



# Bylaws of:

## Global Australian Labradoodle Association

### GALA

#### ARTICLE I:

##### Name

The name of the Corporation, a nonprofit corporation, shall be the Global Australian Labradoodle Association, hereinafter referred to as GALA.

#### ARTICLE II:

##### Location

Section 2.1. The principal office of the Corporation for the transaction of its business is located at 2220 Pleasant Ave. Glenside, PA 19038.

Section 2.2 The Corporation may also have offices at such other places, within or without the State of Pennsylvania, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

#### ARTICLE III:

##### Purpose and Powers

###### SECTION 3.1. PURPOSE

The Corporation shall operate exclusively for charitable, educational, scientific, and literary purposes (within the meaning of Section 501(c)(3)), including, for such purposes, the promotion of public awareness, education, and research regarding Australian Labradoodle health, wellness, breed standards, and breeding ethics for the benefit of the general public.

The Corporation exists to bring together Australian Labradoodle breeders in a collaborative network dedicated to the long-term health and well-being of the breed. Our work centers on preserving the qualities that make the Australian Labradoodle so unique: genetic diversity, robust health, sound structure, and a friendly, engaging temperament.

We believe the Australian Labradoodle plays a vital role as a therapy dog, service dog, and beloved companion. Our mission is to enhance and protect these

qualities through education, open communication, and integrity among breeders and owners.

Together, our member breeders share a commitment to the highest standards of breeding practices. We also work collectively to build and maintain a comprehensive, accurate, and transparent database of pedigrees and health information. This cooperative effort helps safeguard the breed's legacy while ensuring that future generations of Australian Labradoodles remain healthy, balanced, and true to their purpose.

SECTION 3.2. POWERS The Corporation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of Pennsylvania.

### SECTION 3.3. LIMITATIONS

The Corporation shall not discriminate based on age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the hiring, assignment, promotion, pay determination, or other conditions of staff employment; (iii) in the selection of members; or (iv) in the membership of its Board of Directors.

The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.

The Corporation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer, director of the Corporation, or any other individual, partnership, or corporation; however, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

On dissolution, after provision is made for payment of debts, all property of the Corporation, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501(c) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Directors of the Corporation shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In particular, 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.

## Article IV

### Members

SECTION 4.1. ELIGIBILITY GALA Members shall be breeders with at least one breeding Australian Labradoodle, or anyone breeding Australian Labradoodles for five (5) years or more. The Board will establish different categories of membership for each. The breeder must meet qualifications as defined in the GALA Rules and be approved by the Board of Directors (BOD). Each GALA Member in good standing, as hereinafter defined, shall have one vote in all elections of board members as well as all matters related to elections, revisions in bylaws, and such other matters as outlined in these Bylaws. The members shall be immediately notified of any modifications or amendments made to the GALA breed standard, breed development, grading scheme, testing requirements, infusion, and other rules or issues by the GALA Board of Directors.

Section 4.2 Each applicant for membership shall apply on a form approved by the BOD, which provides that the applicant shall abide by the Bylaws, Rules, and Code of Ethics of GALA.

Section 4.3 Additional paperwork, including pedigrees of all dogs to be registered by the GALA, is required for membership consideration.

Section 4.4 The BOD will vote on accepting the applicants into membership. A majority vote is required for acceptance. Dues must be paid before membership is awarded.

Section 4.5 A BOD majority vote for violation of the GALA bylaws, rules, or Code of Ethics may terminate memberships.

## Article V

### Directors

SECTION 5.1. POWERS The Directors shall supervise and control the business, property, and affairs of the Corporation, except as otherwise provided by law, the Articles of Agreement of the Corporation, or these Bylaws.

SECTION 5.2. NUMBER There shall be a Board of Directors with a minimum of seven (7) Directors. If the number is less than seven, it shall not affect the board's processes. The signers of the Articles of Agreement shall elect the initial Board of Directors of the Corporation, and thereafter, the members of the Board of Directors shall be elected by membership.

SECTION 5.3. ELECTION TERM Directors of the Corporation shall be elected at the annual meeting of the Board of Directors to serve for a term of three (3) years or until their successors are elected and qualified. No Director shall serve more than two (2) consecutive three-year terms, but may be reelected after a lapse of one year.

SECTION 5.4. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled by a vote from the membership. Any qualified member may self-nominate for the election.

SECTION 5.5. REMOVAL Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of two-thirds of the full number of Directors then in office, acting at a meeting of the Board, the notice of which has specified the proposed removal. In addition, three consecutive absences from regular Board meetings shall constitute an automatic resignation, without further action by the Board of Directors, unless the President of the Board has excused the absences.

SECTION 5.6. COMPENSATION Directors shall not receive salaries for their services; however, by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attending any regular or special meeting of the Board. The Corporation shall not provide personal loans to any Director.

## ARTICLE VI:

### Meetings of the Directors

SECTION 6.1. ANNUAL MEETING A regular annual meeting of the Board of Directors shall take place each year at such time, date, and place as shall be designated by the Board of Directors. Members may attend this annual meeting.

SECTION 6.2. REGULAR MEETINGS Regular meetings of the Board of Directors shall be held at least six (6) times per year upon call of the President.

SECTION 6.3. SPECIAL MEETINGS Special meetings of the Board of Directors may be called by the President, by a majority of the Directors, or by petition of 10% of members, on five (5) days' notice to be held at such time, day, and place as shall be designated in the notice of the meeting.

SECTION 6.4. NOTICE OF MEETINGS The time, day, and place of any regular or special meeting of the Board of Directors shall be specified in the notice of the meeting, but no such specification is required in a waiver of notice of such meeting. Notice shall be given as provided in Section 7.1.

SECTION 6.5. ELECTRONIC MEETINGS Any one or more Directors may participate in a meeting of the Board of Directors by computer conference, telephone, or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone or electronic means shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present. Any member of the Board may be included in any Group email.

SECTION 6.6. RECORD OF MEETINGS The Secretary or, in the absence of the Secretary, one of the Directors designated by the Board of Directors and participating in the meeting, shall keep a record of the meeting.

SECTION 6.7. QUORUM: VOTE REQUIRED A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of Directors, and, unless otherwise provided for by law or these Bylaws, the act of the majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is not present at any meeting of the Directors, the Directors present at the meeting may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as initially notified.

SECTION 6.8. ACTION BY UNANIMOUS CONSENT Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if:

- a. Consents in writing, setting forth the action so taken, shall be signed by all of the Directors and filed by the Secretary with the minutes of the meetings of the Board of Directors. The consents may be

executed in any number of counterparts, all of which, when taken together, shall constitute a single original consent.

- b. Consents by electronic mail or messaging, setting forth the action so taken, are submitted by all the Directors, received by the Corporation, and filed by the Secretary with the minutes of the meetings of the Board of Directors.

Section 6.9. DECISIONS OF MEMBERS At least 20% of the membership entitled to vote must be present at a meeting to constitute a quorum for the purpose of transacting the business of the Corporation. All issues to be voted on shall be decided by a simple majority of those members in good standing present at a meeting where a quorum has been established.

Section 6.10 CONDUCT AT MEETINGS – All board meetings shall be conducted in a manner that upholds fairness, equity, and respect. To encourage diversity of thought and perspectives, any director may, upon request, chair a meeting or portion thereof. Directors will prepare agendas and/or preside over specific meetings or portions of meetings, thereby advancing diversity, equity, and inclusion in board governance. All members shall stay on topic. Any director may request that items be placed on the agenda for consideration at a meeting.

Section 6.11 All regular Board meetings shall be held via video conference with a link posted on the Members' Facebook page and/or by email, allowing any member to join any regular meeting of the Board; however, they will not be able to speak during the meeting. Any member may also request items to be placed on the Agenda.

Meetings shall follow *Robert's Rules of Order* (or a simplified version thereof, as agreed by the board) to ensure equal representation of viewpoints and fair procedures. Reasonable time limits shall be established for discussion, ensuring that all directors have an equal opportunity to speak within the meeting's allotted time. A chair shall be appointed to ensure Robert's Rules are followed.

## Article VII

### Notice

SECTION 7.1. GENERAL Whenever under the provisions of law or these Bylaws, notice is required to be given to any person, such notice will be via electronic mail.

SECTION 7.2. WAIVER Whenever any notice is required to be given by law or by these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated in these Bylaws, shall be deemed

equivalent to the giving of such notice. Attendance at a meeting, either in person or, if applicable, by proxy, of a person entitled to notice shall constitute a waiver of notice of the meeting unless he or she attends solely for the purpose of objecting at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened.

## Article VIII

### Officers & Agents

SECTION 8.1. OFFICERS The officers of the Corporation shall minimally consist of a President, a Vice-President, a Secretary, and a Treasurer. One person shall not hold two offices, with the permissible exception of a Secretary-Treasurer.

SECTION 8.2. OTHER OFFICERS AND AGENTS: The Board of Directors:

- a. May retain a chief executive officer ("Executive Director"), who shall serve as staff to the Board
- b. May appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

SECTION 8.3. ELECTION: TERM OF OFFICERS; RESIGNATION; REMOVAL; VACANCIES. The members of the organization shall elect the president, vice president, treasurer, and secretary of GALA by majority vote. The officers of the Corporation shall hold office for terms of three (3) years or until their successors are elected and qualified. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office at any time with cause by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board called expressly for that purpose. The Directors shall fill any vacancy occurring in any office of the Corporation for the unexpired term. No officer may serve more than two (2) three-year terms unless deemed necessary by reason of emergency by the Board of Directors for one additional term. An officer whose term of office has not expired may continue in such office, and continue for such term as a Director, regardless of the Director's term limitations in

SECTION 8.4. PRESIDENT The President of the Board shall preside at meetings of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 8.5. THE VICE PRESIDENT The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 8.6. SECRETARY The Secretary shall keep the minutes of all Board of Directors meetings and perform all other duties typically associated with the office, as well as any additional duties assigned by the Board of Directors.

SECTION 8.7. TREASURER The Treasurer shall cause regular books of account to be kept, and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation, shall deliver an annual report at the annual meeting, and shall perform all other duties required of the Treasurer by the Board of Directors.

The Corporation shall maintain complete and accurate financial records, books, and accounts. From time to time, and at least every two years, the Board shall cause an audit or financial review to be conducted by either an independent auditor or a qualified committee. The audit report or financial review findings shall be reported to the Board and made available to members.

SECTION 8.8. BONDING OF OFFICERS The Board of Directors may require any officer, or other person entrusted with the handling of funds or valuable property of the Corporation, to give bond to the Corporation, with sufficient surety or sureties, conditioned upon the faithful performance of such person's duties.

## Article IX

### Committees

SECTION 9.1. EXECUTIVE COMMITTEE The Board of Directors shall establish an Executive Committee, consisting of at least four (4) Board members, including the incumbent officers. The Executive Director shall serve as staff to the Committee. Except as provided in Section 9.1(a) below, the Executive Committee shall have the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such nature as to require action before the next regular meeting of the Board of Trustees but do not require a calling of a special meeting of the Board. Any action taken by the

Committee involving the exercise of the powers of the Board of Directors shall be reported promptly to the Board and ratified at the next meeting of the Board following such action. The Executive Committee shall be subject to the Board of Directors' authority in all matters. The Executive Committee shall present to the Board of Directors an annual evaluation of the Executive Director's performance.

SECTION 9.1(A) LIMITATIONS The Executive Committee shall not have the power to:

- a. Amend the Bylaws.
- b. Appoint or remove Directors, or the Executive Director, except as a temporary, emergency measure until an election can be held.
- c. Approve a dissolution, merger, or the sale of all the Corporation's assets.
- d. Adopt the budget; or
- e. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents a significant change in the affairs, business, or policy of the Corporation.

SECTION 9.2. OTHER COMMITTEES The Board of Directors may designate such committees as it deems necessary for the efficient conduct of the business of the Corporation, which committees may consist either of members of the Board of Directors or such other persons as are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary. A Board member shall always oversee each committee. Any Board member may join any committee.

## Article X

SECTION 10.1. POLICY GOVERNING CONFLICT OF INTEREST AND PECUNIARY BENEFIT TRANSACTIONS The Corporation shall adopt, implement, enforce, and regularly review Policies and Procedures governing conflicts of interest and pecuniary benefit transactions. Any Officer, Director, or Committee member shall be prohibited from participating in the discussion or voting on any transaction that could be a conflict of interest.

SECTION 10.2. POLICY ON PECUNIARY BENEFIT TRANSACTIONS Transactions that provide a direct or indirect pecuniary benefit to any Officer, Director, or Trustee and the Corporation or any member of his or her immediate family; his or

her employer; or, any person or organization of which he or she is a Proprietor, Partner, Officer, Director, or Trustee, are prohibited unless they are in the Corporation's best interest. All of the following conditions are met:

- a. The transaction is made in the ordinary course of the Corporation's business or operation, and the transaction is fair to the corporation.
- b. Any transaction with any Officer, Director, or Trustee that exceeds \$500.00 must be approved by a majority vote of the Board of Directors.
- c. The transaction does not involve a loan of money or property to an Officer, Director, or Trustee.

## Article XI

### Contributions & Depositories

SECTION 11.1. VOLUNTARY CONTRIBUTIONS The Corporation may accept gifts, grants, legacies, and contributions from any source, including persons, corporations, trusts, charities, and governments and governmental agencies.

SECTION 11.2. DEPOSITORIES The Board of Directors shall determine which depositories the Corporation shall use. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

## Article XII

### Dissolution

SECTION 12.1. DISSOLUTION The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office taken at a meeting of the Board of Directors called for that purpose, or upon the written consent of all members of the Board of Directors entitled to vote thereon. No Director, officer, employee, or person connected with the Corporation shall be entitled to share in the distribution of any of the Corporation's assets upon its dissolution.

## Article XIII

### General

SECTION 13.1. FISCAL YEAR The Corporation shall operate on a fiscal year ending December 31. Alteration of the fiscal year (by the Board of Directors) shall not require amendments to these Bylaws.

SECTION 13.2. EXECUTION OF CONTRACTS AND DOCUMENTS All contracts and evidence of debt may be executed only as directed by the Board of Directors.

## Article XIV

### Indemnification

The Corporation may indemnify a person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving in another capacity at the request of the Corporation, to the extent authorized by law, and will purchase and maintain insurance to protect itself and such persons against liability.

To the fullest extent permitted by Pennsylvania law and applicable federal law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. The Board may purchase and maintain insurance on behalf of any person against liabilities asserted against such person and incurred by such person in such capacity.

## Article XX

### Amendments

These Bylaws may be amended or repealed, or new Bylaws adopted by the Directors at any meeting by the affirmative vote of not less than two-thirds of a quorum of all members of the Corporation, provided notice of the proposed change is given in the notice, which must be given not less than ten (10) days before such meeting. Directors and members may initiate amendments.

ADOPTED BY THE BOARD: