



The North American Magyar Agár Association

Bylaws

ARTICLE I

Section 1: Principal Office

The principal office of the Association shall be located in such a place as the Board of Directors shall determine to be appropriate to carry on the business of The North American Magyar Agár Association (NAMAA). The North American Magyar Agár Association (the Association) shall conduct business at such other offices as the Directors deem necessary from time to time.

ARTICLE II

Membership

Section 1: Eligibility

There shall be two types of memberships: (1) Single Adult (over 18 years of age) and (2) Family (two adults living at the same address). These memberships shall consist of Magyar Agár owners, breeders, and others interested in the breed. Each person applying for membership in the NAMAA, even in those cases of a Family membership, shall execute the then current membership application of the NAMAA. Membership in the Association shall be nontransferable.

Section 2: Dues

Every member shall pay annual dues. Family memberships shall be eligible for a special dues rate and each shall receive all the privileges accorded members of the Association. Dues shall be due on the first day of January of each year. Dues paid by anyone joining the Association during the last two (2) months (November, December) of the year shall be credited to the following year. Any member in arrears may not be readmitted to membership until such arrears have been fully paid. Notice shall be emailed or mailed during the month of November of each year to each member that annual dues are due January the first. The board of directors shall be empowered to fix the amount of dues from time to time as required.

Section 3: Voting Rights

Each adult member shall be entitled to one vote; Family memberships, which include two adults living at the same address, shall have two votes.

Section 4: Election to Membership

Each applicant for membership shall apply on a form approved by the board of directors and which shall provide that the applicant agrees to abide by the Constitution and Bylaws of The North American Magyar Agár Association. The application shall state the name, address and any other information as the board of directors may direct. Accompanying the application the prospective member shall submit dues which shall be refunded if the application is rejected. The board of directors may elect applicants at any time and applications for membership shall be acted upon as soon as possible after the filing of said application. Any application, which has been rejected by the board of directors, may not be resubmitted for a period of at least twelve (12) months from the date of rejection.

Section 5: Termination of Membership

- (A) By resignation - Any member in good standing may resign from the Association upon written notice to the President of the board of directors; but no member may resign when in debt to the Association. Dues obligations are considered a debt to the Association and they become due on the first day of each calendar year.
- (B) By lapsing - A membership will be considered as lapsed if such member's dues remain unpaid after the first day of the calendar year; however the board of directors may grant 90 days of grace to such delinquent members in meritorious cases. In no case may a person whose dues are unpaid be entitled to attend or vote at any Association meeting or hold any official position.
- (C) By expulsion - A membership may be terminated by expulsion pursuant to Article VI of these Bylaws.

Section 6: Reinstatement

A member terminated by reason of resignation or lapsing must reapply according to Article II, Section 4. An expelled member may not reapply for a period of at least two (2) years, but not more than five (5) years.

Section 7: Registration of Hounds

As a condition to the registration of hounds with the Association the following criteria shall, among other criteria, established from time to time by the Association, be satisfactorily demonstrated by each hound owner.

- (1) That the owner must be a current member of the NAMAA
- (2) That the following photographs of the hound and information must be submitted:
 - (a) Photographs of front and both sides of the hound in color, standing (on a hard surface)
 - (b) The hound's name, date and age at time of photograph are written on the back of each photograph.
- (3) A copy of the hound's pedigree; Pedigrees which have not been issued by a foreign or domestic kennel club recognized by the NAMAA must include the hound's name and be signed by the breeder
- (4) A completed and signed application

Section 8: Breed Standard

The NAMAA adopts the breed standard for the Magyar Agár as established by the Fédération Cynologique Internationale (FCI).

ARTICLE III

Meetings

Section 1: Association Meetings

The Annual Meeting shall be held once each calendar year as designated by the board of directors and all members shall be advised of the date, time, and place thereof at least 10 but not more than 90 days in advance thereof, either personally or by mail, at the discretion of the President. If mailed, such notices shall be deemed to be delivered when deposited in the United States Mail. Notice of the Annual Meeting shall also be deemed to be delivered when included in an edition of the NAMAA newsletter published at least 30 but not more than 120 days in advance thereof. A quorum for such meetings shall be at least the board of directors of the Association.

The board of directors may designate any location as the place of the meeting. Each member shall have one vote. When a quorum is present at any annual or special meeting, the vote of the majority of the members present in person shall decide any question brought before such meeting, unless the question is one upon which by express provision of law or of the Bylaws, a larger or different vote is required, in which case such express provisions shall govern and control the decision of such question. Unless herein or by statute otherwise provided, all voting shall be BY VOICE.

Section 2: Special Meetings

Special meetings may be called by the President or by a majority vote of the members of the board of directors. Notification of said special meeting and its purpose shall be made to the members of the Association in the same manner as set forth in Article III, Section 1. A special meeting must be limited to the purpose for which it was called.

Section 3: Board Meetings

The board of directors must meet at least once in each calendar year. If possible, a meeting of the board of directors shall be held in conjunction with the Annual Meeting of the Association. The President may call other meetings of the board of directors. Notice of the place, date and time of any meeting must be given to the members of the board of directors, either in writing, personally, or by e-mail or at the discretion of the President, at least ten (10) days prior to the date of said meeting. In the event of agreement to forgo such notification by a sufficient number of the members of the board of directors to constitute a quorum, meetings may be held at any time either in person, by telephone conference or e-mail. The quorum for such meetings shall be two-thirds (2/3) of the members of the board of directors present either in person or by proxy. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting, if such action is taken by unanimous consent, which sets forth the action, is signed by each director, and is filed with the Minutes of the Proceedings of the Board of Directors.

Section 4: Meeting Procedure

Except as otherwise herein provided, meetings shall be conducted in accordance with Robert's Rules of Order, Revised, latest edition. Any action required or permitted to be taken at any meeting of the board of directors or of any committee, may be taken without a meeting, if all

members of the board or committee, as the case may be, consent thereto in writing or e-mail, and the e-mail, writing or writings are filed with the Minutes of proceedings of the board or committee. Members of the board of directors or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE IV

Board of Directors and Officers

Section 1: Board of Directors

(A) Duties and Powers;

- (1) The business and affairs of the Association shall be managed by its board of directors
- (2) The board of directors shall, at each annual meeting, present a report to the Association members of the property, operations and affairs of the Association for the preceding year
- (3) The board of directors shall elect the officers of the Association to serve for the ensuing two years, and announce these officers in the NAMAA Newsletter

(B) Number, Tenure and Qualification;

- (1) The number of directors shall be made up of not less than three (3) or more than thirteen (13) members of the Association
- (2) The President shall always be elected from the board of directors
- (3) If any member shall die, resign or for any reason be unable to serve, a successor can be appointed from within the Association membership, by the remaining members of the board of directors, to fill such vacancy. The board of directors may leave no more than 1 position unfilled
- (4) No more than two (2) sitting members of the board of directors shall be non-U.S. citizens
- (5) No member of the board of directors or standing committee member or officer shall be personally liable to the Association or its members for monetary damages, for breach of fiduciary duty as a director, committee member or officer notwithstanding any provision of law imposing such liability, provided that such liability is imposed by applicable law, shall not be eliminated for (1) any breach of a director, committee member's or officer's duty to the Association or its members, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (3) any transaction from which a director, committee member or officer derived an improper personal benefit. No member, director, committee member or officer of the Association shall be personally liable for any debt, liability or obligation of the Association

(C) Resignation;

Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein and if no time is specified, at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it effective.

(D) Removal;

Any member of the board of directors may be removed for cause by a vote of two-thirds (2/3) of the other members of the board of directors at a meeting of those members present in person,

provided such director shall have been mailed a written notice, signed by the President, of the charge preferred against him or her at least 30 days prior to such meeting.

(E) Compensation;

Directors shall not receive any compensation for their services as directors, but by resolution of the board of directors may be compensated for expenses incurred by them on behalf of the Association.

Section 2: Officers

The officers of the Association shall be a President, Vice President, treasurer, secretary and such other officers as may be elected by the board of directors from time to time. Any two or more offices may be held by the same person. The officers shall serve for a term of two years from the date of their election and may be reelected by the board of directors to serve additional consecutive terms.

(A) President;

The President shall be the principal executive officer of the Association, shall supervise all its business and affairs, shall preside at all meetings of the board of directors, and shall have the duties and power normally appurtenant to the office of President. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed.

(B) Vice President;

The Vice President shall have duties of the President in case of the President's death, absence, or incapacity. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the board of directors.

(C) Treasurer;

The treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be approved by the board of directors; he or she shall in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the board of directors. His or her books shall at all times be open to inspection of the board of directors and he or she shall report to them at every meeting the condition of the Association's finances. At the Annual Meeting he or she shall render an account of all monies received and spent during the previous calendar year.

(D) Secretary;

The secretary shall be responsible for recording the minutes from all Association meetings.

(E) Resignation;

Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it effective.

(F) Salaries;

The officers of the Association shall perform their duties without salary except as to officers for whom the board of directors shall specifically authorize the payment of a salary, or of compensation.

(G) Removal;

Any officer of the Association may be removed by a two-thirds vote of the board of directors at a meeting of those members present in person.

(H) Association Year;

The Association's officers and members of the board of directors shall take office July 1st, following election. The terms of all elected and appointed officers and members of the board of directors, serving on January 1, 2005, shall be extended by six (6) months to accommodate this change.

(I) Succession;

Each retiring officer shall turn over to his or her successor in office, as soon as is practicable, but not later than one month after his or her retirement, all properties and records relating to that office.

ARTICLE V

Committees

Section 1: Temporary Committees

The President, with the approval of the board of directors, or the President of any permanent committee with the approval of the board of directors, may appoint committees or subcommittees to advance the work of the Association. Such committees and subcommittees shall always be subject to the final authority of the board of directors or the permanent committee which appointed them. The President shall be a member ex-officio of all such temporary committees. Any committee appointment may be terminated by a majority vote of the board of directors.

Section 2: Permanent Committees

The only permanent committee shall be the Disciplinary Committee.

ARTICLE VI

Discipline

Section 1: Charges by Board of Directors, Registrar, Administrative Director

Any member of the board of directors, the Registrar or Administrative Director may prefer charges against any member of the Association for any alleged activity which is:

- (1) In violation of the Constitution or Bylaws of the Association.
- (2) Is contrary to the objects and purposes of the Association.
- (3) Is considered likely to prejudice or damage the image of the Association.
- (4) Interferes with the efficient operation of the Association.
- (5) Compromises the Breed Standard in any way.

Written charges with specifications must be filed in duplicate with the President of the Disciplinary Committee by mailing such charges and specifications to the Association office. The Disciplinary Committee shall consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interest of the Association or the breed. If the Disciplinary Committee considers that the charges do not allege conduct which would be prejudicial to the best interest of the Association or the breed, it may:

- (1) Drop the matter;
- (2) If the Disciplinary Committee entertains jurisdiction of the charges, notice shall be given to the accused member and to the complainant of a meeting of the Disciplinary Committee on the Friday before the next regularly scheduled meeting of the board of directors. In addition, the President, or his designee, shall promptly send one (1) copy of the charges to the accused member by registered mail, together with a notice of the hearing. The accused member shall have the opportunity to personally appear in his own defense, be represented if he chooses by counsel, and bring with him any witnesses or documentation which he may choose to submit to the Disciplinary Committee for their consideration. Any accused member choosing to be represented by counsel or to bring witnesses shall give the President of the Disciplinary Committee notice of the names of the counsel and/or witnesses at least ten (10) days before the hearing. A copy of all documentation, which the member intends to bring to the hearing, shall be sent to the President of the Disciplinary Committee, by registered mail, at least ten (10) days before the Hearing.

Section 2: Member Charges

Any member of the Association may prefer charges against any member of the Association, in accordance with Member Complaint Procedures established from time to time by the board of directors of the Association, for any alleged activity which is:

- (1) In violation of the Constitution, Bylaws, or rules and regulations of the Association.
- (2) Is contrary to the objects and purposes of the Association.
- (3) Is considered likely to prejudice or damage the image of the Association.
- (4) Interferes with the efficient operation of the Association.
- (5) Compromises the Breed Standard in any way.

Section 3: Disciplinary Committee Hearing

The Disciplinary Committee shall have complete authority to conduct the hearing in a manner which it sees in the best interest of all parties. The alleged offending party shall have the opportunity to personally appear in his or her own defense, be represented if he/she chooses by counsel and bring with him or her any witnesses or documentation which he or she may choose to submit to the Disciplinary Committee for its consideration. Any accused member choosing to be represented by counsel or to bring witnesses or to present documentation shall give the President of the Disciplinary Committee, at least ten (10) days before the hearing, notice of the names of the counsel and/or witnesses and copies of all documentation, in triplicate, which the accused member intends to bring to the hearing. In the alternative, the accused member may elect to submit written documentation in defense of his or her position and an explanation of the circumstances surrounding the complaint. In any such case, the accused member's submission shall be in writing, signed and notarized, including all accompanying exhibits or documentation. The Disciplinary Committee, at its discretion, may temporarily appoint any Association official it deems necessary to review a complaint, attend a hearing and vote on the final determination of the complaint. This temporary member may not be from the board of directors. Upon the final vote of the Committee the temporary member shall leave the Committee.

All meetings and hearings of the Disciplinary Committee shall be held at a location determined by the Disciplinary Committee. The Disciplinary Committee shall set the date and time of any meeting and hearing and any continuation thereof in its sole discretion. The Disciplinary

Committee shall see that both the complainant and defendant shall be treated uniformly in that regard. After hearing all of the evidence, the testimony presented by the complainant and the defendant, the Disciplinary Committee may, by majority vote of those present, recommend no action, or in the event that the Disciplinary Committee determines by majority vote that a complaint is meritorious and that a penalty is appropriate, one or more of the following penalties may be assessed based upon the seriousness of the violation as determined by the Disciplinary Committee:

- (a) Letter of Censure
- (b) Fines ranging from fifty dollars (\$50) to two thousand dollars (\$2,000) which must be paid within thirty (30) days, unpaid balances are subject to interest charges. Membership privileges of the member will be suspended until the fine is paid.
- (c) Restriction of one or more membership privileges.
- (d) Suspension or termination of official Association position.
- (e) Suspension or termination of all membership privileges.
- (f) A combination of any of the above.

All penalties, with the exception of a letter of censure, will be published in the next available issue of the NAMAA Newsletter.

The Disciplinary Committee shall place its findings in written form and shall submit such recommendation to the board of directors to be considered at its next special or regular meeting.

Section 4: Board Action

At the meeting of the board of directors, the directors shall consider the Disciplinary Committee's recommendations with respect to any member brought before the Disciplinary Committee and for which no action or other penalty is recommended. The board of directors shall, by majority vote, have complete authority to accept or modify but may not nullify the decision of the Disciplinary Committee. The President of the Disciplinary Committee shall thereafter notify the complainant and the defendant of the board of director's decision with respect to the recommendations of the Disciplinary Committee and of any penalty, if one has been recommended.

ARTICLE VII

Seal and Colors

Section 1: Seal

The seal of the Association shall be in the form of a circle, shall bear the words "NORTH AMERICAN MAGYAR AGÁR ASSOCIATION" and may have such insignia as is currently displayed by The North American Magyar Agár Association.

Section 2: Colors

The colors of the Association shall be brown and tan.

ARTICLE VIII

Amendments

Section 1: By the Members

These Bylaws may be added to, altered or amended at any Annual Meeting of the Association provided a petition for addition, alteration, or amendment is signed by not less than twenty-five percent (25%) of the Association members in good standing on June 30th of that year and submitted to the President in writing, no later than ninety (90) days prior to the date of the Association Annual Meeting next scheduled. Additions, alterations, and amendments contained in said petition shall be considered by the Board of Directors and submitted to the Association membership together with the Board of Directors recommendation no less than 20 days prior to the next Association Annual Meeting. Any vote to add to, alter or amend the Association's Constitution or Bylaws by petition at any Association Annual Meeting must be by a majority vote of the membership in person or by proxy.

Section 2: By the Board of Directors

These Bylaws may be added to, altered or amended by a two-thirds (2/3) vote of all of the Directors present at any meeting of the board of directors, provided, however, that two weeks notice in writing of the proposed amendment shall have been given to all members of the board of directors.

ARTICLE IX

Association Year

The Association's fiscal and administrative year shall begin on the first day of January and end on the last day of December.

ARTICLE X

Dissolution

Section 1

The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the members. In the event of the dissolution of the Association, whether voluntary or by operation of law, the property and proceeds of the Association shall be divided/distributed as the board of directors sees fit.

ARTICLE XI

Indemnification

Section 1

The Association shall indemnify, to the fullest extent permitted by law, any person made a party to any proceeding by reason of the fact such person is or was a director, officer or standing committee member of the Association, against all judgments, fines, penalties, amounts paid in settlement and reasonable expenses actually incurred by such person in connection with such proceeding to the same extent as if such person had been made a party to such proceeding by reason of the fact such person is or was a director, officer or standing committee member of the Association.

Notwithstanding any other provision hereof, the intent of these Bylaws is to provide, and they shall be interpreted as providing, the fullest possible indemnification of directors, officers and standing committee members of the Association permitted by law.