

BYLAWS
of
World Detector Dog Organization

INTRODUCTION

1. These bylaws constitute the code of rules adopted by the World Detector Dog Organization, hereinafter the “Corporation”, for the regulation and management of its affairs.

MEMBERSHIP

2. **Members:** Any business organization or individual 18 years of age or older is eligible for membership in the Corporation. Members shall pay the annual dues for membership in the amount established by the Board of Directors.
3. **Rights of Members:** Each member in good standing of the Corporation shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except to the extent that the voting rights are limited or denied by the Articles of Incorporation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution.
4. **How the Membership Can Legally Act:** The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership.
5. **Annual Membership Meetings:** The annual meeting of the membership shall be held once a year the date of which to be determined each year by the board of directors, or as soon as practical there-after, at a time and place designated by the board of directors for the purpose of electing directors and transacting any other business as may properly come before the meeting.
6. **Notice of Annual Meeting:** Written notice of the annual membership meeting shall be given not less than twenty (20) calendar days nor more than sixty (60) calendar days before the day that such a meeting is to be held. Such written notice shall be delivered by U.S. Mail to the address of each member appearing on the books of the Corporation, sent by facsimile at the last known facsimile number, or sent by electronic mail to the last known electronic mail address, or such additional means as the board of directors shall deem effective. The written Notice shall state the place, day, and hour of the meeting. This section may be amended or repealed only by a vote of a majority of the members at a meeting of the membership called in accordance with the terms of these bylaws.

7. Special Membership Meetings: Special meetings of the members may be called at any time by the Chairperson or by the board of directors, or on written request of one-fourth of the members who are entitled to vote, or by three-fourths of the members of the board of directors.
8. Notice of Special Meetings: Notice of special meetings of the membership shall be given in the exact same manner as notice for the annual meeting except that timing of such mailing must be calculated in such a manner so as to give each member at least five days of advanced notice prior to the meeting.
9. Quorum: The attendance of ten members constitutes a quorum for the conducting of business at either an annual or a special meeting of the membership.
10. Enrollment of Members: The board of directors shall adopt a membership application form and a method for calculating annual dues. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the membership director to sign certifying that the secretary believes the applicant to be a business organization in good standing or an individual 18 years of age or older. All organizations or persons wishing to become members shall fill out an application form and remit the annual dues. The membership director shall examine each application and approve by signing in the place indicated if the applicant appears to be a business organization in good standing or an individual over the age of 18 and has remitted annual dues. The applicant becomes a member upon the membership director's signature of the application form. The membership director shall keep an up-to-date membership list in the back of the minute book.
11. Termination of Membership: Membership shall automatically be terminated for failure to pay annual dues in a timely manner as required by the Board or for failure to satisfy any other qualifications for membership. In addition, membership may be terminated for other good cause as determined by the Board of Directors, provided that the Member be given notice of the reasons for termination at least fifteen (15) days before such termination. The notice shall specify that the Member shall have a right to appeal such termination, orally or in writing, to a person or committee selected by the Board, such appeal to be heard and determined not less than five (5) days prior to the effective date of termination. The person or committee that hears the appeal shall render a determination in writing which shall be final.
12. Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.
13. Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Person(s) must be in good standing as member of the WDDO for 2 or more years.

14. Number of Directors: The Board of Directors shall consist of not less than three members, the number thereof to be determined from time to time by resolution of the Board of Directors. As of the date that these Bylaws were adopted the number of Directors was fixed at six and thereafter shall be fixed from time to time by resolution of the Board of Directors.
15. Terms and Election of Directors: Directors shall be elected by the members at the annual meeting of the membership. Directors shall serve terms of three years unless re-elected to succeeding terms. There shall be staggered terms of office for directors so that one third of the directorships shall be up for election each year (or if the number of directorships does not evenly divide by thirds, the board is divided as close to thirds as possible). Board members shall serve until their successors are chosen.
16. Staggered Terms: The following procedure shall be followed at the first annual meeting of the membership following the adoption of these Bylaws (and only at that meeting): Following the election of these directors, the term of each shall be determined by drawing lots on which shall be written his or her prescribed term. If an elected director is not present at the board meeting at which the lots are drawn, his or her lot shall be drawn for him or her by the officer presiding at the meeting and recorded in minutes. At subsequent annual meetings of the membership, all directors shall be elected to three-year terms.
17. Nomination Process: The Chairperson, prior to an election, may appoint a Nominating Committee. The Nominating Committee, if so appointed, may, if it so chooses, present a slate of candidates from which the members may fill vacant directorships. The Board of Directors shall approve or disapprove the nominees, and if approved by the Board, the nominees shall be submitted to the Members at the annual meeting for election to the Board.
18. Election Process: Directors shall be elected at an annual meeting of the membership. The election process can embrace the newest technology for convenience of all parties including but not limited to; email communication systems or an electronic process. Any new voting process/system must be approved by the Board of Directors prior to implementation. A director shall serve his or her designated term or serve until a successor is elected or appointed.
19. Procedure at Board Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.
20. Resignations: Any Director can resign at any time by delivering a written resignation to the Chairperson of the board or to the Secretary of the Corporation. A resignation is effective when the notice is delivered, or at a later effective date. If a resignation is made effective at a specific date, the successor cannot take office until the effective date.
21. Removal: Any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors or who misses at least fifty percent (50%) of the regular meetings of the Board of Directors during any calendar year without a leave of absence approved by

the President may be removed from office by a vote of a majority of the Directors. A Director may also be removed from office for good cause, as provided by law, by a vote of the Board of Directors with a separate vote from each Board Member. A Director may also be removed without cause if the removal is approved by the majority of the quorum if the number of Members is fifty (50) or more, or by a majority of all the Members if the number of Members is less than fifty (50).

22. Vacancies: Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors, though less than a quorum, and such director so appointed shall serve for the remainder of the term of the directorship so vacated.
23. Compensation: The board of directors may fix the compensation of directors and directors may receive reimbursement for necessary travel and other expenses incurred in the conduct of the business of this Corporation in accordance with and only to the extent provided in such policies as may be established by the Board of Directors.
24. Place of Director's Meetings: Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or outside the State of Maryland Or Alabama, as provided or such place or places as the board of directors may designate by resolution duly adopted. 2023 Board of Directors formally adopts Zoom or similar internet based online meeting formats, as acceptable forms of a 'meeting location'.
25. Meetings: Regular meetings of the Board of Directors shall be held at least annually at such time and place as the Board of Directors may determine. Additional meetings of the Board of Directors may be called by the Board of Directors; the Chairperson; or the Secretary upon the written request of a majority of the directors.
26. Notice of Board Meetings: Notice of all board meetings shall be given to each board member no less than two (2) days nor more than seven days prior to the meeting. Removed '(90)'
27. Waiver of Notice: Attendance by a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.
28. Quorum: A majority of the incumbent directors (not counting vacancies) shall constitute a Quorum for the conduct of business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Articles of Incorporation or any provision of these bylaws.

29. Self-Dealing: No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

OFFICERS

30. Roster of Officers: The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum the Corporation shall have a Chairperson and Secretary.
31. Chairperson: The Chairperson shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order.
32. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will authenticate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws. Vice President may also keep minutes when needed.
33. Designation of President etc: The Board of Directors, in its discretion, may, by Resolution, designate other officers such as a "President"; "Vice President" or an "Executive Director". Such officers, if so designated, shall have such authority as may be granted from time to time by the board of directors.
34. Selection and Removal of Officers: All officers shall serve indefinite terms; however, all officers (President, Vice President, Chairperson, Secretary) shall be elected or appointed by the board of directors annually. An officer shall remain in office until his or her successor has been selected. Any officer elected or appointed to office may be removed by the Board of Directors whenever, in their judgment, the best interests of this Corporation will be served. Such removal, however, will be without prejudice to any relevant contract rights of such Officer.

INFORMAL ACTION

35. Waiver of Notice: Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation, or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such a waiver must, in the case of a special meeting of members, specify the general nature of the business to be transacted.
36. Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of either the

members or board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.

COMMITTEES

37. Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees, as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Board of Directors may choose to appoint Ad-Hoc committees, as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors with time limits set by the board of directors for dissolution of such committees.
38. Committee Chairperson: Each committee shall have a designated Chairperson, who's duties include but are not limited to: organization of regular meeting, goal setting, team recruitment etc. Chairperson shall turn in a written report or appear in person to update Directors on every other month basis. Committee chairperson is nominated by committee members with Board of Director approval.
39. Executive Committee: The officers of this Corporation as designated in the bylaws (or, subsequently, by Resolution of the Board of Directors) shall constitute the executive committee. The board of directors may (if it so chooses) adopt a Resolution appointing other persons to serve on the Executive Committee. The Chairperson shall act as chairperson of the executive committee. The Executive Committee may assist the Chairperson in preparing agendas for upcoming meetings of the Board of Directors and shall have such other authority as may be given to it from time to time by Resolution of the Board of Directors.

OPERATIONS

40. Fiscal Year: The fiscal year for this Corporation will be the calendar year.
41. Inspection of Books and Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.
42. Loans to Management: This Corporation will make no loans to any of its Directors or Officers.
43. Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by the treasurer who has previously been designated by a Resolution of the board of directors. Contracts,

promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the board of directors.

44. Certifications: Proposed Bylaws changes, additions, or removals affecting Certifications' integrity, process, purpose, or compensation must be emailed to all members of the Certification Committee for their review and recommendations, no less than 10 business days prior to Board of Directors voting. The Email advising the Certification Committee of the proposed change must contain details of the proposed change/addition/removal, the exact verbiage of the Bylaw proposed, and the anticipated benefits of the proposed change. Although the Board of Directors is the voting party, the recommendations of the Certification Committee will be taken with serious consideration.
45. Forms of Communication: Any and all areas of Bylaws where the verbiage "written" communication is stated, shall now be deemed to include modern forms of "electronic" communications.

AMENDMENTS

46. Amendments: The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Maryland Law. The bylaws may be amended at any time by a vote of the majority of directors at a meeting where a quorum is present.

PUBLIC STATEMENTS

47. Authority to make Statements: No person, except for the Chairperson or the President/Executive Director or its appointees (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.
48. Limitation on Statements: Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

INDEMNIFICATION

49. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

50. Insurance: The Corporation shall have the power to purchase and maintain insurance to the maximum extent permitted by law on behalf of any person who is or was a Director, officer, employee, representative, or agent of the corporation against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Corporation at their meeting held on August 3, 2023.

Secretary