

**UNITED BLOOD TRACKERS, INC.
BY-LAWS**

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UNITED BLOOD TRACKERS, INC.

BY-LAWS

ARTICLE I – CONSTITUTION

Section 1 – Name

The name of this organization shall be the United Blood Trackers, Inc. – hereinafter referred to as “UBT”. UBT is a corporation formed under the General Not-For-Profit Corporation Act of the State of Illinois.

Section 2 – Purpose

UBT is dedicated to promoting resource conservation through the use of trained tracking dogs in the ethical recovery of big game. UBT supports recovery efforts afield, the education of hunters, the training and testing of handlers and their dogs, and legislative efforts to promote blood tracking.

These purposes will be fulfilled by:

- increasing the awareness of hunters and dog handlers of how trained tracking dogs can reduce the loss of big game;
- encouraging members to assist hunters with lost game recovery afield;
- providing support to handlers interested in training their dogs;
- organizing blood tracking workshops as a means of promoting excellence and encouraging fellowship amongst members;
- sponsoring testing opportunities for those who would like to document the capabilities of their dogs;
- sharing information and advice with those who seek to establish the legal and ethical use of tracking dogs in their own states; and
- performing other educational, training, and testing activities consistent with the organization’s purpose.

Section 3 – Location/Area

The principal office of UBT shall be at such location or locations as may be approved by the Board of Directors (hereinafter, “the Board”). UBT shall maintain a registered office in the State of Illinois and shall designate a registered agent at such office. The Board may change the registered agent as deemed necessary, upon submitting the appropriate documents and associated fees. The principal office and the registered office need not be the same.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility

Membership in UBT shall be open to those persons that express an interest in furthering the objectives and purposes of UBT and that meet the requirements of Article II. It is the duty of each member to advise the Board of any change in contact information in a timely manner. Membership shall be granted to individuals upon submission of a completed membership application and applicable dues.

Section 2 – Dues

Annual membership dues will be payable by January 1st of each calendar year. The amount of the annual dues will be determined by the Board on an annual basis.

Section 3 – Membership Regions

For the purpose of electing Regional Directors, UBT members shall be assigned into one of two geographical Regions, which shall be designated as “Northern Region” and “Southern Region”. The boundaries of each Region may be adjusted from time to time in keeping with membership and tracking regulations within each Region without revision to these Bylaws.

Northern Region. Alaska, Colorado, Connecticut, Delaware, Idaho, Illinois, Indiana, Iowa, Kansas, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New York, North Dakota, Ohio, Pennsylvania, Rhode Island, South Dakota, Utah, Vermont, Washington, Wisconsin, Wyoming, Canada, and the rest of the World (with the exceptions of Mexico and South America).

Southern Region. Alabama, Arizona, Arkansas, California, Florida, Georgia, Hawaii, Kentucky, Louisiana, Mississippi, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia, West Virginia, Mexico and South America.

Section 4 – Termination of Membership

Memberships may be terminated:

- (a) *by resignation.* Any member may resign from the organization upon written notice to the Secretary.
- (b) *by lapsing dues.* A membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid 30 days after the due date; however the Board may grant an additional 30 days to delinquent members at their discretion.
- (c) *by termination.* A membership may be terminated as provided in Article II, Section 4 of these bylaws.

Section 5 – Suspension or Termination

- (a) A membership may be suspended or terminated at any time by a majority vote of the Board after written notice of such suspension and termination is provided to the member and the member is given an opportunity to respond.
- (b) Any member may press charges against another member of the organization for actions which are not in the best interests of the organization. These charges, with specific details, must be in writing and filed with the Secretary. The Secretary will promptly send a copy to each Board member. The Board will first consider the substance of the charges and determine if they are prejudicial to the best interests of the organization. Charges which are not substantive will be summarily dismissed, and the Secretary will notify the accuser that the charges have been dismissed. If, in the Board's opinion, the charges have substance, a hearing date will be set and the Secretary will send copies of the charges and notice of the hearing date to the accuser and defendant by certified mail. At the hearing, the Board will determine the outcome of the charges, up to and including suspension or termination from membership.

Section 6 – Voting Rights

Members shall have no voting rights, except for the right to vote in the election of a Regional Director to the Board of Directors, and with the exception of those members serving on the Board of Directors.

Section 7 – Membership Meetings

Membership meetings may be held as determined by a resolution of the Board.

Section 8 - Liabilities of Members

The members shall not be liable for the debts or obligations of UBT.

ARTICLE III – BOARD OF DIRECTORS AND OFFICERS

Section 1 – Role of the Board of Directors

- (a) The operation of UBT, and the direction of its work shall be vested in the Board. The Board shall be authorized to adopt such rules and regulations as may be deemed advisable for the governance of UBT, the proper conduct of the business of UBT and the guidance of all committees and Officers. The Board shall be empowered to exercise its judgment in increasing the efficiency and usefulness of UBT while carrying out the purposes of the organization, provided such action is not in conflict with the bylaws.

- (b) The Board receives no compensation.
- (c) The Board will compile an annual report by April 1st of each year summarizing the organization's activities during the previous fiscal year.

Section 2 – Composition and Term of the Board

The number of Directors of the corporation shall be not less than five (5) nor more than twelve (12), such number to be fixed or changed from time to time within this range by the Board of Directors without further amendment to these by-laws. Four (4) of the Directors will serve as Officers of the Corporation, and must be members in good standing. One (1) Director shall be elected by the membership from the Northern Region and one (1) Director shall be elected by the membership from the Southern Region; these Directors will be known as "Regional Directors". Regional Directors shall be responsible for establishing widespread communication with UBT members within their Region for the purpose of providing input to the Board of Directors. All Directors shall serve three (3) year staggered terms, with no term limits for reappointment or re-election to the Board. Terms shall run from July 1st through June 30th of each year. Directors must be members in good standing, and remain in good standing throughout their term of office. Each Director shall hold office until the next annual meeting or election of Directors or until his successor shall have been elected and qualified. A decrease in the number of Directors does not shorten an incumbent Director's term. Vacancies of Directors may be filled at the discretion of the Board; vacancies of Regional Directors may be filled by Special Election if the term remaining is greater than 18 months, otherwise the vacancy shall be filled during the next election cycle. If a Director's vacancy is filled by appointment or Special Election, the term date shall remain the same as the predecessor's. Directors need not be residents of Illinois.

Section 3 – Selection Committee

The Selection Committee for the Board shall be convened each year on January 1st. The Selection Committee shall consist of all Directors, with the exception of Directors whose terms are expiring. Selection, re-appointment, and election of Directors shall occur in June, with a July 1st effective date.

Section 4 – Election of Regional Directors

From January 1 through the last day of February of an election year, the Selection Committee shall cause nomination to be solicited and accepted from the membership for Regional Directors. Any member in good standing may nominate another member in good standing from within their Region for the Regional Director position on the nomination form. The Selection Committee shall cause the nomination form to be widely available to the membership utilizing multiple forms of communication with the membership. The form must be signed by the nominee or be accompanied by an acceptance from the nominee to stand for election. From March 1 through March 31 of an election year, candidates shall have the opportunity to provide a biography with their qualifications for election to the Selection Committee. Biographies shall not exceed one typewritten page. Biographies will be compiled and mailed with a ballot by first class via the United States Postal Service by May 1 of an election year to all members in good standing as of April 1 of that year.

Ballots must be submitted to the person designated on the ballot by the Selection Committee no later than June 1 of an election year. Each ballot shall be verified as valid by the Selection Committee's designee. For a ballot to be valid:

- a. Members must be in good standing to vote;
- b. Members may only vote for one candidate;
- c. Members may cast only one vote;
- d. Members may only vote for a candidate from their Region of residence as determined by membership records at the time of the election;
- e. Ballots must be RECEIVED via United States Postal Service mail (not postmarked) by June 1, unless June 1 falls on a Sunday or postal holiday, in which case the deadline shall be the following day on which there is mail service.

Ballots not meeting all of the above criteria shall not be counted in the election.

Section 5 – Election, Term and Duties of Officers

The Directors shall annually elect from their number by majority vote, President, Vice-President, Secretary and Treasurer. The election of Officers will be held in July of each year. Officers shall serve a one year term, which shall run from the date of their election until succeeded. In the event any office becomes vacant for any reason, the vacancy shall be filled by the Directors from amongst their number for the remainder of the term. If an Officer is absent or unable to perform the duties of their office, the Directors may delegate the duties of such Officer to any Director who is not an Officer.

The President shall serve as the executive officer of the organization, preside at all meetings of the membership and Board, be an ex-officio member of all committees, exercise general supervision over affairs of the organization and perform such other duties as are ordinarily incumbent upon a President.

The Vice President shall perform the duties of the President in his/her absence and perform such other duties as may be delegated to him/her by the President or the Board.

The Secretary shall make and maintain a record of the Board's activities and actions, perform all duties incident to the office of Secretary.

The Treasurer shall see that all monies of UBT are deposited in its name and shall supervise the books of UBT. The Treasurer shall make reports to the Board, as requested. The Treasurer shall pay all Board budgeted expenditures, and other expenditures as directed by Board action.

Section 6 – Resignations and Terminations

Resignation from the Board should be made in writing and submitted to the Secretary. A Director may be removed at any time by two-thirds vote of the remaining Directors. Vacancies will be filled as provided above.

Section 7 – Board Meetings

Meetings of the Board may be conducted in person and/or electronically. Meetings may be called by the President or by any three (3) Board members, with three (3) days notice.

Section 8 – Quorum

A majority of the Board shall constitute a quorum.

Section 9 – Voting

Each Board member shall have one (1) equal vote. Unless otherwise specified, an affirmative vote on matters addressed by the Board shall require a majority of the entire Board to be adopted. Voting may be conducted in person and/or electronically.

Section 10 – Informal Action by Directors

Any action which is required to be taken, which may be taken, at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office. Such consent shall have the same force and effect as a unanimous vote of all the directors.

Section 11 – Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any other special rules of order the Board may adopt.

ARTICLE IV – COMMITTEES

Section 1 – Creation

The Board may each year appoint standing committees to advance the work of the organization. Either the Board or the President may appoint committee members. Such committees shall always be subject to the final authority of the Board. Special committees, such as event committees, may be created and appointed by the President to aid the organization on specific projects.

Section 2 – Termination

Any committee or appointee may be terminated by a majority vote of the Board upon written notice to the committee or appointee; and the Board may appoint successors to those persons whose services have been terminated.

Section 3 – Expiration

All standing committees will expire each year on June 30th. The duties of special committees will expire immediately upon conclusion of the project for which they were appointed.

ARTICLE V – FINANCES

Section 1 - Fiscal year

The fiscal year of UBT shall begin January 1st and run through December 31st of the same year.

Section 2 - Audits

Audits will be conducted as determined by the Board.

Section 3 – Financial Reports

The Treasurer will prepare an annual financial report and such other reports as requested by the Board. The annual report shall be submitted to the Board no later than April 1st for the previous fiscal year.

Section 4 – Contracts

The Board may authorize any officer or officers, agent or agents of UBT, in addition to the officers so authorized by these By-laws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of UBT. Such authority may be general or confined to specific instances or transactions.

Section 5 – Checks, Drafts, Etc.

The Board may authorize any officer or officers, agent or agents of UBT to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of UBT, and in such manner as shall from time to time be determined by resolution of the Board.

Section 6 – Funds and Investments

All funds of UBT shall be periodically deposited to the credit of UBT in such banks, trust companies, saving and loan associations or otherwise invested in such real or personal property, including without limitation, money market funds, instruments, securities, mutual funds or other forms of investment, as the Board may periodically select. However, no part of UBT's net earning may benefit any person having a personal and private interest in the activities of UBT.

ARTICLE VI - DISSOLUTION

A two-thirds majority of the entire Board may dissolve this entity. Board members shall be given at least 30 days notice before a vote to dissolve. Notification to the Board shall be made as provided in Article VIII. Upon dissolution, all members of the organization shall be notified of the dissolution either electronically or to their last known address. This notification shall include the intended distribution of all assets remaining after satisfaction of all liabilities. Distribution of any remaining assets shall be made only to non-stock, non-profit or not-for-profit entities with non-conflicting purposes to UBT as determined by a majority vote of the entire Board.

ARTICLE VII - AMENDMENTS

These bylaws may be altered, amended or repealed by a two-thirds majority vote of the entire Board.

ARTICLE VIII – NOTICES

Section 1 - Delivery of Notices

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or the Bylaws of UBT, such notice shall be deemed delivered when (a) transferred or presented to the deliverer in person; (b) deposited in the United States mail addressed to the deliverer at his or her address as it appears on the records of UBT, with sufficient first-class postage prepaid thereon; or (c) transmitted to the deliverer by electronic or telephonic means such as telefacsimile or electronic mail. The written notice of any meeting at which the by-laws are to be altered or amended in any way shall specify the proposed alterations or amendments.

Section 2 - Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the General Nor For Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or the Bylaws of UBT, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted by law, UBT shall indemnify and advance and pay indemnification expenses to its directors, officers, employees and agents and to any person who is or was serving at the request of UBT as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.