the notice is deemed to have been given when deposited in the mail or with the courier service. The notice need not specify the purposes of the meeting, and the Board may consider any matter at any meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

2.6 Board of Directors - Waiver of Notice. Any board member may waive in writing notice of the time, place, and purposes of any board meeting either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of any board member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such board member of notice of such meeting.

2.7 - Board of Directors - Quorum. A majority of the number of board members fixed at the previous members' meeting shall constitute a quorum at all Board meetings including meetings of the remaining board members for the purpose of filling a vacancy in the board of directors. The act of a majority of the board members present at a meeting at which a quorum is present is the act of the Board.

2.8 - Board of Directors - Compensation. No Director shall receive any compensation from the corporation for services performed in his or her official capacity as a Director, but Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties. Nothing in this section shall prevent compensation to a person for services rendered to the Corporation as an employee or as otherwise engaged by the Corporation.

2.9 - Board of Directors - Action Without a Meeting. Any action which may be authorized or taken at a Board meeting may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of board members who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the corporation.

2.10 - Board of Directors - A board member shall not vote or debate on any matter in which the board member has a direct or indirect financial interest. The Board shall adopt and maintain at all times a conflict of interest policy, and shall submit a conflict of interest disclosure and periodic confirmations of their compliance with the same. The Board may approve, by a majority vote of

all members, a transaction in which a board member has a financial interest if the facts of the transaction and the board member's interest are disclosed and the transaction is seen to benefit the ALAA.

3. DIRECTORS

3.1 Election. The breeder membership shall vote upon all open positions in such election year. Any ALAA member breeder may be nominated to hold a position as a Director so long as the ALAA is the only Labradoodle breed club they belong to. All nominees will be submitted to the membership for a vote. A majority of the members that vote shall determine the open Director positions. All positions terms shall be staggered so that the Board is able to maintain institutional knowledge and organization continuity.

3.2 Directors - Term. Each Director shall hold office until their term limits are up, a successor is elected and qualified, or until early resignation, removal or death. Each term is for two years with the exception of the initial 2019 election. Two Director seats will begin with a 1 year term.

3.3 Directors - Removal. The Board, by a 2/3rds majority vote of a quorum of the board of at least 75% may remove any Director from office at any time. The removal vote should be taken by ballot. The Director subject to the removal shall not be entitled to vote on his/her removal. Failure to so elect a new Director shall be deemed to create a vacancy in the board of directors. Once a Director is removed from office in accordance with this Section 3.3, he or she shall not be eligible for future service on the Board.

3.4 Directors - Vacancies. In case of a vacancy of a Director, the Board by a unanimous vote may elect a successor who shall hold office for the unexpired term. If the number of board members should at any time be less than the number necessary to constitute a quorum, or the remaining board members fail to agree promptly on a successor, then a special meeting of the members shall be called and held for the purpose of electing Directors.

4. DIRECTOR OFFICERS

4.1 Director Officers - Election. At each election, member breeders shall submit nominees for any open Director Officer seat to the Nominating Committee. All nominees must be an exclusive member of the ALAA - meaning the ALAA is the only Labradoodle breed club the nominee belongs to. The Nominating Committee will review the nominees and prepare a slate of nominees for final Board review. Once approved, that slate will be presented at the annual organizational board meeting for vote by the member breeders. A majority of the member breeders that vote shall determine the new Director Officers. In the event that the number of available individuals to fill the open positions is less than needed, the Board shall combine the duties of such position in any reasonable manner necessary to meet the needs of the ALAA for the subsequent term. Any two or more of such offices may be held by the same person as permitted by law, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is

required by law, the articles, or these regulations to be executed, acknowledged, or verified by two or more officers.

4.2 Director Officers - Term and Vacancy. The term for each Director Officer position is set forth below. The Director Officers shall hold office until their successors are elected and qualified, or for such shorter period as the Board may provide. No Director Officer shall hold the same Director Officer position for more than five terms. Any Director Officer may be removed at any time by the Board with a $\frac{2}{3}$ majority vote of at least 75% quorum of the Board. Nothing herein shall be construed to affect any valid contractual obligation of the corporation to any Director Officer. The Board may fill any vacancy in any office at any time. Notwithstanding anything else contained herein, Director Officers that hold multiple offices, may serve in all such capacities until the expiration of their role that has the longest term limit, which shall be deemed term limit that shall apply to each role.

4.3 Director Officers - Chairperson of the Board. The chairperson of the board, if one is elected shall participate in meetings of members and board of directors. Generally, the chairperson shall be expected to lead meetings and oversee the operation of the Board. The chairperson shall not be entitled to vote other than to break a tie vote. Term limit for this position is 2 years.

4.4 Director Officers – President. The President shall exercise supervision over the affairs of the corporation and the board of directors. In the absence of, or if a chairperson of the board has not have been elected, the President shall preside at all meetings of members and board of director meetings. The President shall have such other powers and duties as the Board may from time to time assign. The term for this position shall be 2 years.

4.5 - Director Officers - Vice President(s). The Vice Presidents shall have such powers and perform such duties as may from time to time be assigned to such Vice President by the Board or the President. At the request of the President or in case of the President's absence or disability, the Vice President, or, if more than one, one of the Vice Presidents in the order of their seniority, shall perform all the duties of the President and when so acting shall have all of the power of the President. The term of this position shall be 2 years.

4.6 - Director Officers - Secretary. The Secretary shall be the custodian of the corporate records and shall keep the minutes of each meeting of the Board. Meeting announcement will be emailed to all member breeders within 30 days of meeting. The Secretary shall also see that all notices are given in accordance with the provisions of these Bylaws or as required by law. He/she should perform all duties incident to the office of Secretary and any other duties assigned by the Chair or Board. The term for this position shall be 2 years.

4.7 - Director Officers - Treasurer. The duties of the Treasurer shall be those usually prescribed for such office and as may be assigned to him/her from time to time by the Board or the president. The Treasurer shall exercise oversight over all funds, as well as the receiving and depositing of all dues and fees in the bank of the corporation. He/she shall also be responsible for all necessary disbursement of funds. He or she shall perform all duties of the office of Treasurer and other

duties assigned by the Chair or Board. The Treasurer shall be responsible for providing monthly financial statements to the Board and a yearly financial statement, in detail, to all breeder members. The term for this position shall be 2 years.

5. COMMITTEES

5.1 Committee - Committee Formation. The Board may create committees as needed, such as quality management, public relations, data collection, etc. The board will appoint the committee chair. One member of the Board will serve on each committee.

5.2 Nominating Committee -The Nominating Committee responsibility is to identify candidates to serve as Director Officers of the ALAA. The committee will assist the Board by preparing a slate of recommended nominees for Director Officer positions that become vacant at the next annual meeting.

- A) The nomination committee will consist of three members and two alternates. One member and one alternate will be a board member.
- B) The president shall not be eligible to serve on the nominating committee, nor shall any breeder member that belongs to any other labradoodle registries or clubs.
- C) The term for nominating committee members is for two years. The maximum service on a nominating committee is three terms.
- D) Any persons who serves on the nominating committee shall not be eligible for consideration as a nominee to the board of directors for the immediately following term.
- E) The nominating committee shall prepare a list of nominees for each open office including but not limited to soliciting and receiving nominee candidates from the membership. The minimal approval of two nominating committee members is necessary for each candidate.
- F) The consent of candidates must be secured in advance of a nomination.
- G) The report of the nominating committee shall be presented to the Board for approval. Once approved it shall be published to the membership in the monthly announcement, and shall be presented for vote at our annual meeting, or a special meeting called specifically for an election.

6. EMPLOYEES

6.1 Employees - The Board or President with the board approval may elect to hire employees as needed to maintain the day to day operations of the corporation, including but not limited to a General Manager, Bookkeeper, IT, Quality Control, Membership, and administrative assistant(s). Board members may also at the discretion of the Board serve as employees but may not participate in any decision affecting their own employment, and must adhere to the "Conflict of Interest" policy of the organization. Further information regarding employees is written in an employee manual, and in policy and procedures of the organization.

7. INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Indemnification. (i) To the fullest extent permitted by law, the corporation may indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, whether or not it is by or in the right of the corporation, by reason of the fact that such person is or was a Director, Director Officer, Officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or a business corporation, or a limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. (ii) To the extent that a Director, Director Officer, Officer employee, agent, or volunteer has been successful on the merits or otherwise in the defense of any action, suit, or proceeding referred to in subsection 7.1 or in the defense of any claim, issue, or matter in such an action, suit, or proceeding, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection with that action, suit, or proceeding.

7.2 Determination of Indemnification. Any indemnification permitted under subsection 7.1 shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of Director, Director Officer, Officer, employee, agent, or volunteer is proper in the circumstances because such person has met the standard of conduct set forth in applicable law. Such determination shall be made in any of the following manners: (i) by a majority vote of a quorum consisting of Board of the corporation who were not and are not parties to or threatened with the action, suit, or proceeding referred to in subsection 7.1; (ii) whether or not a quorum as described in subsection 7.2(i) is obtainable, and if a majority of a quorum of disinterested board members so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with an attorney, who has been retained by or who has performed services for the corporation or any person to be indemnified within the past five years; (iii) by the members; or (iv) by the court of common pleas or the court in which the action, suit, or proceeding referred to in subsection 5.1 was brought. If an action or suit by or in the right of the corporation is involved, any determination made by the disinterested board members under subsection 7.2(i) or by independent legal counsel under subsection 7.2(ii) shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of the corporation, and, within ten days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

7.3 Advancement of Expenses. (i) Expenses, including attorney's fees, incurred by a Director, Director Officer, Officer, employee, agent, or volunteer of the corporation in defending any action, suit, or proceeding referred to in subsection 7.1 may be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, agent, or volunteer to repay the amount if it ultimately is determined that such person

is not entitled to be indemnified by the corporation under this section 7. (ii) Unless the only liability asserted against a director in an action, suit, or proceeding referred to in subsection 7.1 is pursuant to section 1702.55 of the Ohio Revised Code, the expenses (including attorney's fees) incurred by a director or volunteer in defending such action, suit, or proceeding shall be paid by the corporation. Upon the request of the director or volunteer, together with an undertaking by or on behalf of the board member or volunteer to repay the amount if it ultimately is determined that such board member or volunteer is not entitled to be indemnified by the corporation under this section 7, those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding. Notwithstanding the foregoing, the expenses (including attorney's fees) incurred by a board member or volunteer in defending an action, suit, or proceeding referred to in subsection 7.1 shall not be paid by the corporation upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the corporation by the director or volunteer, if it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the director or volunteer was one undertaken with a deliberate intent to cause injury to the corporation or if it was one undertaken with reckless disregard for the best interests of the corporation.

7.4 Insurance. The corporation may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self insurance, for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or a business corporation, or a limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against that liability under this section 5. Insurance may be so purchased from or so maintained with a person in which the corporation has a financial interest.

7.5 Miscellaneous. The indemnification authorized by this section 7 (i) shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles of incorporation, any agreement, a vote of members or disinterested directors, or otherwise, both as to action by a director, officer, employee, agent, or volunteer in such person's official capacity and as to action in another capacity while holding such person's office or position; (ii) shall continue as to a person who has ceased to be a director, officer, employee, agent, or volunteer; and (iii) shall inure to the benefit of the heirs, executors and administrators of such a person.

8. SEAL

The corporation shall adopt a corporate seal diameter.

9. AMENDMENT

These regulations may be amended or repealed at any annual meeting of members or at any special meeting called for that purpose by the affirmative vote of the members holding a majority of the voting power of the corporation on such proposal provided that an amendment to these bylaws be notified and warned in writing at least 30 days in advance of any special or regular meeting. All amendments shall be placed in the corporation's minute book immediately following these regulations.