

ARTICLE I NAME AND PURPOSE

Section 1. Name

The name of the organization shall be Mid-Atlantic German Shepherd Rescue Inc. (MAGSR) also referred to as the 'Corporation'. The Corporation is organized exclusively for charitable and educational purposes within the guidelines of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Purpose

The purpose of the Corporation is:

1. To rescue unwanted, abused, abandoned and/or neglected German Shepherds and mixes.
2. To assess each dog on an individual basis, provide necessary medical care and provide safe housing.
3. To educate the public regarding animal welfare, including the importance of spay and neuter.
4. To educate owners and prospective owners of German Shepherds and mixes about proper care and training, and about other aspects of the breed to the best of our ability.
5. To place rescued German Shepherds and mixes into carefully screened adoptive homes or alternative placements based on their needs.
6. To accept back into the rescue previously adopted Mid-Atlantic German Shepherd Rescue dogs who can no longer remain in their adoptive homes.

ARTICLE II MEMBERSHIP

Section 1. Membership

Membership is open to all persons eighteen (18) years or older interested in the German Shepherd breed and mixes. Membership is to be unrestricted as to residence. Membership shall be granted to an individual upon completion of an application and approval by the Membership Committee. An individual's membership is effective on the date of the notification letter from the Committee. Once the Member accepts the Guidelines for Use, the Member shall be granted access to the Corporation's approved Communication Platform.

Section 2. Dues

Annual membership dues (if any) shall be set by the Board of Directors and shall be assessed and collected as a condition of membership.

Section 3. Termination of Membership

Membership may be terminated as follows:

A Member submission of a resignation in writing (via Internet or US Mail) to the Board of Directors and/or the Membership Committee shall terminate his/her membership immediately.

Section 4. Suspension of Membership

Membership shall be suspended upon receipt of two (2) Code of Ethics Violations within the preceding consecutive three hundred sixty-five (365) days. The suspension period shall be one hundred eighty (180) days. During the suspension period, the Member shall lose of all privileges of membership including voting rights and access to the Corporation's approved Communication Platform.

A request to waive the suspension of membership penalty can be submitted in writing within fifteen (15) days of suspension to the Board of Directors. The waiver shall be decided and the Member notified by the Board of Directors within thirty (30) days of receipt of the request. In order to be granted a waiver for a suspension of membership penalty, a majority of the Board of Directors shall vote in the affirmative for the waiver. A granted waiver shall have no effect on the Member's current Code of Ethics Violations.

Section 5. Reinstatement of Membership

Upon completion of the suspension period, the suspended Member shall submit a request to the Membership Committee to reinstate their privileges of membership.

Section 6. Revocation of Membership

Membership shall be revoked upon receipt of three (3) Code of Ethics Violations within the preceding consecutive three hundred sixty-five (365) days, or by a majority vote of the Membership Committee for any of the following:

1. Conduct that involves removing from MAGSR's possession and control, or misusing, neglecting, damaging, destroying or causing to be damaged or destroyed, any records, funds, equipment, internet access, or other operations or possessions of MAGSR, or otherwise embezzling or taking without

permission, or misappropriating, any such possessions or including event, individual, and other donations or proceeds from MAGSR events or operations, and other sponsored events or operations in which MAGSR participates.

2. Behavior that brings discredit to the Corporation and/or damages the reputation of the Corporation.
3. Non-payment of dues (if any).
4. Being unreachable by telecommunications or through the Corporation's approved Communication Platform for over twelve (12) consecutive months.

A request to reduce the revocation of membership penalty can be submitted in writing within fifteen (15) days of revocation to the Board of Directors. The reduction shall be decided and the Member notified by the Board of Directors within thirty (30) days of receipt of the request. In order to be granted a reduction for a revocation of membership penalty, a majority of the Board of Directors shall vote in the affirmative for the reduction. A granted reduction shall have no effect on the Member's current Code of Ethics Violations, and shall result in the suspension of membership as defined in Article II, Section 4 without the right to request a waiver of penalty.

Section 7. Privileges of Membership

Privileges shall be based on membership stage. The stages of membership shall consist of new, voting-eligible and election-eligible. Privileges of each membership stage are defined below.

A new Member shall at a minimum have the following privileges:

1. Access to the Corporation's approved Communication Platform, and
2. Participate in any Corporation event or activity.

A voting-eligible Member shall at a minimum have the following privileges:

1. All privileges of a new member, and
2. Vote on any issue, except for Amendments, Dissolution and the election/removal of the Board of Directors, brought before the membership.

An election-eligible Member shall at a minimum have the following privileges:

1. All privileges of a voting-eligible member, and
2. Vote for Amendments, Dissolution and the election/removal of the Board of Directors.

ARTICLE III MEETINGS AND VOTING

Section 1. Meetings

Meetings are defined as follows:

1. Member Meeting
 - a. Regular Meeting -held once every quarter during the Corporation's fiscal year, a minimum of four (4) times per year.
 - b. Annual Election Meeting -see Article V, Section 2.
 - c. Special Meeting -called as needed by the Board of Directors.

Ten (10) day advance notice by the Corporation's approved Communication Platform shall be given to all Members for all of the above meetings.

Members shall have seventy-two (72) hours from the meeting notice to submit agenda items to the Secretary of the Corporation.

The final agenda shall be published on the Corporation's approved Communication Platform seventy-two (72) hours prior to all of the above meetings.

Any item not included in the agenda shall not be voted on until a subsequent meeting.

2. Board of Directors Meeting

These meetings can be called at the discretion of the Board of Directors. Board of Directors Meetings may be called by the President or 51% of the Directors. Any meeting of the Directors may be held in person, or via telephone conference call. Board of Directors Meetings shall be held a minimum of four (4) times per year.

Section 2. Voting

A new Member automatically becomes a voting-eligible Member one hundred eighty (180) days after the date of his/her membership notification letter from the Membership Committee.

A voting-eligible Member may become an election-eligible Member by being validated as defined in Article V, Section 4. Once validated, the stage transition occurs at the start of the Annual Election Meeting. The Member remains an election-eligible Member until the start of the next Annual Election Meeting.

Except in the case of a vote for Amendments, Dissolution or the election/removal of the Board of Directors, voting-eligible and election-eligible Members present during a Member Meeting may take part in all other votes being presented at that time. If a vote is called for, the issue(s) shall be decided by majority of voting-eligible and election-eligible Members in attendance.

Election-eligible Members present during a Member Meeting may take part in all votes for Amendments, Dissolution and the election/removal of the Board of Directors being presented at that time. If a vote is called for,

the issue(s) shall be decided by majority of election-eligible Members in attendance unless specified elsewhere in these Bylaws.

Except in the case of a vote for Bylaw amendment or the election/removal of the Board of Directors , at the discretion of a majority of Board of Directors in attendance or a majority of voting-eligible and election-eligible Members in attendance; any issue, item, or resolution can be tabled until the next Member Meeting.

Section 3. Voting Deadlocks

Board of Directors voting deadlocks shall be decided by a majority of the relevant eligible Members who are present at the next Member Meeting.

Election-eligible Member voting deadlocks for the election of the Board of Directors shall be handled as described in Article V, Section 4. All other member voting deadlocks shall be tabled until the next scheduled Member Meeting, unless it is determined by a majority of Board of Directors in attendance to be time sensitive or urgent, in which case the decision shall be made by the Board of Directors during that meeting.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. General Powers

The business and affairs of the Corporation shall be managed by a Board of Directors which may exercise all the powers of the Corporation as granted under the general laws of Maryland except such powers as are conferred upon or reserved to the Members by law, by the articles of incorporation, by these bylaws, or by formal action of the Members.

Section 2. Number, Tenure and Qualifications

There shall be five (5) directors elected by the election-eligible Members.

A Class of two (2) Directors shall be elected in even-numbered years, and a Class of three (3) Directors shall be elected in odd-numbered years. Directors shall be elected to serve for a term of two (2) years.

Directors are elected at the Corporation's Annual Election Meeting and shall continue to serve until a successor shall have been duly elected or until his/her death, resignation or removal from office.

Each Director nominee must have been a Member for the preceding five hundred forty-five (545) consecutive days from the first day of the month in which the election is held and must be validated to become an election-eligible Member for the election they are being nominated.

Only one (1) person from any household or immediate family shall serve on the Board of Directors simultaneously.

Section 3. Term Limits

Members of the Board of Directors shall be limited to one (1) consecutive re-election. At the end of a second elected term, Members of the Board of Directors shall not be considered for nomination during the upcoming annual election.

Once a past term-limited Board of Director member was not nominated for one (1) annual election, that member may be nominated for future vacancies and elections, provided all other qualifications are met.

Section 4. Vacancies

1. President -A vacancy in the office of President shall be filled automatically by the Vice President.
2. Vice President -The resulting vacancy in the office of Vice President shall be filled by a member of the existing Board of Directors by a vote among the Board of Directors.
3. Secretary, Treasurer, Board Members at Large -Any vacancies in the remaining Officer Positions and/or Board of Directors shall be filled by a vote of the existing Board of Directors from qualified candidates nominated by election-eligible Members. Nominations for vacant Board of Director positions must be received by the Election Committee within seven (7) days of notification of the vacancy by the Corporation's approved Communication Platform.

4. The Board of Directors shall notify the general membership of the newly elected Directors and/or Officers within fourteen (14) days of notification of the vacancy.

Section 5. Insufficient Nominations

In the event of insufficient nominations to fill all open board seats of an annual election, the outgoing board members who have met their re-election limit, may be nominated. If there are still insufficient nominations to fill all open board seats of an annual election or there are insufficient nominations to fill a board vacancy, any Member that is validated to become an election-eligible Member for the upcoming annual election shall be considered qualified to be nominated.

Section 6. Quorum

Three (3) of the Directors then holding office shall constitute a quorum for the transaction of business at a Board Meeting. If a quorum is not present at any Member Meeting or Board Meeting, the Directors present may, by vote of the majority adjourn the meeting until another time.

Section 7. Election of Officers of the Board of Directors

1. Immediately following the annual election of the Board of Directors, the Board of Directors shall meet privately to elect the four (4) Officer positions. Each position shall be decided by a majority vote of the Board of Directors.
2. The Board of Directors may choose to meet privately to change the four (4) Officer positions by a majority vote among the Board of Directors.

Section 8. Officers

Regardless of circumstance, no individual shall hold more than one (1) Officer position simultaneously

President

The President of the Corporation shall be the Corporation's principal executive officer and exercise general supervision over all the business and affairs of the Corporation. The President shall have the following specific powers and duties:

1. To preside at all meetings at which he or she is present.
2. To have general and active management of the activities of the Corporation.
3. To see that all orders and resolutions of the Board of Directors are implemented.
4. To operate and conduct the affairs of the Corporation according to the orders and resolutions of the Board of Directors, and according to his/her own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
5. To submit a report of the operations of the Corporation to the members at each Regular Meeting, an annual report to the members at the Annual Meeting, and report to the Directors all matters within his knowledge that should be brought to their attention in the best interests of the Corporation.

In addition to the foregoing, the President shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the members from time to time.

Vice President

The Vice President shall have the duties and exercise the powers of the President in the event of the President's death, absence, or incapability and, when so acting, the Vice President shall have all the powers of and be subject to all the restrictions placed upon the President.

In addition to the foregoing, the Vice-President shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, the Board of Directors, or the members from time to time.

Secretary

The Secretary of the Corporation shall be the custodian of and shall maintain the corporate records and shall be the recorder of the Corporation's formal actions and transactions. The Secretary shall have the following specific powers and duties:

1. To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books at the resident agent of the Corporation, or such other place as the board of directors may order, of all such meetings in the form and manner required by law.
2. To keep at the resident agent's location, open to inspection by member's at all reasonable times, the original or an authentic copy of the bylaws of the Corporation as amended or otherwise altered to date.
3. To attend to the giving and serving of all notices of the Corporation required by law or these bylaws to be given.
4. To attend to such correspondence and make such reports as may be assigned to him or her.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, the Board of Directors, or the members.

Treasurer

The Treasurer of the Corporation shall be its chief fiscal officer and the custodian of its funds and property. The Treasurer shall have the following specific powers and duties:

1. To keep and maintain, open to inspection by the President and any Director or member by written request, adequate and correct accounts of the properties and financial transactions of the Corporation, to include all matters required by law and in the form as required by law.
2. To have the care and custody of the funds and valuables of the Corporation.

3. To maintain accurate lists and descriptions of all assets and liabilities of the Corporation, including land, buildings, and equipment.
4. To oversee the disbursement of corporate funds for expenses by transfers, checks, drafts, notes, and orders for the payment of money as required in connection with the activities of the Corporation.
5. To render at each membership meeting an account of all financial transactions, and a financial statement in a form satisfactory to them, showing the financial condition of the Corporation.
6. To collect dues (if any).

In addition to the foregoing, the Treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, the Board of Directors, or the members.

Section 9. Removal

Members of the Board of Directors may be removed from the board by the following means:

1. A Member of the Board of Directors whose membership is suspended or revoke in accordance with Article II, Sections 4 or 6, shall be automatically removed from the Board of Directors.
2. If in the judgment of the election-eligible Members, a member of the Board of Directors is not serving the best interests of the Corporation they may request that this person be removed from their position by submitting a Recall Petition.

Should this judgment extend to more than one Board of Directors members a separate petition for each proposed removal is required.

This petition must be signed by a minimum of 25% of all the election-eligible Members and submitted to the Board of Directors and the Corporation's Secretary a minimum of fifteen (15) days before the next scheduled Member Meeting.

After status verification of all petitioners, the Secretary shall notify the named Board of Directors member and place a recall vote on the agenda for the next scheduled meeting. At this meeting a majority vote of all election-eligible Members shall be required to remove said director(s).

Section 10. Compensation

Directors as such shall not receive any stated salaries for their services or any reimbursement for their expenses of attendance. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof.

Section 11. Committees of the Board of Directors

1. Autonomous

Autonomous Committees shall be established as specified here in these Bylaws, and shall execute their duties independently.

- a. Election Committee

There shall be a three (3) member Election Committee.

The committee shall be composed of Board of Director members whose term is ending with the upcoming election, and who either cannot be nominated or forfeits their right to be nominated for the upcoming election. If there are not three (3) Directors who meet this criteria, the Board of Directors shall appoint Members to complete the Election Committee. Acceptance of the appointment to the Election Committee results in the forfeiture of the right to be nominated for a position on the Board of Directors during their scheduled term on the committee.

Election Committee members shall serve for a term of one (1) year.

Vacancies shall be announced on the Corporation's approved Communication Platform within seven (7) days of the notification of the vacancy.

All vacancies shall be filled by appointment by the Board of Directors within twenty-one (21) days of the notification of the vacancy.

The Election Committee's term shall be January 1st to December 31st.

The Board of Directors shall appoint one member of the Election Committee as the Chairperson.

b. Membership Committee

There shall be a five (5) member Membership Committee appointed by the Board of Directors.

A Class of three (3) members shall be appointed in even-numbered years, and a Class of two (2) members shall be appointed in odd-numbered years.

Membership Committee members shall serve for a term of two (2) years.

Vacancies shall be announced on the Corporation's approved Communication Platform within seven (7) days of the notification of the vacancy.

All vacancies shall be filled by appointment by the Board of Directors within twenty-one (21) days of the notification of the vacancy.

Only one (1) person from any household or immediate family shall serve on the Membership Committee simultaneously.

The Membership Committee's term shall be April 15th to April 14th.

2. Standing

Standing Committees shall be those established for the purposes requiring the continuous attention of the Corporation.

The Board of Directors shall establish and dissolve Standing Committees as necessary.

Vacancies shall be announced on the Corporation's approved Communication Platform within seven (7) days of the notification of the vacancy.

The establishment of a Standing Committees shall specify the organizational parameters of the committee. The organizational parameters at a minimum shall include: number of members, term limit, term period, if

the committee will have a chairperson, and the appointment process for the committee members and chairperson.

Each Standing Committee shall have a charter statement. The committee's charter statement and organizational parameters shall be recorded on the Corporation's approved Communication Platform.

3. Special

Special Committees shall be established for a stated period to accomplish a specific purpose. At the end of the stated period, the continuation of each Special Committee shall be decided upon by the Board of Directors.

Special Committees shall be established by either the Board of Directors or a majority vote of voting-eligible members.

Vacancies shall be announced on the Corporation's approved Communication Platform within seven (7) days of the notification of the vacancy.

The establishment of a Special Committees shall specify the organizational parameters of the committee. The organizational parameters at a minimum shall include: number of members, if the committee will have a chairperson, and the appointment process for the committee members and chairperson.

Each Special Committee shall have a charter statement. This charter statement shall include the stated period and specific purpose of the committee. The committee's charter statement and organizational parameters shall be recorded in the meeting minutes when the committee is established.

Section 12. Communication Platform

Immediately following the election of officers of the Board of Directors, the Board of Directors shall specify the Corporation's approved Communication Platform for the coming year.

ARTICLE V THE CORPORATION YEAR, ANNUAL MEETING, ELECTIONS

Section 1. Corporation Year

The Corporation's fiscal year shall begin on the first day of January and end on the thirty-first day of December.

Section 2. Annual Meeting

The Annual Election Meeting is a Member Meeting held during the month of May at which time Board Members for the ensuing term shall be elected by secret ballot from among those nominated in accordance with Section 3 of this Article.

Section 3. Nominations

A Member may not be a candidate in an Election who has not been nominated.

Beginning on March 1st, election-eligible Members may nominate candidates for the Board of Directors.

Nominations shall be submitted in writing to the Chairperson of the Election Committee.

All nominations must be submitted no later than March 31st. If the nominated Member declines the nomination or does not meet the qualifications specified in Article IV, Section 2, the nomination shall be withdrawn.

Section 4. Elections

There shall be five (5) Directors elected by the election-eligible Members.

A class of two (2) Directors shall be elected in even-numbered years by the election-eligible Members. The other Class of three (3) Directors shall be elected in odd-numbered years elected by the election-eligible Members.

To be eligible to vote in an upcoming annual election, a Member shall either be a voting-eligible or election-eligible Member, and meet a minimum level of participation since the last annual election. The minimum level of participation is defined as follows:

1. The member shall make a substantive contribution in at least four (4) instances to a Corporation activity (not including meetings) since the previous Annual Election Meeting, and
2. The member shall attend at least one (1) Member Meeting since the previous Annual Election Meeting.

Corporation activities may include but not be limited to: working directly with the dogs, promoting the Corporation at events, administrative duties or fundraising. All meetings specified in Article III, Section 1 do not qualify as an activity.

To vote and become an election-eligible Member, a Member shall validate their eligibility with the Membership Committee as follows:

1. Submit a request for eligibility validation to the Membership Committee by April 1st of the current election year. The request shall include the details of the contribution and a source of verification for each activity submitted, and the date of the Member Meeting that was attended.

2. The Membership Committee shall reply with an eligibility status of accept or reject within fourteen (14) days of the request.
3. The Member has until April 21st of the current election year to contest the rejection or submit a plan to meet the eligibility requirements at least seven (7) days prior to the date of the annual election.
4. If the Member contests the rejection, it shall be the Member's responsibility to provide the evidence of eligibility to the Membership Committee.
5. If the Member submits a plan to meet the eligibility requirements, it shall be the Member's responsibility to submit proof the plan was completely executed to the Membership Committee at least seven (7) days prior to the election.
6. The Membership Committee shall record the roll of validated election-eligible Members on the Corporation's approved Communication Platform at least seventy-two (72) hours prior to the election.

The roll of validated election-eligible Members shall be used for eligibility purposes for all votes up to but excluding the next Annual Election Meeting.

Each election-eligible Member shall have one (1) vote for each position being filled, however no member shall be permitted to cast more than one (1) vote for the same individual.

The top vote getting candidates equal to the number of positions being filled shall be declared the winners of the election. In the event of a tie, an additional vote by the election-eligible Members shall be taken. The additional vote shall only be between the tied candidates. The top vote getting tied candidates that equal the number of remaining positions being filled shall be declared the additional winners of the election. This shall be repeated until all positions are filled. If a tie continues after the third ballot, the names will be placed in a hat and the appropriate number to fill the remaining positions shall be drawn by a member of the Election Committee.

The election shall be officiated by the Election Committee. This shall include generation of the ballots, controlled distribution of the ballots, collection of the ballots, tallying of the votes and if needed the administration of the tie-breaker.

Election results shall be announced at the Annual Election Meeting by the Chairperson of the Election Committee, including the number of votes each candidate receives. The election results shall be posted on the Corporation's approved Communication Platform on the next business day.

The elected Board of Directors shall take office immediately upon the conclusion of the election and each retiring Board Member shall turn over to his or her successor in office all properties, correspondence, and records relating to that office within thirty (30) days after the election.

Section 5. Election Proxy Ballot

If all qualifications are met, a Member who is unable to attend the Annual Election Meeting may select another Member to act as their Proxy at the Annual Election Meeting. An approved Proxy shall be allowed to cast ballots on the behalf of the absent Member for the election.

Qualifications

In order to request a Proxy, the Member must meet the following criteria:

1. Be an election-eligible Member, and

2. Attended at least two (2) Member Meetings since the last Annual Election Meeting, and
3. Did not use a Proxy at the previous Annual Election Meeting, and
4. Trust another election-eligible Member to cast their election ballot(s).

In order to be a Proxy, the Member must meet the following criteria:

1. Be an election-eligible Member, and
2. Must not be a Proxy for any other Member, and
3. Be in attendance at the Annual Election Meeting.

Submission and Approval Process

The Proxy Vote Request must be submitted in writing to the Election Committee no less than seven (7) days prior to the date of the Annual Election Meeting. The Proxy Vote Request must contain the following:

1. The name of the Member who will be the Proxy, and
2. The date(s) of the meeting(s) the requester attended since the last Annual Election Meeting.

Once the Election Committee verifies all criteria have been met by the requesting Member, every member of the Election Committee shall authenticate the Proxy Vote Request by contacting the requesting Member via their contact information on file with the Membership Committee. The Proxy Vote Request is approved once the Election Committee verifies and authenticates the request. If the Proxy Vote Request is not authenticated at least twenty-four (24) hours prior to the Annual Election Meeting, the Proxy shall not be approved.

Voting

When ballots are handed out at the Annual Election Meeting, the approved Proxy shall be given their own ballot(s) and the ballot(s) of the absent Member.

ARTICLE VI ACQUISITION AND ADOPTION OF DOGS

Section 1. Acquisition

The Corporation shall accept for placement dogs of the German Shepherd breed and mixes within the physical and financial means of the Corporation. All dogs shall become the property of the Corporation and shall be returned to the original owner only upon special petition and a majority vote of the Board of Directors. The Corporation reserves the right to spay, neuter, and obtain medical treatment for the dogs, including euthanasia.

Section 2. Application for Adoption

All persons desiring to adopt a dog from the Corporation shall make written application to the Corporation. After applying to the Corporation to adopt a German Shepherd Dog or mix, potential adoptive families and individuals shall be evaluated the Corporation about their ability to humanely care for the dog, including, but not limited to food, medical care, housing, training and supervision. Based on this evaluation, the Corporation reserves the right to deny adoption to any family or individual that it deems inappropriate for any dog.

Families or individuals so denied may petition the Board of Directors for special consideration within fourteen (14) days of denial and a special vote of the Board of Directors shall be held within fourteen (14) days after the petition is filed.

Section 3. Adoption Agreement

All adoptions of a dog from the Corporation shall be subject to a written agreement between the Corporation and the potential adopter.

The dogs are not to be sold, given away, or used for experimental purposes of any kind.

The adoptive families and individuals are legally responsible for the dog once they have accepted the dog for adoption.

Adoptions fees (if any) shall be set by the Board of Directors and shall be assessed and collected as a condition of adoption.

Section 4. Foster Homes

Dogs may be placed in temporary volunteer foster homes if adoptive homes are not available.

The Corporation shall continue to financially support the dog and actively seek permanent placement.

The dog may be removed from the care of the foster family by the Corporation's Board of Directors at any time.

ARTICLE VII NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c) (3) purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VIII AMENDMENTS

The bylaws and Articles of Incorporation may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority of election-eligible Members present at any meeting where at least one-third (1/3) of election-eligible Members are present and at least fifteen (15) day's notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting. Notification shall be by way of the Corporation's approved Communication Platform.

ARTICLE IX DISSOLUTION

The Corporation may be dissolved at any time by a written consent of not less than two-thirds (2/3) of the election-eligible Members.

In the event of the dissolution of the Corporation whether voluntary or involuntary, or by orders of a civil authority, none of the property of the Corporation shall be distributed to any members of the Corporation but after payment of the debts of the Corporation, its property and assets shall be given to a charitable organization for the benefit of dogs, selected by the Officers.

Upon dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE X ORDER OF BUSINESS

At the meetings of the Corporation, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call and Signing of Attendance Sheets
- Minutes of the last meeting and Board of Directors Meetings that have taken place since the last Member Meeting (if any)
- Report of the President
- Report of the Secretary
- Report of the Treasurer
- Election of officers (at the Annual Meeting only)
- Old Business
- New Business
- Open Forum
- Adjournment

Secretary's Certification

I, _____, Secretary of the Mid-Atlantic German Shepherd Rescue, Inc. do hereby certify this ____ day of _____ that the foregoing Bylaws were adopted by the Members effective as of this date.

Secretary