

**AMENDED AND
RESTATED BYLAWS
OF
PALS AND PAWS INC.,
A FLORIDA NOT FOR PROFIT CORPORATION**

**(Approved by the membership at the May 21, 2017 annual
meeting. Approved by the AKC September 3,, 2017)**

ARTICLE I.
PURPOSES

The specific and primary purposes for which this Corporation is formed are:

A. This Corporation is organized solely and exclusively for fostering amateur sports.

ARTICLE II. PROHIBITED
ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be organized pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations, now existing or hereafter amended.

ARTICLE III.
MEMBERSHIP

Section 1. Membership Provisions.

If the Directors find it necessary and so desire, they may add additional provisions for membership classes, qualifications, admissions and meetings through a duly adopted resolution of the Board of Directors.

Section 2. Eligibility.

Any person interested in the objects and purposes of this organization and who agrees to be bound by the Articles of Incorporation and Bylaws hereof and by such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for membership.

Section 3. Application and Membership.

A prospective member shall be eligible for membership upon the presentation of an application and payment of the proper dues.

Section 4. Duration.

All classes of membership shall be of one (1) year duration and shall be required to be renewed annually by the payment of the required dues.

Section 5. Dues.

The dues structure for each membership class or category shall be set annually by the Board of Directors. Dues shall be payable in advance on or before the first day of January in each fiscal year.

Section 6. Rights of Members.

The right of a member to vote and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

Section 7. Resignation.

Any member may resign from the organization by delivering a written resignation to the President or Secretary or to the Membership Chairman.

Section 8. Default and Termination.

If any member shall default in payment of dues for a period of thirty (30) days after the commencement of the fiscal or calendar year for which such dues are payable, his or her membership shall be terminated automatically.

Section 9. Reinstatement.

A former member may apply for reinstatement. Upon the payment by such member of the current dues and a reinstatement fee, he or she shall be thereupon reinstated.

ARTICLE IV.
MEMBERSHIP MEETINGS

Section 1. Annual Meetings.

The membership shall hold annual meetings on or before the last day of June each year at the principal office of the Corporation, or at such other place as may be determined by the Board of Directors. The date, time and place shall be set by the Board of Directors. Notice of such meeting shall be given to all members in the manner described in Section 6 of this Article IV. The annual meeting of the membership may be held immediately prior to, or jointly and simultaneous with, the annual meeting of the Board of Directors.

Section 2. Special Meetings.

Special meetings of the membership may be called at any time by the President or Vice President, or by any two members (2) members of the Board of Directors. A special meeting of the members must be called by the President or Vice President upon the receipt of the written request of one-third (1/3) of the members. Written notice of such meeting, stating the time, place and purposes thereof shall be given to all members in the manner described in Section 6 of this Article IV. A special meeting of the members may be held jointly and simultaneously with a special meeting of the Board of Directors.

Section 3. Quorum.

At any meeting of members, the presence of twenty percent (20%) of the members entitled to vote in person or by proxy shall be necessary to constitute a quorum for all purposes. The act of a simple majority (greater than 50%) of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute, by the Articles of Incorporation or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a simple majority of the members present in person or by proxy without the notice other than by announcement at the meeting and without further notice to the absent members. At any adjourned meeting at which quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 4. Voting Rights.

At every meeting of Members, each Member entitled to vote, shall be entitled to vote in person or by proxy duly appointed in writing which bears a date not more than eleven (11) months prior to such meeting unless such proxy provides for a longer period. All elections and all questions to be decided at such meeting shall be by simple majority vote (greater than 50%) of the members present and entitled to vote at a meeting where a quorum is present. The election of Directors and Officers shall be by ballot. When deemed necessary by the President or Vice President or upon demand by any member, any other issue may be by ballot.

Section 5. Action by Members without a Meeting.

Any action required or permitted by law, these Bylaws, or the articles of Incorporation of the Corporation to be taken at any annual or special meeting of the members of the Corporation may be taken without a meeting, without prior notice and without a vote, if one or more written consents setting forth the action so taken shall be signed by the members entitled to vote thereon having not less than the minimum number of votes that would be necessary to authorize or take

such action at a meeting at which all members entitled to vote thereon were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and delivered to the Corporation at its principal office or to the Secretary of the Corporation or another officer or agent of the corporation having custody of the book in which proceedings of member meetings are recorded. No written consent shall be effective to take the corporate action referred to therein unless, within ninety (90) days of the date of the earliest dated consent, written consent signed by the number of members required to take action is delivered to the corporation as set forth above.

Upon written demand, any written consent may be revoked prior to the date that the Corporation receives the required number of consents to authorize the proposed action. Such revocation shall be effective upon the receipt by the Corporation at its principal office, or by the Corporation's Secretary or other officer or agent of the Corporation having custody of the book in which proceedings of meetings of members are recorded, of the written revocation.

Within thirty (30) days after obtaining such authorization by written consent, notice shall be given to those members who are entitled to vote on the action, but who have not consented in writing. The notice shall fairly summarize the material features of the authorized action.

Section 6. Notice

Written notice of any meeting of the members stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting, either personally, by first class mail or by electronic mail to an address at which the member has consented to receive notice, by or at the direction of the President, the Secretary or the officer or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address, as it appears in the records of the Corporation, with postage thereon prepaid. If sent by electronic mail, notice shall be deemed to be delivered when transmitted to a proper address at which the member has consented to receive notice.

ARTICLE V.
BOARD OF DIRECTORS

Section 1. The Board.

The general management and control of the business, assets and affairs of the organization shall be vested in the Board of Directors. In carrying out their duties the Board of Directors shall comply with the terms and provisions of the Articles of Incorporation and these Bylaws.

Section 2. Number of Directors.

The number of persons that shall make up the Board of Directors shall be seven (7). The current President, Vice President, Secretary and Treasurer shall each automatically become one (1) of the seven (7) directors, unless the members vote to the contrary. The number of Directors may be changed from time to time by an amendment to these Bylaws in the manner herein provided, but shall never be less than three (3).

Section 3. Election of Directors.

(a) The Board of Directors shall be nominated and elected by the members of the organization at the annual meeting of members by a simple majority vote of the members present at such meeting.

(b) Each Director, except one (1) appointed to fill a vacancy, shall be elected to serve for a term commencing on July 1st for one (1) year, or until his or her successor is elected.

(c) In the event of a vacancy on the Board of Directors (except by removal) prior to the date of the annual meeting of members, the remaining directors shall fill such vacancy for the balance of the term by nomination and a simple majority vote.

(d) At all elections for members of the Board of Directors only members in good standing are qualified to cast votes for such directors.

(e) Only members in good standing shall be qualified to become members of the Board of Directors.

(f) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 4. Authority and Powers of Directors.

Without intending any limitation, the Board of Directors shall have the authority to:

- (a) maintain compliance with the Articles of Incorporation and these Bylaws,
- (b) hold meetings at times and places as may be deemed proper and necessary,
- (c) admit, suspend or expel members,
- (d) promulgate rules from time to time that it deems to be proper and necessary for the operation of the organization,
- (e) appoint committees on particular subjects from members of the board or from the membership of the organization,
- (f) audit bills and disburse the funds of the organization,
- (g) print and circulate documents, publish articles, and carry on correspondence and communicate with other associations with the same interests,
- (h) devise and carry into execution such other measures as it deems and necessary to promote the objects of the organization and protect the interests and welfare of the members,
- (i) contract, employ, retain, or terminate any employee, agent, firm, individual or other entity employed by the organization to supply any and all nature of services or products to the organization, and
- (j) retain any other duty or power as provided by Chapter 617, Florida Statutes.

Section 5. Duties of Directors.

A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing his or her duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one (1) or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,

(b) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

(c) a committee of the board upon which he does not serve, duly designated in accordance with a provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A person who performs his duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

Section 6. Director Conflicts of Interest.

No contract or other transaction between this corporation and one (1) or more of its directors or any other corporation, firm, association or entity in which one (1) or more of the directors are directors or officers or are financially interested, shall be either void or avoidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote sufficient for the purpose without counting the votes of such interested directors; and

(b) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, or the members.

(c) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 7. Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 8. Delegation of Authority.

The Board of Directors shall delegate authority to any Executive Committee to conduct the business of the organization in accordance with the policies prescribed by the Board of Directors from time to time.

Section 9. Compensation of Directors.

The Board of Directors shall receive no compensation for their services.

Section 10. Removal of Directors.

Any one or more of the directors may be removed with or without cause at any time by a vote or a written agreement of a simple majority (greater than 50%) of the members as follows:

(a) The notice of a meeting of the members to recall a member or members of the Board of Directors shall state the specific director(s) sought to be removed.

(b) A proposed removal of a director at a meeting shall require a separate vote for each Board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Board member to be removed.

(c) If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

(d) Any director removed from office shall turn over to the Board of Directors within forty eight (48) hours any and all books, records and materials of the corporation in his or her possession.

ARTICLE VI.
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings.

The annual meeting of the Board of Directors may be held immediately thereafter or jointly and simultaneously therewith the annual membership meeting at the principal office of the Corporation or at such other place and time as may be determined by the Board. Notice of such meeting shall be given to all directors in the manner described in Section 4(d) of this Article VI.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the President, or by any two (2) members of the Board of Directors, for any specific purpose. Written notice of such meeting shall be given to all Directors stating the purpose of such meeting in the manner described in Section 4(d) of this Article VI.

Section 3. Regular Meetings.

The Board of Directors of Directors shall hold regular meetings and the date, time and place shall be set by the President. Notice of such meetings shall be communicated to each member of the Board of Directors in the manner described in Section 4(d) of this Article VI.

Section 4. Quorum and Voting.

(a) A simple majority (greater than 50%) of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a simple majority (greater than 50%) of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

(b) Each member of the Board of Directors shall be entitled to one (1) vote at any meeting thereof on any issue or matter of business before such meeting. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting may simultaneous hear each other at the time. Participation by such means shall constitute presence in person at a meeting.

(c) A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless, he or she votes against such action or abstains in respect thereto because of an asserted conflict of interest.

(d) Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each director at least two (2) days before the meeting, either personally, or by electronic mail, or if sent by first class mail, at least five (5) days before the meeting, by or at the direction of the President, the Secretary or the officer or persons calling the meeting.

Section 5. Absence.

Should any member of the Board of Directors absent himself or herself unreasonably from three (3) consecutive meetings of the Board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on

the Board may be declared vacant.

Section 6. Action by Board of Directors without a Meeting.

Any action required or which may be taken at a Board of Directors meeting may be taken without a meeting if a consent in writing, setting forth the action so taken is signed by all of the members of the Board of Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each director. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VII.
OFFICERS

Section 1. Number.

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the membership from time to time.

Section 2. Term of Office.

Officers shall be elected by the membership by ballot at the annual meeting of the members. Each Officer, except one appointed to fill a vacancy, shall serve for a term commencing on July 1st, for one (1) year, or until his or her successor is elected.

Section 3. Election.

The Officers of the Corporation shall be elected annually by the membership in the following manner:

(a) The Officers shall be nominated and elected by the members of the organization at the annual meeting of the members by a simple majority vote of the members present at the meeting.

(b) At all elections for Officers of the Corporation only members in good standing are qualified to cast votes for such Officers.

(c) Only members in good standing shall be qualified to become Officers.

(d) Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

Section 4. Vacancies in Office.

Should the office of President become vacant by reason of termination or resignation during the term of office, the Vice President shall succeed to the office for the unexpired term. Vacancies in all other elected offices shall be filled for the unexpired term by the Board of Directors.

Section 5. Removal of Officers.

(a) In the event that any officer or agent has been elected by the members, he or she may be removed by a simple majority vote of the members, unless the members shall have authorized the directors to remove such officer or agent.

(b) Any officer or agent appointed by the Board of Directors may be removed by the Board at any time with or without cause. A simple majority vote (greater than 50%) of the directors present at such a meeting shall constitute a vote of removal.

(c) Any officer or agent removed from office shall turn over to the Board of Directors within forty eight (48) hours any and all books, records, and materials of the Corporation in his or her possession.

(d) Removal of any officer or agent shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not itself create contract rights.

Section 6. Duties of Officers.

A. President.

The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. It shall be the duty of the President as the chief executive officer to preside at all meetings of the members, Board of Directors, and any Executive Committee. He or she shall call all regular and special meetings when deemed necessary. He or she shall have the power to sign all agreements, contracts, leases, promissory notes, deeds, mortgages, security agreements and any other obligations, instruments, checks, or documents on behalf of the corporation as approved by the Board of Directors, except in cases, where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. He or she shall be ex-officio member of all committees, except the Nominating Committee. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors, including the election of Nominating Committees.

B. Vice President

In the absence of the President or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all powers of and be subject to all of the restrictions upon the President. He or she shall be empowered to sign checks on the Corporation's account in the President's absence, countersigned by the treasurer. He or she shall serve on all committees in the absence of the President or in the event of the President's inability to serve.

C. Secretary.

The secretary shall take and keep the minutes of all meetings of the membership, Board of Directors and Executive Committee. He or she shall furnish a copy of the minutes to the President immediately after each meeting and shall be custodian of all records and papers of the organization except those pertaining to a special committee. He or she shall receive and file all written reports, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary shall attest to the signature of the President or Vice President as appropriate or as directed by the Board of Directors.

D. Treasurer

The Treasurer shall receive and deposit all funds in the name of the corporation in a bank approved by the Board of Directors. He or she shall sign checks for the disbursement of funds if so authorized and according to the current banking resolution as recorded in the corporation's minute book. Current financial records shall be kept at all times and reports on the financial status of the corporation shall be submitted at all meetings of the Board of Directors and membership, with copies to be provided for the President's file. The books of the Corporation shall be delivered to his or her successor, duly audited, immediately following termination of the office or the election of a new treasurer. The Treasurer shall serve as the chairman of the Budget and Finance Committee.

Section 7. Further Duties

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned to them by the President from time to time. He or she shall deliver to their successors all books, records and material of the Corporation not later than ten (10) days following the election and installation of their successors.

Section 8. Compensation of Officers.

The officers of the corporation shall receive no reasonable compensation for their service.

ARTICLE VIII.

COMMITTEES

The Corporation shall have such committees as shall be necessary for the conduct of the organization's business and to carry out its object and purposes. All committees shall serve for one year. Neither the designation of any such committee, the delegation of authority to such committee, shall alone constitute compliance by any member of the Board of Directors, who is not a member of the committee in question, with his responsibility to act in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IX.

Fiscal Year

The Fiscal Year of the Corporation shall commence on the 1st day of January, and terminate on the 31st day of December.

ARTICLE X

DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation to such organization or organizations as shall benefit dogs and at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organization as such court shall determine.

ARTICLE XI

INDEMNIFICATION

Section 1. Duty

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, whether civil, criminal, administrative, or investigative (including but not limited to actions by or against the corporation) by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a

director or officer of another of another corporation, partnership, joint venture, trust or other enterprise.

Section 2. Extent.

The extent, amount, and eligibility for the indemnification provided herein shall be approved by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided by Florida law except to indemnify any person against gross negligence or willful misconduct. The corporation may purchase and maintain insurance for the indemnification of any person as provided herein.

Section 3. Limitation.

Notwithstanding the foregoing, no indemnification shall be made to or on behalf of any officer or director wherein the final adjudication establishes: (i) that a direct violation of criminal law occurred, unless the officer or director had no reasonable cause to believe his conduct was unlawful; (ii) a transaction occurred from which the officer or director derived an improper benefit; (iii) a transaction under which the provisions of F.S. 607.0834 is applicable; (iv) willful misfeasance, bad faith, reckless disregard or gross negligence in the performance of the officers' or directors' duties.

ARTICLE XII.

CONTRACTS, LOANS, CHECKS, and DEPOSITS

Section 1. Execution of written Instruments.

All agreements, contracts, leases, promissory notes, mortgages, security agreements, deeds, documents and other instruments shall be executed by the President or the Vice President and attested by the Secretary or Assistant Secretary unless the Board of Directions shall in a particular situation designate another procedure for the execution of written instruments.

Section 2 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and further restricted by the dollar amount of the contract.

Section 3. Loans.

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority maybe general or confined to specific instances and/or dollar amounts.

Section 4. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits.

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such state or federally insured banks or other state or federally insured depositories as the Board of Directors may select.

ARTICLE XIII

RECORDS

The corporation shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Board of Directors, at the principal office of the Corporation, and retain the same for at least five (5) years. All such records and financial statements may be inspected by any director or member, or the agent or attorney of either, at any reasonable time.

Not later than three (3) months after the close of each fiscal year. The corporation shall prepare financial statements showing in reasonable detail the financial condition of the Corporation as of the close of its fiscal year.

ARTICLE XIV

MISCELLANEOUS PROVISIONS

Section 1. Parliamentary Procedure.

The Rules contained in Roberts Rules of Order, as revised shall govern the Board of Directors, officers, chairman of various committees, and the Members in all instances to which they are applicable, provided, however, that they do not conflict with these Bylaws or with the laws of the State of Florida.

Section 2. Number and Gender.

Where ever the context so admits or requires the terms used in these Bylaws shall include the singular or the plural form, the masculine gender or the feminine gender, or the heirs, personal representatives, successors or assigns of those named herein.

Section 3. Amendment of Bylaws.

These Bylaws may be repealed, altered, or amended, and new Bylaws may be adopted, by simple majority vote (greater than 50%) of the members present at an annual meeting or a special meeting called for that purpose at which a quorum is present. In addition, these Bylaws may be repealed, altered, or amended, and new Bylaws adopted, by action of the members without a meeting as provided for hereinabove.

Approved this _____ day of _____, 2017

BY: _____

_____, President

Attest: _____

_____, Secretary