

**AUSTIN GOLDEN RETRIEVER CLUB BYLAWS  
AMENDED AND RESTATED**

These amended and restated Austin Golden Retriever Club Bylaws are adopted effective the 17th day of September 2014 for the purpose of amending, restating and superseding in their entirety the Austin Golden Retriever Club Constitution and Bylaws previously adopted and on file with The American Kennel Club as of June 21, 2005.

**ARTICLE I - Name and Purposes**

SECTION 1. Name. The name of the organization shall be “Austin Golden Retriever Club” and shall be referred to herein as the “Club.”

SECTION 2. Purpose and Objectives. The purposes and objectives of the Club shall be:

- (a) to do all possible to preserve and perfect the natural qualities of the pure-bred Golden Retriever;
- (b) to urge members and breeders to accept the standard of the breed as approved by The American Kennel Club as the only standard of excellence by which Golden Retrievers shall be judged;
- (c) to do all in its power to protect and advance the interests of the breed by encouraging sportsmanlike competition at dog shows and performance events, including but not limited to obedience and rally trials, agility trials, field trials and hunt tests and by providing educational information on the breed and Club to present to prospective Golden Retriever owners and breeders in the Austin area; and
- (d) to conduct sanctioned matches and license specialty shows and performance events which the Club is eligible to host, including but not limited to obedience and rally trials, agility trials, field trials and hunt tests under the rules of The American Kennel Club and the Golden Retriever Club of America.

SECTION 3. Not-For-Profit. The Club shall be organized and conducted as a Texas non-profit corporation under the Texas Business Organizations Code (“TBOC”). The Club is a social organization for the enjoyment and benefit of its members in furthering the objectives herein stated. The Club shall not be conducted or operated for profit and no part of any profits or remainder or residue from events of or dues or donations to the Club shall inure to the benefit of any member or individual.

SECTION 4. Adoption of Bylaws. The members of the Club shall adopt and may from time to time revise these Bylaws as may be required to carry out the objectives herein stated.

## ARTICLE II - Membership

SECTION 1. Membership Eligibility & Criteria. The following are the eligibility requirements for applying as a member to the Club, the criteria for full membership in the Club and the definition of “good standing.”

- (a) Eligibility. All persons (a) who subscribe to the purposes of the Club, (b) who are in good standing with The American Kennel Club, if a member of such organization, (c) who are in good standing with the Golden Retriever Club of American (“GRCA”), if a member of such organization, (d) who have indicated a willingness to serve the Club in some capacity, such as, a committee member, steward, volunteer, trophy donor and the like, and (e) who comply with the code of ethics for breeding Golden Retrievers as promulgated by the GRCA, are eligible for membership in the Club.
- (b) Criteria for Full Membership. To maintain a full membership as described in Article II, Section 2(a), a member shall attend and participate in at least three (3) of the following (which may be a combination of any of the following): member meetings, sponsored Club social events (limited to one event), a volunteer day(s) at a Club sponsored activity, clinic, trial or show (the “Criteria”).
- (c) Good Standing: A member shall be deemed to be in good standing when (a) all dues and other obligations owing to the Club by such member are current, and (b) such member's membership has not lapsed or terminated in any manner, and (c) such member has not been suspended or expelled per the provisions of these Bylaws.

SECTION 2. Types of Membership. Commencing with the membership year in 2015 and for all years thereafter, there shall be four (4) types of membership open to all persons who are eligible.

- (a) Full Members. Those persons who are over eighteen (18) years of age and (i) in the case of a new membership, have been voted in as a new member of the Club in accordance with Article II, Section 4 and (ii) in the case of a renewing membership, are in good standing and have met the Criteria as described in Article II, Section 1(b) for the previous membership year. Full members shall have the privileges and rights to attend and participate at Club meetings and activities, hold office, serve on the Board, serve on a committee, vote, receive and participate in Club programs, banquets and awards and all other activities of the Club.
- (b) Associate Members. Those persons who were full members but who have not met the Criteria in the previous membership year. Associate membership shall have all rights and privileges of a full membership except for the rights to hold office, serve on the Board or a committee, and vote. An associate member may participate in Club awards and banquets at the associate member’s expense. An associate membership shall automatically convert to a full membership the next

membership year following the associate member's satisfaction of the Criteria.

- (c) Junior Members. Those persons who are under the age of eighteen (18) years and over the age of ten (10) years. Junior membership shall have all rights and privileges of a full membership except for the rights to hold office, serve on the Board or vote. A junior membership shall automatically convert, as long as they are in good standing and the Criteria is then met, to a full member upon the junior member's eighteenth (18<sup>th</sup>) birthday, which conversion shall continue for the remainder of that membership year.
- (d) Life Members. Those persons in good standing, recommended and approved by a unanimous vote of the entire Board, who are honored for their service to the Club and have been an active member of the Club for at least twenty (20) years. Life Members shall have all rights and privileges of a full member, voting privilege shall be subject to satisfying the Criteria (Article II, Section 1(b)). A Life member shall not be obligated to pay Club dues. A life membership shall be perpetual so long as (a) the life membership is not terminated by resignation or termination as set forth herein and (b) the life member remains eligible for membership as provided in Article II, Section 1.

While membership is to be unrestricted as to residence, the Club's primary purpose is to be representative of the breeders and exhibitors in its immediate area.

SECTION 3. Dues. The Club may assess and collect annual dues from members of the Club.

- (a) Amount. From time to time, the Board may review the amount of the annual membership dues and submit such proposed change to the members to vote on at the next Club member meeting. Any change to the annual membership dues requires a two-thirds (2/3) vote by the full members and shall be communicated to the membership by the Recording Secretary after such vote. In no event shall the annual membership dues exceed \$50.00 or be applied retroactively.
- (b) Payment. The due date for the annual membership dues payment shall be the date of the Club's annual meeting (the third Wednesday of March). The Membership Secretary shall send each member a Membership Dues statement at least thirty (30) days prior to the date of the annual meeting. Any member whose dues are not paid by the beginning of the March Club member meeting will not be eligible to vote at that meeting.
- (c) Delinquency. Dues shall be considered delinquent thirty (30) days following the due date. The Membership Secretary will send a delinquency notice to any member who has not paid his/her dues within one month after the March Club member meeting, stating that such membership will lapse if dues are not paid by the beginning of the May Club member meeting.

SECTION 4. Election to Membership. Each person applying for membership shall apply on a

form as approved by the Board and which shall provide that the applicant agrees to abide by these Bylaws and the rules of The American Kennel Club and if a member, the GRCA. The application form shall include all of the applicant's pertinent information necessary for membership along with the endorsement of one full member in good standing. The prospective member shall submit a non-refundable application fee with the application.

All applications are to be filed with the Membership Secretary and each application is to be read at the first (1<sup>st</sup>) Club member meeting following its receipt. The application will be voted upon at (i) the Club member meeting if it satisfies the third (3<sup>rd</sup>) event of the Criteria for the applicant; or (ii) the next Club member meeting following the event or activity (which is not a Club member meeting) that satisfies the third (3<sup>rd</sup>) event of the Criteria for the applicant. An affirmative vote of three-quarters (3/4) of the full members present at that Club member meeting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Club may not reapply until twelve (12) months after the date of such rejection.

**SECTION 5. Termination of Membership.** A Membership may be terminated as follows:

- (a) **By Resignation.** Any member in good standing may resign from the Club upon written notice to the Membership Secretary, but no member's resignation will be accepted when in debt to the Club. Unpaid dues are considered a debt to the Club and they become delinquent as provided in Article II, Section 3(c). Upon resignation, a membership cannot be reinstated without application as a new member as provided in these Bylaws.
- (b) **By Lapsing.** A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid by the beginning of the Club's May member meeting; however, the Board may grant a thirty (30) day grace period to such delinquent members in meritorious cases. In no case may a person be entitled to vote at any Club meeting whose dues are considered delinquent as of the date of that meeting.
- (c) **By Expulsion.** A membership may be terminated by expulsion as provided in Article VII of these Bylaws. Once a member is expelled, such member may not re-apply until after three (3) years of the date of the expulsion.

### **ARTICLE III - Meetings and Voting**

**SECTION 1. Club member meetings.** Club member meetings shall be held in the greater Austin area, on the third Wednesday of the months of January, March, May, July, September, and November, at such hour and place as may be designated by the Board. Written notice of each such meeting shall be mailed or emailed by the Recording Secretary at least five (5) days prior to the date of the meeting. The quorum for such meetings shall be twenty percent (20%) of the full members of record on the date of the meeting. Special Club activities may be scheduled at such date, hour, and place as may be designated by the Board.

SECTION 2. Special Club Meetings. Special Club meetings may be called by the President, or by a majority vote of the members of the Board who are present and voting at any regular or special meeting of the Board, or upon receipt (by the Recording Secretary) of a petition signed by five (5) full members of the Club who are in good standing. Such special meetings shall be held in the greater Austin area at such place, date and hour as may be designated by the person or persons authorized herein to call such meetings. Written notice of such meeting shall be mailed or emailed by the Recording Secretary at least five (5) days prior to the date of the meeting, and said notice shall state the purpose of the meeting and no other Club business may be transacted thereat. The quorum for such a meeting shall be twenty percent (20%) of the full members of record on the date of the meeting.

SECTION 3. Board Meetings. Meetings of the Board of Directors (referred to herein as the "Board") shall be held in the greater Austin area a minimum of four (4) times a year at such date, hour, and place as may be designated by the Board. Written notice of each such meeting shall be mailed or emailed by the Recording Secretary at least five (5) days prior to the date of the meeting. The quorum for such meetings shall be a majority of the Board. If all Board members shall agree, a Board meeting may be conducted by electronic mail, conference call or video conference.

SECTION 4. Special Board Meetings. Special meetings of the Board may be called by the President or upon receipt of a written request from at least three (3) members of the Board. Such special meetings shall be held in the greater Austin area at such place, date, and hours as may be designated by the person authorized herein to call such meeting. Written notice of each such meeting shall be mailed or emailed by the Recording Secretary at least two (2) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. A quorum for such a meeting shall be a majority of the Board. If all Board members shall agree, a special Board meeting may be conducted by electronic mail, conference call or video conference.

SECTION 5. Actions Without Meetings. Any action required or permitted to be taken at any meeting of the Board or of committee members may be taken without a meeting, without prior notice, and without a vote; if a consent or consent in writing, setting forth the action so taken, shall be signed by all Board members or all committee members, as applicable. Electronic mail confirmation of the consent by a voting member shall be sufficient to constitute a writing hereunder.

SECTION 6. Voting. Each full member is eligible to vote and shall be entitled to one (1) vote at any meeting of the Club at which he/she is present. Proxy voting will not be permitted at any Club or Board meeting or election.

SECTION 7. Fundamental Business Transactions. A vote of two-thirds (2/3) of the full members at any meeting at which a fundamental business transaction (as defined in Chapter 1, Subchapter A, Section 1.002 of the Texas Business Organizations Code) is submitted for vote shall be required.

## **ARTICLE IV - Officers and Directors**

SECTION 1. Board of Directors. The Board shall be comprised of seven (7) full members: President, Vice-President, Recording Secretary, Membership Secretary, Treasurer and two (2) at large Directors, all of whom shall be members in good standing and all of whom shall be elected for a one-year term at the Club's annual meeting as provided in Article V and shall serve until their successors are elected. All members of the Board shall have a vote on motions during Board meetings. General management of the Club's affairs shall be entrusted to the Board of Directors.

SECTION 2. Officers. The Club's officers, consisting of the President, Vice-President, Recording Secretary, Membership Secretary and Treasurer shall serve in their respective capacities both with regard to the Club and its meetings and the Board and its meetings. No member shall hold more than one office at a time. Each officer shall be a member of the Board. A maximum of two (2) members from the same family may serve on the Board at the same time. However, at no time shall the President and Treasurer be from the same family. The term, "family" as used in this Article shall mean to include immediate family members and other persons who live in the same household.

- (a) President. The President shall preside at all meetings of the Club and of the Board and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Bylaws.
- (b) Vice President. The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity and shall serve as the coordinator of all programs and locations for all meetings.
- (c) Recording Secretary. The Recording Secretary shall attend and keep a record of all meetings and minutes of the Club and of the Board and all other duties prescribed by these Bylaws. The Recording Secretary shall have charge of the Club's correspondence, notify officers and directors of their election to office and maintain the membership attendance records from monthly meetings and Club events.
- (d) Membership Secretary. The Membership Secretary shall have duties to keep a current list of the members of the Club, the type of membership, the mailing address, email address, and phone number of each member. The Membership Secretary shall provide the list to all members at the beginning of each membership year and from time to time as the list is updated. The Membership Secretary shall send an annual notice for the payment of Club dues at least thirty (30) days prior to the due date, communicate with the Treasurer to maintain the status of each member, collect all new membership applications, confirm compliance by applicants and present new applications for reading as provided in Article II, Section 4 hereof. The Membership Secretary, with the assistance of everyone on the Board, shall encourage and promote new memberships to the Club.

- (e) Treasurer. The Treasurer shall collect and receive all moneys due or belonging to the Club. He/she shall deposit the same in a bank approved by the Board, in the name of the Club. His/her books shall at all times be open to inspection by the Board and he/she shall report to them at every meeting the condition of the Club's finances and every item of receipt or payment not before reported; and at the annual meeting he/she shall render an account of all moneys received and expended during the previous fiscal year. The Treasurer shall be bonded in such amount as the Board shall determine and the Treasurer must be insurable. Each year at least two (2) independent members of the Club shall review the books and records for the previous year.

SECTION 3. Vacancies. Any vacancies occurring on the Board or among the offices during the year shall be filled until the next annual election by a majority vote of the remaining members of the Board at its first regular meeting following the creation of such vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice- President shall be filled by the Board.

SECTION 4. Eligibility for Board of Directors. Candidates for the Board must be full members.

#### **ARTICLE V - The Fiscal Year, Annual Meeting, Elections**

SECTION 1. Fiscal Year. The Club's fiscal year shall begin on the third Wednesday of January and end on the third Tuesday of January the following year. The Club's operating and membership year shall begin immediately at the conclusion of the election at the annual meeting which shall be held the third (3<sup>rd</sup>) Wednesday of March and shall continue through the election at the next annual meeting.

SECTION 2. Annual Meeting. The annual meeting of the Club shall be held on the third (3<sup>rd</sup>) Wednesday of March at which Officers and at large Directors for the ensuing year shall be elected by secret, written ballot from among those nominated in accordance with Section 4 of this Article V. They shall take office immediately upon the conclusion of the election and each retiring officer shall turn over to his/her successor in office all properties and records relating to that office within thirty (30) days after the election.

SECTION 3. Elections. The nominated candidate receiving the greatest number of votes for each of the five (5) offices shall be declared elected to fill those respective offices. The two (2) nominated candidates for the at large Director positions on the Board who receive the greatest number of votes for such positions shall be declared elected to the Board as at large Directors.

SECTION 4. Nominations. The Board shall select a Nomination Committee at the Club's September member meeting. The Nomination Committee shall consist of three (3) members, not more than one of whom can be a member of the current Board. The purpose of the Nomination Committee is to fill a slate of candidates for each of the seven (7) Board positions to ensure that the Club will have a full Board for the beginning of the next operating/membership year. The

Recording Secretary will notify the membership who will be serving on the Nomination Committee. The Board shall name a Chairperson for the Nomination Committee and it shall be his/her duty to call a committee meeting and begin seeking candidates in order to present the slate at the November member meeting. No member may be a candidate in a Club election who has not been nominated.

- (a) Offices and Director Positions. The Nomination Committee shall seek one candidate for each of the five (5) offices, and the two (2) at large Director positions. After securing the consent of the members to be nominated, the Committee chairperson shall report the nominations to the Recording Secretary in writing. This must be completed before the Club's November member meeting
- (b) Notice to Membership. At the Club's November member meeting the Recording Secretary shall notify all members of the candidates for each office and at large Director positions so nominated.
- (c) Nominations from the Floor. Additional nominations may be made at the Club's January member meeting by any full member in attendance provided that the person so nominated is a full member, does not decline when his/her name is proposed, and provided further that if the proposed candidate is not in attendance at this meeting, his/her proposer shall present to the Recording Secretary a written statement from the proposed candidate signifying his/her willingness to be a candidate. No person may be a candidate for more than one position.
- (d) Limitation. Nominations cannot be made at the annual meeting or in any manner other than as provided in Section 4 of Article V.

## **ARTICLE VI - Committees**

SECTION 1. Manner of Appointment. The Board may each year appoint standing committees to advance the work of the Club in such matters as specialty shows, obedience or rally trials, agility trials, field trials, trophies, annual prizes, membership and other fields which may well be served by committees. Such committees shall always be subject to the final authority of the Board. Special committees may also be appointed by the Board to aid it on particular projects.

SECTION 2. Termination of Committee Appointee. Any member serving as a committee appointee may have his/her appointment terminated by a majority vote of the full membership of the Board upon written notice to the appointee; and the Board may appoint successors to those persons whose services have been terminated.

## **ARTICLE VII - Discipline**

SECTION 1. American Kennel Club or GRCA Suspension. Any member who is suspended from the privileges of The American Kennel Club or the GRCA automatically shall be suspended from ALL the privileges of this Club for a like period.

SECTION 2. Charges. Any member may prefer charges (sometimes referred to as “complainant”) against a member (sometimes referred to as “defendant”) for alleged misconduct prejudicial to the best interests of the Club or the breed. The complainant must file written charges, with specifications, with the Recording Secretary together with a deposit of \$10.00 which shall be forfeited if such charges are not sustained by the Board following a hearing. The Recording Secretary shall promptly send a copy of the charges to each member of the Board or present them at a Board meeting, and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Club or the breed. If the Board, by a majority decision, considers that the charges do not allege conduct which would be prejudicial to the best interests of the Club or breed, it may refuse to entertain jurisdiction and in such case the Recording Secretary shall send a notice of such decision to the complainant and such charge shall be considered finally closed. If the Board, by a majority decision, agrees to entertain jurisdiction of the charges, it shall fix a date of a hearing by the Board not less than three (3) weeks or more than six (6) weeks thereafter. The Recording Secretary shall promptly send one copy of the charges to the accused member/defendant by registered or certified mail return receipt requested together with a notice of the date, time and location of the hearing and an assurance that the defendant may personally appear in his own defense and bring witnesses if he/she wishes.

SECTION 3. Board Hearing. The Board shall have complete authority to decide whether counsel may attend the hearing, but both complainant and defendant shall have the right to be represented by counsel and present evidence supporting their position. The complainant must be in attendance of the Board hearing if requested by the Board and if such complainant fails to attend at such request, the charges shall be considered withdrawn. Should the charges be sustained in whole or in part after hearing all the evidence and testimony presented by complainant and defendant, the Board may by a majority vote of those present determine the appropriate sanctions for the defendant. Sanctions may include a reprimand, a cease and desist letter to the defendant, or suspension from all privileges of the Club for a certain period of time. If the Board deems that such sanctions are insufficient, it may also recommend that the penalty be expulsion as provided in Article VII, Section 4. In such case, the expulsion or suspension shall not restrict the defendant's right to appear before his fellow-members at the ensuing Club meeting which considers the Board's recommendation. Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Recording Secretary. The Recording Secretary, in turn, shall notify each of the parties of the Board's decision and sanction, if any.

SECTION 4. Expulsion. Expulsion of a member from the Club may be accomplished only at a Club member meeting following a Board hearing and upon the Board's recommendation as provided in Section 3 of this Article VII. Such proceedings may occur at a regular or special meeting of the Members to be held within sixty (60) days but not earlier than thirty (30) days after the date of the Board's recommendation of expulsion. Notice of the proposed vote on such expulsion shall be published or sent via email to the members by the Recording Secretary at least ten (10) days prior to such meeting. The defendant shall have the privilege of appearing in his own behalf, though no evidence shall be taken at this meeting. The President shall read the charges and the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his/her own behalf if he/she wishes. The meeting shall then vote by secret written

ballot on the proposed expulsion. A two-thirds (2/3) vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's other sanctions, if any, shall stand.

### **ARTICLE VIII - Amendments**

SECTION 1. Proposal. Amendments to these Bylaws may be proposed by the Board or by written petition addressed to the Recording Secretary signed by twenty percent (20%) of the membership in good standing. Amendments proposed by such petition shall be promptly considered by the Board and must be submitted to the members with recommendations of the Board by the Recording Secretary for a vote within three (3) months of the date when the petition was received by the Recording Secretary.

SECTION 2. Required Vote. These Bylaws may be amended by two-thirds (2/3) vote of the members present and voting at any regular or special meeting called for the purpose, provided the proposed amendments have been included in the notice of the meeting and mailed or emailed to each member at least ten (10) days prior to the date of the meeting.

### **ARTICLE IX - Dissolution**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the full members. In the event of the dissolution of the Club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club other than for purposes of reorganization, but after payment of the debts of the Club its property and assets shall be given to a charitable organization for the benefit of dogs selected by the Board.

### **ARTICLE X - Order of Business**

SECTION 1. Member Meetings. At meetings of the Club, the order of business, so far as the character and nature of the meeting may permit shall be as follows:

- Roll Call
- Reading of Minutes of last meeting
- President's report
- Vice President's report
- Recording Secretary's report
- Membership Secretary's report
- Treasurer's report
- Committee reports
- Election of new members
- Unfinished business

New business

Election/Installation of Officers and Board (only at annual meeting)

Adjournment

SECTION 2. Board Meetings. At meetings of the Board the order of business, unless otherwise directed by majority vote of those present shall be as follows:

Reading of the minutes of last meeting

President's report

Vice President's report

Recording Secretary's report

Membership Secretary's report

Treasurer's report

Committee reports

Unfinished business

New business

Adjournment

## **ARTICLE XI - Parliamentary Procedure**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall be used as a guide for the Club in all cases where they are applicable and not inconsistent herewith.

## **ARTICLE XII - Indemnification of Officers and Directors**

SECTION 1. Indemnification of Directors and Former Directors. Each person who was or is a respondent or defendant or is threatened to be made a respondent or defendant, or testifies or otherwise participates, in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding, or any inquiry or investigation that could lead to such an action, suit, or proceeding (any of the foregoing hereinafter called a "proceeding"), whether or not by or in the right of the Club, because such person is or was a director of the Club or, while a director of the Club, is or was serving at the request of the Club as a director, officer, volunteer, administrator, agent or similar functionary of another organization (hereinafter a "Covered Director") shall be indemnified by the Club to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed, against all judgments (including arbitration awards), court costs, penalties, excise and similar taxes, fines, settlements, reasonable attorneys' fees and other reasonable expenses (all of the foregoing hereinafter referred to as "expenses") actually incurred by such person in connection with such proceeding and such right to indemnification shall continue as to a person who has ceased to be a director or representative and shall inure to the benefit of his or her heirs, executors and administrators. **It is expressly acknowledged that**

**the indemnification provided in this Article XII could involve indemnification for negligence or under theories of strict liability.**

SECTION 2. Indemnification of Officers and Former Officers. The Club shall indemnify each person who was or is a respondent or defendant or threatened to be made a respondent or defendant, or testifies or otherwise participates, in any proceeding, whether or not by or in the right of the Club, because such person is or was an officer of the Club or, while an officer of the Club, is or was serving at the request of the Club as a representative of another organization (hereinafter a “Covered Officer” and together with a Covered Director, a “Covered Person”), to the same extent that the Club may indemnify and advance expenses to a director of the Club under the TBOC, and such right to indemnification shall continue as to a person who has ceased to be an officer or representative and shall inure to the benefit of his or her heirs, executors and administrators.

SECTION 3. Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 1 or Section 2 of this Article XII, as the case may be, a Covered Person shall also have the right to be paid or reimbursed by the Club the reasonable expenses incurred in defending, testifying or otherwise participating in any such proceeding, in advance of the final disposition of the proceeding (hereinafter an “advancement of expenses”) and without any determination as to the person’s ultimate entitlement to indemnification; provided, however, that, an advancement of expenses incurred by a Covered Person in advance of the final disposition of a proceeding shall be made only upon delivery to the Club of a written affirmation by such person of such person’s good faith belief that he or she has met the standard of conduct necessary for indemnification under the TBOC and a written undertaking (hereinafter an “undertaking”), by or on behalf of such person, to repay all amounts so advanced if it shall be ultimately determined by final judicial decision from which there is no further right to appeal (hereinafter, a “final adjudication”) that the Covered Person has not met that standard or that indemnification of the Covered Person against expenses incurred by such person in connection with that proceeding is prohibited by the TBOC.

SECTION 4. Insurance. The Club may, to the extent permitted by law, purchase and maintain insurance, on behalf of any person who is or was serving as a director, officer, employee, or agent of the Club or is or was serving at the request of the Club as a representative of another organization against any liability asserted against such person and incurred by such person in such a capacity or arising out of his or her status as such a person, whether or not the Club would have the power to indemnify such person against such liability.

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Approved and accepted by a vote of the members as of the first date herein stated.