

BYLAWS OF DOG SCOUTS OF AMERICA

ARTICLE I OFFICES

1.01 Principal Office. The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

1.02 Other Offices. The board of directors may establish other offices in or outside the state of Michigan.

ARTICLE II MEMBERS

2.01 There shall be no voting members. All decisions regarding the Corporation rest with the Board of Directors, however the membership may be polled on certain issues that directly affect the membership and can vote electronically via the internet (or any other means or by any other technology that may exist in the future).

2.01 There will be various categories of membership as deemed appropriate by the Board (like Individual, Family, Sustaining and Contributing).

2.02 To be eligible for membership, people must espouse the Dog Scout philosophy, be interested in helping others, obey the Dog Scout Laws to the extent possible, and be an upstanding citizen, concerned for the welfare of his or her pets and those pets of others.

2.03 Membership fees shall be determined by the Board, and each year the Board will vote as to whether the fees should change or not. Membership fees are payable to DSA through the Membership Committee. Membership dues will cover one year of membership to the organization, unless other arrangements are in place (like lifetime member, multi-year member). The membership will go from the month the dues are received to 12 months after that date.

2.04 Members will be eligible to vote electronically on certain issues, use facilities owned by Dog Scouts of America, participate in member activities, join troops and other privileges as designated by the Board. Members may nominate candidates to run for the Board. Members will be able to receive the electronic newsletter.

2.05 A Member can terminate his or her membership at any time, but no refund or proration of dues will be issued.

2.06 The board may remove a person's rights to membership for cause.

ARTICLE III BOARD

3.01 General Powers. The business, property, and affairs of the corporation shall be managed by the board of directors who will follow the Code of Conduct.

3.02 Number. There shall be not less than one (1) nor more than seven (7) directors on the board as shall be fixed from time to time by the board of directors.

3.03 Tenure. With the exception of the President, Each director of the Corporation shall hold

office for a term of 3 years, with terms staggered, so as not to have a full slate of new board members all at once, or until the director's death, resignation, or removal. The President shall hold a term of office of 4 years. Any Director may be elected to two consecutive terms. After 1 year of not holding office, a person may again be reelected for a position on the board. After 4 years of not holding the office of President, a previous President may again be elected for the office of President. If a person appointed to fill a sudden vacancy has less than 1/2 of a term to complete, it does not count as one of the 2 terms they may serve.

3.04 Resignation. Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 Removal. Any director may be removed with cause by the remaining directors on the board.

3.06 Board Vacancies. A vacancy on the board may be filled with a person selected by the remaining directors of the board. If a director is unable to complete his or her term of office, due to death, resignation or incapacity, the Board shall appoint a person to finish that director's term. The term of a director filling a vacancy in the office of an elected director expires at the next election of directors. Any vacancies are to be filled by a person approved through a voting process by a majority of the board members. That person would complete the full term or the remainder of the term for that position.

3.07 Annual Meeting. An annual meeting shall be held each year between January 1 and April 30, at a time and place as the board deems appropriate. If the board is not able to meet in person, by conference call, or other means of simultaneous presence, a meeting can consist of informational exchange and discussion via the internet, or any other technology that may be available in the future. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

3.08 Regular Meetings. Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution. These meetings can take place in person, via conference call, or over the internet via email, discussion lists or any other technology that may be available in the future to facilitate communication amongst a group.

3.09 Special Meetings. Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.10 Statement of Purpose. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

3.11 Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting. An electronic signature on the waiver is valid for this purpose.

3.12 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors' consent to the action. Written or electronic consents shall be filed with the minutes of the Board's proceeding. If consents are determined by the majority to need a document hand signed by each board member, then an electronic signature in that case would not be valid. The Board shall decide in advance if the matter is something that requires actual signatures, or a simple electronic signature.

3.15 Meeting via Internet. A director may participate in a meeting by using a "virtual presence" method such as Internet Chat, or through email and board discussion or voting lists, or through any means of technology which may become available in the future to facilitate communication amongst a group, by voice or the use of keyboard or other technology. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.16 Quorum. If the meeting is held in person with members present, a quorum will represent 51%, or more than half, of the total board membership. If the meeting is held via some other non-simultaneous method, voting shall be tallied only after 85% of the board members are heard from, unless enough are in agreement that the missing person's vote would not affect the outcome (the motion would carry with 51% or more of the total board membership).

3.17 The board of directors receives no compensation for their position, other than reasonable expenses.

ARTICLE IV COMMITTEES

4.01 General Powers. The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more **directors**. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board. A committee designated by the board may exercise any powers of the board in managing the corporation's business and affairs, to the extent provided by resolution of the board. However, no committee shall have the power to

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the board; or
- (e) fix compensation of the directors for serving on the board or on a committee.

4.02 Meetings. Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

4.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V

OFFICERS

5.01 Number. The officers of the corporation shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

5.02 Term of Office. Each officer shall hold office for the term appointed or until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Removal. An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

5.04 Vacancies. A vacancy in any office for any reason may be filled by the board.

5.05 President. The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The president shall sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee. The president shall see that all actions taken by the board are executed and shall perform all other duties incident to the office. This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

5.06 Vice President. The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

5.07 Chairperson. The chairperson, if elected, shall preside at all board meetings. The chairperson shall have the power to perform duties as may be assigned by the board. If the president is absent or unable to perform his or her duties, the chairperson shall perform the president's duties until the board directs otherwise. The chairperson shall perform all duties incident to the office.

5.08 Secretary. The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each [member or] director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each [member,] officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

5.09 Treasurer. The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

ARTICLE VI
CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

ARTICLE VII
INDEMNIFICATION

7.01 Nonderivative Actions. Subject to all of the other provisions of this article, 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. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the

mandatory indemnification provided by this article.

7.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

7.05 Determination That Indemnification Is Proper. Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

7.08 Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is

serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify the person against the same liability under sections 7.01 through 7.11.

ARTICLE VIII AMENDMENT OF BYLAWS

8.01 The corporation's Board of Directors may adopt one or more amendments to the corporation's bylaws by two-thirds of the votes cast by the directors. The Secretary will certify by signing and dating all amendments and keeping them in the corporate records.

8.02 If an amendment will affect a policy of the corporation, the Secretary will record the new policy(ies) in the Policies and Procedures Manual.

Dog Scouts of America Amendment to the By-laws

3.15 Meeting via Real-time (Simultaneous) Internet Chat. A director may participate in a meeting by using a real-time, simultaneous communication method such as Internet Chat, through which all persons participating in the meeting can communicate with each other via a combination of typing and/or speaking. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Certification of Secretary

I certify that I am the Secretary of Dog Scouts of America and the attached Amendment to the By-laws was duly adopted by the Board of Directors of the Corporation on October 22, 1999 at a meeting duly held.

Dated: October 2, 1999

Dog Scouts of America Amendments to the By-laws

ARTICLE II MEMBERS

2.01 There shall be no voting members. All decisions regarding the Corporation rest with the Board of Directors, however the membership may be polled on certain issues that directly affect the membership and can vote electronically via the internet (or any other means or by any other technology that may exist in the future).

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Committee. Membership dues will cover one year of membership to the organization, unless other arrangements are in place (like lifetime member, multi-year member). The membership will go from the month the dues are received to 12 months after that date.

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3.06 Board Vacancies. A vacancy on the board may be filled with a person selected by the remaining directors of the board. If a director is unable to complete his or her term of office, due to death, resignation or incapacity, the Board shall appoint a person to finish that director's term. The term of a director filling a vacancy in the office of an elected director expires at the next election of directors. Any vacancies are to be filled by a person approved through a voting process by a majority of the board members. That person would complete the full term or the remainder of the term for that position.

3.07 Annual Meeting. An annual meeting shall be held each year between January 1 and April 30 at a time and place as the board deems appropriate. If the board is not able to meet in person, by conference call, or other means of simultaneous presence, a meeting can consist of informational exchange and discussion via the internet, or any other technology that may be available in the future. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

3.08 Regular Meetings. Regular meetings of the board may be held at the time and place as determined by resolution of the board without notice other than the resolution. These meetings can take place in person, via conference call, or over the internet via email, discussion lists or any other technology that may be available in the future to facilitate communication amongst a group.

3.11 Waiver of Notice. The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting. An electronic signature on the waiver is valid for this purpose.

3.13 [deleted as redundant- see 3.16] Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

3.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the action, all directors' consent to the action in writing. Written or electronic consents shall be filed with the minutes of the Board's proceeding. If consents are determined by the majority to need a document hand signed by each board member, then an electronic signature in that case would not be valid. The Board shall decide in advance if the matter is something that requires actual signatures, or a simple electronic signature.

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3.18 The board of directors receives no compensation for their position, other than reasonable expenses.

ARTICLE V OFFICERS

5.02 Term of Office. Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

ARTICLE VII INDEMNIFICATION

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify the person against the same liability under sections 7.01 through 7.11.

ARTICLE VIII AMENDMENT OF BYLAWS

8.03 The corporation's Board of Directors may adopt one or more amendments to the corporation's bylaws by two-thirds of the votes cast by the directors. The Secretary will certify by signing and dating all amendments and keeping them in the corporate records.

8.04 If an amendment will affect a policy of the corporation, the Secretary will record the new policy(ies) in the Policies and Procedures Manual.

Certification of Secretary

I certify that I am the Secretary of Dog Scouts of America and the attached Amendment to the By-laws was duly adopted by the Board of Directors of the Corporation on February 2, 2010 at an internet meeting duly held.

Dated: February 2, 2010