

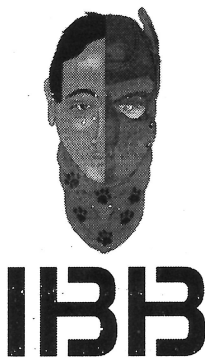
## PREAMBLE

The following bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of **New York** and the Articles of Incorporation of International Barking Brigade. In the even of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of **New York**, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation / Organization, it shall then be these Bylaws which shall be controlling.

## **ARTICLE I - NAME**

The legal name the Non-Profit Corporation / Not For Profit Social Club Organization shall be International Barking Brigade, and shall herein be refereed to as the "Corporation / Not For Profit Social Club Organization." The abbreviation IBB may be used.

Logo



## Article II - Purposes

### Section 2.1 Purposes

To operate as a Not For Profit Social Club Organization until such time we apply for and get approved for 501(c)(3) status. We will treat the social club Organization as if we are 501(c)3 and hold ourselves accountable. Since we will wait, the IRS will judge us on what we did during that waiting period. If we get approved as 501(c)3 then any "donations" we got during the previous 2 years would be tax deductible for the donors on their next tax return.

Until such time we are approved, all sections of this bylaws including the articles of incorporation are to be viewed as a Not For Profit Social Club. Any sections marked with \*\* will be null and void until such time we are incorporated. At such time we will be established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated is organized are charitable and educational, and without limiting the generality of the foregoing, include the following:

- (a) To provide a safe forum to have fun, learn, educate, socialize, contribute, and support each other and the community;
- (b) To establish volunteer monitors to monitor Face Book and other forms of media to find others in the community who are reaching out for help; threw talking with them, help them from taking their lives, doing so with respect and integrity;
- (c) to promote a safe space to promote P.L.U.R. (Peace, Love Unity, and Respect), practice, and promote anti-bullying education to those in and out of the human pup lifestyle, furry lifestyle, and AB/DL lifestyle. While simultaneously providing a forum for education, socialization, contribution to, and support of the aforementioned lifestyles.
- (d) To coordinate efforts with and provide resources and help to other groups, e.g., community event organizers, Pups And Handler (PAH) Groups, Kennel Clubs and other non-governmental organizations (NGOs) with events and education of aforementioned lifestyles;
- (e) To develop, administer, and promote public information projects demonstrating and publicizing the potential benefits of recognizing bullies and abusers vs Alpha's, Daddy's, Maledom's, Dominatrix's, along with Care Givers and Handler's who are upstanding organizations and citizens of the community(s);
- (f) To organize and administer a public database that lists sanctioned Organizations, Packs, and individuals who have gone threw and passed IBB standards of being an upstanding organization and/or citizens of the community(s);
- (g) To establish and maintain via Article I (f) a Best Organization, Pack, or Pup Award and any additional awards that may be deemed by the Board of Directors; and

(h) To further the above purposes by chartering national, state (providence) and local Barking Brigades which will carry out programs implementing the purposes of the corporation on a local basis.

From this point on, until such time we are approved the Not For Profit Social Club Organization will be referred to as IBB for the rest of this document.

**\*\*The purpose for which the Non-Profit Corporation is formed in the attached Articles of Incorporation of Exhibit "A."\*\***

**Section 3.2 Non-Permitted Activity.**

(a) Notwithstanding any other provision of these Bylaws, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) thereof.

(b) Except as provided and permitted under Section 501(h) and Section 4911 of the Internal Revenue Code of 1986, as amended, no substantial part of the activity of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**Article III – Offices**

The corporation may have offices at such places as the Board of Directors may determine.

**Article IV - Membership**

**Section 4.1 Membership.**

The IBB shall have two classes of membership,

- (a) PACK Membership and
- (b) NON PACK Membership.

**Section 4.2 Team Membership.**

All International Barking Brigade Packs shall be qualified by the Board of Directors as follows:

- (a) A local group consisting of three or more individuals at least one of which must be at least 18 years of age, serving their community through the fulfillment of IBB purposes and ideals may apply for a IBB Pack charter.
- (b) Upon qualification of a Team, the corporation shall issue a Pack charter evidencing its status as a IBB Pack.
- (c) The Team shall abide by all of the terms and conditions of the team charter agreement and any amendments or updates to the agreement made by the Board of Directors.
- (d) The Pack will register all members of the Pack under the classifications established by the Board of Directors under Section 3.3.

(2) to vote on amendments to the Bylaws as provided in Section 10.12.

(b) On all other issues put to a vote by the Board of Directors, each Pack and Council shall have one (1) vote.

#### **Section 4.7 Denial or Termination of Membership**

(a) The Board of Directors may deny application for or revoke membership of any Member Pack, Life Member, or Affiliate Member, or remove Council recognition, for cause the Board deems prejudicial to the best interests of the corporation. A removal action taken will be in writing and mailed by certified mail to the applicant or Member. The applicant or Member will have forty-five (45) days after receipt to appeal the decision stating why the action should not be taken. The Board of Directors will review the appeal and issue a final decision within sixty (60) days.

(b) Illegal drugs will not be tolerated at any time within the IBB organization. Upon verification of illegal drugs. See subsection (a)

(c) If a Member is found to be in violation of the rights and responsibilities of membership by the Board of Directors, Pack Membership may vote to take disciplinary action, including but not limited to: demotion of membership, suspension of membership, or revocation of membership See subsection (a)

#### **Section 4.8 Resignation.**

Any Member may resign by sending a notice of resignation to the Secretary. The resignation shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt, but it shall not relieve the resigning Member of the obligation to pay dues, assessments, or other charges due and owing prior to receipt of the resignation.

#### **Section 4.9 Reinstatement**

Upon request by a former Member and filed with the Secretary, the Board of Directors may reinstate the former Member to membership upon terms the Board of Directors deems appropriate.

#### **Section 4.10 Transfer of Membership**

Membership in the IBB as evidenced by an Official IBB Pack Charter is not transferable or assignable. Individual membership within IBB Pack's may be transferred in accordance with IBB policies and procedures.

#### **Section 4.11 Annual Membership Dues and Charter Fees**

(a) The Board of Directors will determine the amount of any initiation or Charter fee for new Packs and Pack members.

(b) The Board will determine annual dues payable to the corporation, the dates upon which payments are due, and penalties for non-payment. Annual dues are payable by each Pack based on the number of individual members of each category.

#### **Section 4.12 Non Discrimination**

Membership in the corporation, as individuals and within IBB Teams, Councils, and other organizational elements of the corporation, including employment, shall be without regard to race, color, religion, national origin, gender, sexual orientation, age, status as handicapped individual or disabled veteran, or other veteran status with the understanding that IBB is intended for human pups and handlers, with members identifying as such.

## **Article V - Membership Meetings**

### **Section 5.1 Annual Meeting and Other Meetings of Membership**

An Annual meeting of the Member Teams shall be held in conjunction with the Annual IBB International Convention. Other meetings of the membership for any purpose or purposes may, unless otherwise prescribed by statute or by the Articles of Incorporation, be called by a two-thirds majority vote of the Board of Directors.

### **Section 5.2 Notice of Meetings of Members**

Notice of a meeting of the Member Teams, stating the time and place and purpose thereof, shall be sent to each Member Pack at its mail or email address as appears on the books of the corporation, no less than twenty (20) or more than ninety (90) days before the meeting date.

### **Section 4.3 Place of Meetings**

All meetings of the Member Packs shall be held at the offices of the corporation or at any other place or by electronic means fixed by the Board of Directors.

### **Section 5.4 Delegates to Meetings**

(a) Each Member Pack qualified under Section 4.2 and IBB Council qualified under Section 4.5 shall be entitled to appoint one Delegate and one Alternate Delegate to any meeting of the Members of the corporation. All Delegates and Alternates Delegates must be participants in the Pack or Council by which they are appointed and must be registered with IBB International, Inc., as a member of the Pack or Council they represent, and must provide required credentials. Each Delegate may represent only one Pack or Council and have only one vote.

(b) Affiliates and Unattached Life members may also attend meetings of the membership but are non-voting classes of members.

### **Section 5.5 Quorum for Membership Meetings**

At all meetings of the membership, the Delegates in attendance at the meeting shall constitute a quorum.

## **Article VI - Board of Directors**

### **Section 6.1 General Powers and Duties.**

The property, business, and affairs of the corporation shall be managed by its Board of Directors, and the Board of Directors may exercise all powers of the corporation as are not by law, or by the Articles of Incorporation or by these Bylaws, directed or required to be executed by the Member Teams.

### **Section 6.2 Number, Term of Office, and Qualifications**

The Corporation/Organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of **New York**. The board shall establish policies and directives governing business and programs of the IBB and shall delegate to the Executive Director and the IBB staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

**Number and Qualifications**

(a) The Board shall have up to 11, but no fewer than 6, Board members.

(b) The number of Board members may be increased beyond 8 members or decreased to less than 6 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. A board member need not be a resident of the State of New York.

(c) In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as the other Directors. We will start with no more than 4 Ex-Officio Board Members, The number of Ex-Officio Board members may be increased beyond 4 members or decreased to less than 4 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors.

**(d)\*\* upon the completion and receiving certification of the 501(c)(3) status and subordinate leadership in place, the following will be valid.**

Board members shall be qualified as follows:

(1) Nine (9) Directors shall be persons from within the IBB membership who have demonstrated leadership experience at IBB Pack and/or Council level, other nonprofit corporations or public agencies; are at least 21 years of age; and are members in good standing of any IBB pack for more than three (3) years. Directors shall be members of Teams in the regions they represent.

(a) Eight (8) Directors shall be elected from regions of the United States, as defined by the Board of Directors.

(b) One (1) Directors shall be elected from a region composed of Teams in countries outside the United States.

(c) Directors shall be elected on a rotating basis (three regions each year). Each Board member shall hold office for three (3) years subsequent to election or until his/her successor shall have been elected and qualified or until his/her death, resignation, or removal or until he/she ceases to be a member of a IBB Pack within the region he/she represents (provided, however, that if a Director's pack is moved to another region by the Board of Directors, the Director will remain qualified until the end of his/her elected term).

(2) Two (2) Directors shall be persons from outside the IBB membership who have expertise in fields related to IBB objectives. These Directors shall be called "Outside" Directors. Each Outside Director shall hold office until the regular meeting of the Board of Directors held next after his/her election or until his/her successor shall be elected and qualified or until his her death, resignation, or removal.

(3) In addition to the eleven directors specified, the President of the corporation, if not already a director, will be an ex officio Director of the corporation

(4) In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as the other Directors. We will start with no more than 4 Ex-Officio Board Members, The number of Ex-Officio Board members may be increased beyond 4 members or decreased to less than 4 members by the affirmative vote of a two-thirds majority of the then serving Board of Directors. \*\*

### **Section 6.3 Nomination and Election of Directors**

(a) The Governance Committee shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a two-thirds majority of those Board members meeting at which a quorum is present.

**\*\***(a) Candidates for Director may be nominated by Teams, Councils, or individuals (including the candidate).

(b) Elections shall be conducted by IBB by mail ballot of Teams, in accordance with rules and procedures established by the Board of Directors.

(c) Outside Directors shall be elected by the elected Directors at the regular meeting of the Board, or at a special meeting held for that purpose, by majority vote of the total number of elected Directors then in office. **\*\***

### **Section 6.4 Removal of Directors**

(a) A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmation vote of a two-thirds majority of the then-serving Board members.

(b) An elected Director may be removed because of:

- (1) Malfeasance in the conduct of his/her office,
- (2) Theft or misappropriation of IBB., property or funds, or
- (3) Willful failure to follow IBB's Articles of Incorporation or Bylaws.

(b) In accordance with the **New York** Not For Profit Corporations Act, an elected director may be removed only by the group of members electing the director.

(c) The removal process will be initiated upon the receipt at the office of the IBB of petitions from at least twenty-five percent (25%) of IBB Teams in good standing in the Director's region, calling for the removal of a Director and setting forth the reasons supporting the petition. Each petition must be signed by the President of the submitting Pack, and must contain a certification that the petition had been approved by a majority of Pack members present at the meeting it was considered. Alternatively, the removal process may be initiated by a majority vote of the Directors in office at the time of a vote for that purpose.

(d) The President of the corporation (or the Executive Vice President if the President is the subject of the petitions) will appoint a committee, consisting of at least four (4) members of the Board, to investigate the charges and render a report of its investigation, which must be completed within 30 days of the receipt by the IBB office of the required minimum number of petitions.

(e) The IBB office shall within ten (10) days of the completion of the investigation provide each Member Team:

- (1) A copy of the petition for removal (or a representative sample).
- (2) The Investigating Committee's report.
- (3) Any statement the charged Director wishes to submit.
- (4) Any other information or documentation the Board deems to be helpful to the Packs in making a fair and impartial decision.
- (5) A ballot for the Pack to use in voting on the proposed removal.

(f) Pack ballots must be returned to the IBB office within sixty (60) days of the transmittal specified in subparagraph (e), and must be certified by at least two Pack officers that the ballot was approved by a majority of Pack members present at the meeting it was considered (provided, however, that if the Pack has only one officer, only one is required to certify the ballot).

(g) Pack Ballots will be counted by a committee consisting of at least three Directors and three Pack or Council presidents. Any IBB member may observe the ballot counting. Alternatively, the Board may choose to have the ballots counted by a Certified Public Accountant.

(h) If at least two-thirds (2/3) of the ballots received vote "for" the removal of the Director, he/she will be deemed removed upon completion of the counting of the ballots.

(i) Member Packs will be notified of the results within seven (7) days after ballots are counted.

(j) A Director who has been removed from office pursuant to this Section is thereafter ineligible to be elected or appointed as a Director. NOTWITHSTANDING the above, if the Board of Directors determines that petitions fail to allege a basis which, pursuant to these Bylaws is sufficient to cause removal of a Director or, if after investigation the Board determines that alleged violations did not occur, the Board may decline to take the actions described in sub-paragraphs (e) through (i), and will so notify the petitioning Teams.

### **Section 6.5 Resignations**

(a) Each Board member shall have the right to resign at any time upon written notice thereof to the Chairman of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(b) Any Director who fails to attend three consecutive meetings of the Board of Directors will be deemed to have resigned as of the conclusion of the third meeting. The Board may decline to accept this resignation.

### **Section 6.6 Vacancies**

(a) A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

1. The death, resignation, or removal of any director;
2. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Cooperation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year.
3. An increase in the authorized number of directors; or
4. The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

(b) The Board of Directors, by way of affirmative vote of majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in **Section 6.5** – Meetings that such action would be considered at the meeting.

(c) Exception as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of IBB, the secretary of IBB, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of **New York** is first notified, no director may resign when the IBB would then be left without a duly elected director in charge of affairs.

(d) Any vacancy on the Board may be filled by vote of a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### **Section 6.7 Regular Meetings**

(a) The Board's regular meetings may be held at such time and place as shall be determined by the Board.

(b) The regular Annual Meeting of the Board of Directors shall be held on a date within ninety (90) days of the end of the IBB's fiscal year fixed by the Board of Directors, at the principal office of the corporation, or at another the other place and time designated or by electronic means as set forth in the notice of the meeting.

#### **Section 6.8 Special Meetings**

(a) The Chair of the Board or any 4 regular Board members may call a special meeting of the Board at least ten (10) days before the day on which the meeting is to be held and a written notice provided to each member of the Board.

(b) Notice of special meetings shall be sent by or at the direction of the Secretary to each Director at least ten (10) days before the day on which the meeting is to be held. Notice may be waived by a Director, either before or after the meeting. Any meeting of the Board of Directors shall be a legal meeting without any notice having been given if all Directors are present at the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the meeting notice or waiver of notice.

(c) If a notice of meeting is sent via email and the sender of the notice receives a message back indicating that the email was not delivered, the sender shall take other action to assure that the recipient is aware of the content of the notice by via hand delivery, regular mail, email, fax, Instant Message.

#### **Section 6.10 Quorum**

(a) A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but except as provided in subparagraph (c), the minimum number of directors necessary for a quorum is four (5). Once established, a quorum will be deemed to exist despite departure of one or more Directors, provided however, that at least four Directors are required to transact any business under this provision.

(b) In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a day certain, and the Secretary shall give all Directors **ten (10) days notice** of the new meeting date. The Directors present on the new meeting

date shall constitute a quorum for the purpose of conducting business, providing that in no event shall a quorum consist of less than one third of the number of Directors in office.

(c) In the event the total number of directors in office is **less than four (5)**, all of the Directors in office will constitute a quorum for the sole purpose of appointing additional Directors in accordance with **Section 6.6**.

(d) If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise.

(e) If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the Board members participating in the meeting.

#### **Section 6.11 Informal Action-Action by Written Consent**

(a) Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members.

(b) The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the IBB and shall have the same force and effect as a unanimous vote of the Board taken in an actual meeting.

(c) The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

#### **Section 6.12 Conduct of Business**

Meetings of the Board of Directors shall be conducted by the Alpha (President/Chief Executive Officer), or in his/her absence by the Beta (Vice President / Vice Chief Executive Officer).

#### **Section 6.13 Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

#### **Section 5.14 Meetings to be Open**

(a) Standard Board meetings shall be open, and all Team and Council representatives shall have a reasonable opportunity to present matters to the Board for consideration. The Board may require all matters to be placed on the agenda in advance of the meeting.

(b) The Board may, by majority vote, have a closed meeting involving personnel matters or matters involving actual or potential litigation, or in other extraordinary circumstances where a public meeting would be detrimental to the corporation.

## Article VIII - Officers and Employees

### Section 7.1 Officers

The Board shall elect officers of the IBB which shall include Senior Alpha (Advisor), Alpha (President or Executive Director/Chief Executive Officer), Beta (Vice President/Vice Chief Executive Officer), Scratcher (Secretary), Digger (Treasurer or Chief Financial Officer), Barker (Public Relations Officer), Member at Large (Board Liaison/Administrative Assistant), and such officers as the board may designate by resolution.

### Section 7.2 Election, Terms of Office, and Eligibility

- (a) The Alpha of IBB shall be elected for a two-year term in even numbered years. All other officers of the corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board, provided that new or additional officers may be elected at any meeting of the Board of Directors.
- (b) The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the board or the President. In addition to the duties in accordance with this Article officers shall conduct all other duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to the control of the board of directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.
- (c) The officers will be selected by the board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract employment, any officer may be removed with or without cause by the board.
- (d) All officers have the right to resign at any time by providing notice in writing to the Alpha, and/or Scratcher of IBB, without bias or predisposition to all rights, to any officer that might be under contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board.
- (e) All officers have the right to resign at anytime by providing notice in writing to the Alpha and/or the Scratcher of IBB, without bias or predisposition to all rights, if any, of IBB under any contract to which said officer is a part thereof.
- (f) All Resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.
- (g) Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the hearing prescribed by laws for regular appointments to such office. The compensation, if any, of the officer shall be fixed or determined by the resolution of the board of directors.
- (h) Each officer, except officers appointed in accordance with **Section 7.1**, shall hold office until the next annual election of officers or until his/her prior death, resignation, or removal.
- (i) Any individual who is a member in good standing of any IBB Team is eligible to be an officer of the corporation. Officers may but are not required to be Directors of the corporation.

**Section 7.5 Senior Alpha (Advisor to the Alpha)**

(a) As the Alpha (President/CEO) leaves office after successfully completes his/her term they will automatically become a Senior Alpha.

(b) As the Senior Alpha, you have the general voting writes as a general Board member, but you responsibilities lie with teaching and advising the current Alpha with his/her job.

(c) The term will tied directly to the office of the Alpha. If the Alpha gets re-elected, the Senior Alpha stays in the office, but reserves the right to step down and run for another office in the following elections.

**Section 7.6 Alpha (President /Chief Executive Officer)**

(a) The Alpha shall be the Chief Executive Officer of the corporation, and shall also serve as an ex officio Director. The Alpha shall be responsible for implementing policies of the Board of Directors, supervising the day-to-day operation of the corporation, and performing other duties as directed by the Board of Directors.

(b) Subject to the control, advise and consent of the board of directors. The Alpha shall keep the board of directors completely informed, shall freely consult with them in relation to Auto two views of the Corporation/Organization, and shall see that all orders and/or resolutions from of the board are carried out to the effect intended. Board of directors May place the Alpha under contract of employment where appropriate. The Alpha shall be in power to act, speak for, or otherwise represent IBB between meetings of the board. The Alpha shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the board informed at all times of Staff performance and for implementing any Personnel policies which may be adopted and implemented by the board.

The Alpha, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of IBB, to execute in the name of the IBB all contracts and other documents authorized either generally or specifically by the board to be executed by IBB. And to negotiate any and all material business transactions of IBB.

**Section 7.7 Beta (Vice President / Vice Chief Executive Officer)**

(a) In the absence of the president, or in the event of his her inability or refusal to act, it shall then be responsible of the vice president to perform all of the duties of the president, and in doing so she'll have all authorities and powers of I shall be subject to all of the restrictions on, the president. As the Co-CEO In the absence of the chair of the board, or in the event of his/her eligibility or refusal to act, it shall then be the responsibility of the vice chair of the board to perform all duties of the chair of the board, and in doing so, he/she shall have authority and powers of and shall be subject to all restrictions on the chair of the board.

(b) Responsible for other duties of the office shall be determined by the President and/or Board of Directors.

**Section 7.8 Scratcher (Secretary)**

The Secretary shall:

(a) The secretary, or his / her designee, shall be the **custodian** of all records and documents of the corporation's organization, which are required to be kept at the principal office of the IBB until act as secretary at all meetings of the board of directors, and she'll keep the minutes of all such meetings on file a hard copy or electronic format. They shall attend to the giving and serving all notices of the IBB and

(b) Be responsible for the minutes of the annual membership meeting and all meetings of the Board of Directors, and make complete copies of the minutes available to Teams within 60 days of each meeting.

(b) Ensure that notices are properly given in accordance with these Bylaws.

(c) Be custodian of the records and of the seal of the corporation and see that the seal or a facsimile or equivalent thereof is affixed to or reproduced, if required, on documents executed by authority of the corporation.

(d) Have charge of the membership records of the corporation.

(e) In general, perform all duties incident to the office of Secretary and such other duties as are provided by these Bylaws or are assigned by the Board of Directors.

**Section 7.9 Digger (Treasurer or Chief Financial Officer)**

The Digger shall:

(a) Receive and be responsible for all funds and securities owned or held by the corporation and, in connection therewith, deposit or cause to be deposited to the credit of the IBB all money, funds, and securities received in the bank or other depository approved by Board of Directors and disburse the funds of the corporation when properly authorized.

(b) Render to the Board of Directors at any meeting thereof, or from time to time whenever the Board of Directors or the Alpha of the corporation may require, financial and other appropriate reports on the condition of the corporation.

(c) The treasurer shall give the IBB a bond, if so requested and required by the board of directors, and the amount and with the Surety or sureties specified by the board of faithful performance of the duties of the treasurer's office and for restoration to the corporation such organization of all its books papers voucher money and other property of every kind in the treasurer's possession or under the treasurer's control upon the treasurer's death, resignation, retirement, or removal from office. The IBB shall pay the cost of such a bond.

(d) In general, perform all the duties incident to the office

**Section 8.10 Barker (Public Relations Officer)**

(a) It shall be the responsibility of the Barker to **Arranging** press conferences and other public appearances, **Assembling** and disseminating press releases, and **Fielding** media queries.

(b) Other duties are included are **organizing** tours, visits, open houses, exhibitions and other promotional events, **pitching** article ideas to the media, and preparing speeches. The Barker also while working in **tandem** with a business's marketing, advertising and sales teams to ensure a cohesive message.

(c) Also are responsible for **Writing** content in the form of press releases, blogs, white papers, position papers and website material.

(d) The Barker is also responsible for **Cultivating** a likable, helpful, friendly image among the communities, **promote** the IBB business's values and fortify its credibility, augmenting (never replacing) your best efforts. Also, deflate a public crisis, if one erupts.

(e) **Forge** important community relationships you may not have time to develop on your own. **Burnish** your image as an industry leader and **position** you as an expert on relevant business issues. \***Win** awards or public recognition.

**Section 8.11 Member at Large (Board Liaison/administrative assistant)**

(a) The Member at large is responsible providing administrative assistance to the board, assist in drafting key documents, keep organizational records, such as articles, bylaws, and minutes.

(b) Also responsible for **Counseling** managers about how to communicate with a business's Board members, along with **Training** and recruiting other staff members to help achieve the objectives of the IBB.

(c) The Member at Large shall serve as a member of the Board of Directors, perform tasks or serve on committees, as appointed by the Alpha or Beta, assist the Barker by **maintaining** the IBB's social calendars, Facebook group and pages, as long with the IBB's private website.

(d) Assist the Barker with posting and / or list all officially sanctioned event, as approved by the membership. The Member at Large also has the responsibility to also speak on behalf of the IBB, subject to the guidelines established by the Board members.

**Section 8.12 Delegation of Duties**

In case of the absence of any officer of the IBB or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may, on a temporary basis, delegate his/her powers and duties, or any of them, to any other officer or to any Director.

**Section 8.13 Bonds**

If the Board of Directors shall so require, any officer or agent of the corporation shall give bond to the IBB in the amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

**Section 8.14 Employees of the Corporation**

The Board of Directors shall hire employees and managers of the corporate business office(s) to see that all orders and resolutions of the Board of Directors are carried into effect. The employee(s) or manager(s) shall administer and be responsible for the overall management of the business office(s) and affairs of the IBB, and they shall perform all duties incident to the office and other duties assigned by the Board of Directors.

**Section 8.15 Confidentiality**

No member or committee shall release information about the IBB or its members to any press or news media without prior permission from the Executive Committee.

**Section 8.16 Privacy**

All members and committees shall respect the privacy of all members and guests of IBB

## **Article IX - Committees Section**

### **9.1 Committees of the Board**

The standing committees of the Board shall be the Finance Committee, Operations Review Committee, and Membership Committee.

(a) Purpose: Committees are intended to assist the Board by working in specified areas, with members who will gain additional expertise. All committee decisions and actions are subject to review by the Board of Directors, which retains final authority.

(b) Operations Review Committee: The function of the Operations Review Committee is to conduct periodic audits of the financial and operational procedures and decisions of the corporation. Its purpose is to act as the Members' representative in safeguarding the assets of the corporation. The committee will work with the operating officers and employees of the corporation, accountants, service bureaus and auditor, and utilize such special skills as circumstances dictate. The Operations Review Committee will consist of at least three members of the Board.

(c) Finance Committee: The Finance Committee shall consist of the Treasurer and two Directors, with the Treasurer serving as Chairperson. It shall be the duty of the Finance Committee to provide rules and procedures for the authorization of expenditures and the approval of vouchers for the payment of money, and prior to the annual meeting of the Board of Directors, to review and recommend a budget for the ensuing fiscal year. All expenditures, payments of money, and financial obligations of the IBB, are subject to the jurisdiction of the Finance Committee.

(d) Membership Committee: The Membership Committee shall consist of four (4) elected Directors on the Board, plus any additional qualified persons chosen by the Board of Directors to serve on the committee when the Board deems appropriate. This committee shall review IBB Membership-related matters as needed or when denial or revocation of Membership is considered. This committee shall have full investigative authority, in accordance with policies and procedures established by the Board of Directors, and involving IBB Packs or Councils. This committee shall report to the Board of Directors their investigative findings and make a recommendation to the Board of Directors for action.

(e) Special or Temporary Committee(s): The Board of Directors may, by resolution passed by a majority of the Board of Directors then in office, designate special or temporary committee(s) of the Board to address specific topics or issues of importance.

(f) Committee Members: Committee members, and the committee chairperson, shall unless otherwise provided by these Bylaws be appointed by the Chairman of the Board with the approval of the Board. Each committee member shall continue as such until the next annual meeting of the Board of Directors, unless the committee is sooner terminated, or unless such member is removed. The committee chairperson shall be responsible for reporting to the Board on all committee actions and recommendations.

### **9.2 Corporate Committees**

(a) Establishment The Alpha may establish additional standing or temporary committees to assist in the operation of the IBB in areas such as publications, membership development, awards, training, etc. These committees will perform duties as directed by the President and may be renamed, reorganized, redirected, or abolished as the President may deem necessary.

(b) Members: Committee members shall serve at the pleasure of the President, who may appoint or remove members as deemed necessary.

**Section 9.3 Rules**

The committee may adopt rules for its own operation not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

**Article X - Books and Records**

**Section 10.1 Location**

The books, accounts, and records of the corporation may be kept at such place, within or without the state of **New York** as the Board of Directors may from time to time determine.

**Section 10.2 Inspection**

The books, accounts, and records of the corporation shall be open to inspection by any member of the Board of Directors at all times, and open to inspection by Member Packs representatives at the times, and subject to regulations as the Board of Directors may prescribe, except as otherwise provided by statute

**Section 10.3 Corporate Seal**

The corporate seal shall contain two concentric circles between which shall be the name of the corporation and word "**New York**" and in the center shall be inscribed the words "Corporate Seal".

**Article XI - Miscellaneous Provisions**

**Section 11.1 Compensation of Directors**

Directors shall not receive any compensation for their services as Directors, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

**Section 11.2 Fiscal Year**

The fiscal year of the corporation shall be the calendar year.

**Section 11.4 Depositories**

The Board of Directors or an officer designated by the Board shall appoint banks, trust companies, or other depositories in which shall be deposited the money or securities of the corporation.

**Section 11.5 Checks, Drafts, and Notes**

All check, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officers or agents designated by the Board of Directors.

**Section 11.6 Contracts and other instruments**

Except as otherwise provided in these Bylaws, the Alpha acts on behalf of the corporation. However, the Board of Directors may by resolution authorize any officer, agent, or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

**Section 11.7 Gifts**

The Alpha, within limits established by the Board, may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any specific purposes of the corporation.

### **Section 11.8 Stock in Other Corporations**

Any shares of stock in any other corporation held by this corporation shall be in the name of International Barking Brigade, and be represented and voted at any meeting of shareholders of such corporation by the Board of Directors or by any other person or persons thereunto authorized by the Board of Directors, or by any proxy designated by written instrument of appointment executed in the name of this corporation. Certificates for shares so held for the benefit of the corporation shall be endorsed in blank or have proper stock powers attached so that said certificates are at all times in due form for transfer, and shall be held for safekeeping as determined by the Board of Directors. Alternatively, when authorized by the Board of Directors, shares of stock may be held in "street name" by a registered stockbroker with whom the corporation maintains an account.

### **Section 11.9 Annual Audit**

Except where otherwise prescribed by the Bylaws, the Articles of Incorporation, the laws of the State of **New York** or a taxing authority, an annual review of the books and records of the corporation shall be prepared and presented to the Board of Directors. This review may be performed by the Board Finance Committee or an Internal Review Committee established by the Board using a Board approved review checklist. The review may be conducted by a Certified Public Accountant as deemed necessary by the Board of Directors. The annual review report should be submitted to the Board of Directors no later than the end of the third month following the close of the fiscal year.

### **Section 11.10 Trademarks**

The Board of Directors may authorize the limited term use of the Corporation's trademark. With respect to Members, this authority becomes immediately void upon the termination of membership or resignation as covered in Sections 4.7 and 4.8

### **Section 11.11 Dissolution**

Upon dissolution of the IBB, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets of the IBB by donation to one or more organizations organized or operated exclusively for purposes substantially similar to the educational and charitable purposes of the corporation and which at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

### **Section 11.12 Amendment of Bylaws**

(a) These Bylaws will be amended, as necessary, by the Board of Directors.

(b) Upon adoption of a Bylaws amendment, the Board will give notice of the amendment to the Member Packs by first class mail, email or by publication in "**The Barker**", and if no objection is made by at least twenty percent (20%) of IBB Packs within sixty (60) days, the amendment automatically takes effect. If at least twenty percent (20%) of the Packs file objections, the Board may withdraw the amendment and submit another or may submit the original amendment without change to the Membership for approval, along with a summary of the objections raised by the objecting Packs. Voting will be by mail or email ballot, and Packs will have sixty (60) days from the postmark date (in case of mail) or sent date (in case of email) of the ballot mailing to return their ballots by any means written or email. In this event, a two-thirds majority of the votes cast is required to approve the amendment. (c) Administrative amendments, which do not change any procedures or policies, such as correction of spelling errors, are not required to be submitted to the Teams for consideration.

### **Section 11.13 Parliamentary Procedure**

Except where otherwise prescribed by the Bylaws, the Articles of Incorporation, or the laws of the State of **New York**, the most recent version of Robert's Rules of Order will govern meetings of the Board of Directors and the Membership in all cases where applicable.

**Section 11.14 Indemnification**

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation against expenses actually and necessarily incurred by him/her in connection with the defense or settlement of any action, suit, or proceeding in which he/she is made a party by reason of being or having been a director, officer, or employee, except in relation to matters as to which he/she shall be adjudged to be liable for gross negligence or misconduct in the performance of duty.

**Section 11.15 Effective Date of Notices and Ballots**

Where any notice is required to be or is given by mail, or a ballot returned to IBB, it will be deemed made when deposited in the United States (or other country) mail, first class postage prepaid, and postmarked by the United States Postal Service (or other country postal service). Notices and ballots sent by commercial carrier will be deemed made on the time and date accepted by the carrier. If "**The Barker**" is used to give a notice, notice will be deemed made when "**The Barker**" is accepted by the United States Postal Service. Notwithstanding, the Board of Directors may specify a date and time by which a mail ballot must be received in order to be counted, and in that event, ballots received after the specified deadline are void.

**Section 11.16 Copies of Amendments to IRS**

Whenever these Bylaws are amended, a copy of the changes will be furnished by the Secretary to the Exempt Organizations Branch of the Internal Revenue Service, or whatever office then handles exempt organizations. If practical, proposed amendment should be submitted to the IRS before adoption in order not to jeopardize nonprofit, charitable organization status.

**Section 11.17 Definitions**

(a) Wherever in these Bylaws the terms "Director" or "Directors" are used, the terms will be deemed to include both elected and appointed outside Directors, unless the context indicates otherwise.

(b) Whenever in these Bylaws the term "majority of the Directors" is used, it will be deemed to mean an action approved by a simple majority of all Directors present at a meeting of the Board where a quorum is present.

**Section 11.18 Waiver of these Bylaws**

Since these Bylaws are established for the protection of all Members, they may not be waived or suspended at any time.

**Section 11.19 Communications, Notices and Announcements**

Except where otherwise prescribed by the Bylaws, the Articles of Incorporation, or the laws of the State of **New York**, all communications, notices and announcements may be made by mail, overnight carrier or by electronic means. The official date and time used for each item or means of communications to be established by the Board of Directors.

**Article XII – CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporate/Organization and IBB as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as it is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

**CERTIFICATE OF SECRETARY**

I, Scriber, certify that I am the current elected and acting Scriber on the benefit IBB, and the above bylaws are the bylaws of The IBB as adopted by the Board of Directors on \_\_\_\_\_, and that they may have not been amended or modified since the above.

**EXECUTED** on this day of \_\_\_\_\_, in the County of **Niagara** in the State of **New York**.

\_\_\_\_\_  
(Duly Elected Scriber)

**EXHIBIT "A"**

**ARTICLES OF INCORPORATION**

The Articles of Incorporation will be as separate document.