

KOI CLUB OF SAN DIEGO, INC.

Amended and Restated Bylaws

1. INTRODUCTION

1.01 NAME: The name of the corporation is Koi Club of San Diego, Inc. Although incorporated as a non-profit corporation, it will be referred to in these Bylaws as “The Club.”

1.02 MISSION STATEMENT: The Club will have as its mission:

- To promote the enjoyment and better understanding of Koi and the hobby;
- To foster and promote a spirit of friendship and camaraderie among The Club Members, other Koi clubs, and the public through the exchange of information and support;
- To educate its Members, and the public, as to the benefits of keeping Koi; and
- To promote, through research and education, constantly improving methods of providing Koi with safe and healthy environments.

1.03 OPERATING YEAR: The Club will manage its business and internal reporting based on the July 1st to June 30th term of the Elected Officers (the “Operating Year”).

2. MEMBERSHIP AND DUES

2.01 MEMBERSHIP: Anyone will be eligible for Membership. There will not be a maximum Membership limit.

The Club will have only one type of Membership: the Family Membership. A Family Membership is available to an individual or a household residing at one address. Each individual member of a household over the age of 18 (a “Member”) is entitled to one vote in all matters of The Club.

A Membership is not transferable or refundable.

2.02 DUES: Membership Dues will be set by the Steering Committee, at least annually. Membership Dues are not refundable in whole or in part (except in the case of an expulsion). The cost of name badges is not a part of Membership Dues.

Annual Dues are due on the first day of the anniversary month of the original Membership date (the “Anniversary Date”). Members who have not paid their Dues within 60 calendar days of the Anniversary Date will be removed from the Membership Roll of The Club. Payment of the Membership Dues within 60 days of the Anniversary Date will reinstate the Family Membership and continue the existing Anniversary Date. Payment of the Membership Dues after 60 days is in actuality a new Membership and will result in a new Membership record with a new Anniversary Date. The above time period of 60 days can be adjusted by majority vote of the Steering Committee.

2.03 ACTIVE MEMBER: A Member is considered Active if their dues are paid by their Anniversary Date. All Active Members of The Club collectively are the Membership.

3. OFFICERS AND THEIR DUTIES

3.01 ELECTED OFFICERS: The Board of Directors for The Club will be all of its Elected Officers. The Club will have, at all times, the following Elected Officers:

President, First Vice President of Program, Second Vice President of Venue, Secretary, and Treasurer.

The office of President cannot be held by the same Active Member for more than two consecutive terms, except, if a Vice President assumes the Presidency mid-term, the shortened term will not count as part of the two term limit.

3.02 APPOINTED OFFICERS: The Club will have the following Appointed Officers:

Show Chairman, Membership Chairman, Newsletter Editor, Japanese Friendship Garden Liaison, AKCA Representative, Alternate AKCA Representative, Nominating Committee Chairman, Historian, Librarian, Property Manager, Webmaster, Assistant Webmaster, Publicity Chairman, Koi Health Advisor, Financial Review Chairman, Corresponding Secretary, and Members at Large.

The Elected Officers will nominate the Appointed Officers with the advice of the Membership at a Steering Committee or general membership meeting and their election will be by a majority vote of the Membership present at said meeting.

3.03 TERM OF OFFICE: The term of office will be one year. Each newly Elected Officer will take office at a time agreed to by the incoming and outgoing holders of the office, but not later than July 1. Appointed Officers may be appointed at the first Steering Committee meeting held after the election, but not later than the July Steering Committee meeting. Appointed Officers will serve until the next Steering Committee meeting at which Appointed Officers are chosen.

3.04 CREATING AND ELIMINATING OFFICER POSITIONS: The Club can create new Officer positions (either Elected or Appointed), at any time, by a majority vote of the Steering Committee. The Club can eliminate Appointed Officer positions or replace the current Appointed Officer, at any time, by a majority vote of the Steering Committee. The Club can eliminate an Elected Officer position by an amendment of the Bylaws and majority vote of the Membership.

3.05 STEERING COMMITTEE: The Steering Committee will consist of the Elected Officers, Appointed Officers and all Active Members in attendance at a Steering Committee meeting.

3.06 DUTIES

3.06.1 The duties of the Elected Officers will be:

3.06.1.1 President

- Will preside at all General or Special Membership meetings, Regular or Special Steering Committee meetings and annual elections;
- Will appoint Committee Chairmen as necessary;
- Will select a location for a General Membership meeting in the absence of a venue;
- Will provide a monthly President's Message for The Club's Newsletter and Website;
- Is authorized to expend monthly up to \$250 for The Club's business on a nonrecurring item without prior Steering Committee approval;
- Will have full access to The Club's financial records and accounts;
- Will attend to documents from government agencies in a conscientious and timely manner so as to maintain The Club's nonprofit status;
- Will have full access to The Club's Website(s), domain(s) and all associated passwords; and
- Will prepare and submit an annual budget pertaining to projected President expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.1.2 First Vice President of Program

- Will act as President when the President is absent;
- Will arrange for speakers and topics for General Membership meetings;
- Will provide to the Steering Committee a current schedule of General Membership meeting programs and locations. Location details will be provided by the Second Vice President of Venue. An electronic copy will be provided at least monthly to the Newsletter Editor and Webmaster;
- Will coordinate any special speaker requirements with the Second Vice President of Venue; and
- Will prepare and submit an annual budget pertaining to projected program and speaker expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.1.3 Second Vice President of Venue

- Will, in the absence of the First Vice President of Program, act as President when the President is absent;
- Will arrange locations for the General Membership meetings and determine if the host wishes to provide snacks and beverages at the meeting or request a potluck where the host provides the paper products and beverages;
- Will provide directions, information, and a map to the host's venue for publication by the Newsletter Editor and Webmaster;
- Will communicate with the prospective meeting host to resolve any issues or concerns and brief the Steering Committee prior to that meeting;
- Will provide the First Vice President of Program, in advance of the monthly Steering Committee meeting, a current schedule of meeting venues; and
- Will prepare and submit an annual budget pertaining to projected venue/meeting expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.1.4 Secretary

- Will record the minutes at all Steering Committee meetings and distribute same to the Steering Committee prior to the next scheduled monthly meeting;
- Will prepare a summary of the Steering Committee meeting for publication as a “Notes from the Board” article in The Club’s Newsletter and will provide an electronic copy to the Newsletter Editor by the submission deadline;
- Will assure that the minutes are read and corrected at the following Steering Committee meeting; and
- Will ensure that the Webmaster has a current copy of The Club’s Bylaws (including amendments) for publication on The Club’s Website and will mail a copy of The Club’s Bylaws to any Active Member upon request.

3.06.1.5 Treasurer

- Will receive and deposit all monies into The Club’s bank account(s) and attend to transfers between accounts;
- May independently pay any normal operating expenses of The Club if included in The Club’s annual Approved Budget or Approved Show Budget;
- For any expenditure not included in The Club’s annual Approved Budget or Approved Show Budget, must receive authorization for payment by a majority vote of the Steering Committee;
- Will prepare and present a Final Financial Report (the “Final Report”) for the previous Operating Year at the July Steering Committee meeting. The Final Report will detail the items of income and expense, the prior year’s budget and comments on all unusual items and significant deviation from the budget;
- Will prepare and present a projection of income and expenses for the Operating Year at the August Steering Committee meeting which, when approved by a majority vote of the Steering Committee, is The Club’s Approved Budget;
- Will prepare reports based on the Operating Year for the Financial Review Chairman’s review and provide support/answers to any question asked to allow the Financial Review Chairman to timely complete his responsibilities;

- Will prepare and present both a monthly and an Operating Year to-date reports of receipts and expenses to the Steering Committee and such interim financial reports as the President or Financial Review Chairman requests;
- Will prepare state and Federal tax returns, as may be required of The Club, and pay such taxes as are lawfully due on or before May 15th after review by the President;
- Will prepare any sales tax returns, and other returns as may be required of The Club, and pay such taxes as are lawfully due in a timely manner after review by the President;
- Will assist the President in the preparation of documents to government agencies; and
- Will establish procedures for, with Steering Committee approval, and conduct drawings, raffles, and auctions at all Club functions.

3.06.2 The duties of the Appointed Officers will be:

3.06.2.1 Show Chairman

- Will maintain a set of written procedures, recommendations and lessons learned for each Show which will be passed on to the next Show Chairman;
- Will establish a Show Committee in order to manage all Show requirements and responsibilities not later than six months prior to the Show;
- Will present specific rules and guidelines for the Koi Show at a Steering Committee meeting not later than six months prior to the Show. The rules will be adopted by a majority vote of the Steering Committee;
- Will prepare and present a Show Budget for the Koi Show at a Steering Committee meeting not later than six months prior to the Show which, when approved by a majority vote of the Steering Committee, is The Club's Approved Show Budget;
- Will present any Budget line item overruns at a Steering Committee meeting and must receive approval for payment by a majority vote of the Steering Committee;
- Will maintain a record of Exhibitors, based on the Exhibitor's entry form, who have registered for the Koi Show noting the date and amount

of registration fees paid to ensure the Show will have an adequate number of tanks set-up to meet the Exhibitor requirements;

- Will deliver to the Treasurer, in a timely manner, all Exhibitor registration fees accompanied with an itemized report of the receipts;
- Will maintain a record of Vendors, based on the Vendor's booth form, who have registered for the Koi Show noting the date and amount of fees paid;
- Will deliver to the Treasurer, in a timely manner, all Vendor fees accompanied with an itemized report of the receipts; and
- Will prepare a post Show article along with pictures for publication in Koi USA.

3.06.2.2 Membership Chairman

- Will retain Membership applications for at least three (3) years;
- Will assure that a current Membership database is maintained and is available to the other officers on a "need to know" basis as determined by the Steering Committee;
- Will prepare and send yearly Membership Dues renewal notices 60 days in advance of the Member's Anniversary Date;
- Will receive renewal and new Membership Dues and applications;
- Will deliver to the Treasurer, in a timely manner, all dues accompanied with an itemized report of receipts;
- Will provide the Newsletter Editor a monthly list of new and renewing members for publication;
- Will order name tags and send a copy of the order to the Treasurer for payment upon receipt of a bill;
- Will order Koi USA subscriptions and send a copy of the order and payment to the Treasurer upon receipt of the payment confirmation;
- Will provide the Newsletter Editor mailing labels for those Members who have paid for a mailed copy of the monthly newsletter;
- Will utilize the membership data base to assist members in communicating with the general membership on appropriate matters.

- Will send out a Welcome Package to all new Members;
- Will publish and distribute a current Membership roster at least annually following the election of new Club Elected Officers. The Club will not donate or sell the roster for any purpose as it is for the private and personal use of the Members; and
- Will prepare and submit an annual budget pertaining to projected Membership revenue and expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.3 Newsletter Editor

- Will obtain articles and edit same for The Club's monthly Newsletter;
- Will publish and distribute The Club's monthly Newsletter in a timely manner;
- Will work with the Webmaster with respect to expanded Newsletter content for the Website;
- Will publish information concerning Koi or events related to Koi that would be of interest to the Membership; and
- Will prepare and submit an annual budget pertaining to projected Newsletter revenue and expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.4 Japanese Friendship Garden Liaison

- Will be The Club's point of contact with the Japanese Friendship Garden in Balboa Park; and
- Will coordinate the maintenance of the Koi pond filter and equipment at the Japanese Friendship Garden.

3.06.2.5 AKCA Representative

- Is the Club's representative for AKCA board meetings and will communicate the results to the Steering Committee in a timely fashion;
- Will submit a monthly report to AKCA pertaining to the current events of The Club;

- Will submit a schedule of The Club's events to Koi USA and AKCA for publication;
- Will cast any required vote on behalf of The Club as directed by the Steering Committee; and
- Will coordinate the submission of The Club's Koi Person of the Year and Koi of the Year Awards to AKCA.

3.06.2.6 Alternate AKCA Representative

- Will act as AKCA Representative when the Representative is absent.

3.06.2.7 Nominating Committee Chairman

- Will be responsible for creating a slate of candidates for the annual election and will call on club Active Members for assistance as necessary.

3.06.2.8 Historian

- Will retain The Club's past and future monthly meeting notices/bulletins/Newsletters;
- Will retain any photographs of The Club's activities that are donated to The Club;
- Will retain news articles mentioning The Club or The Club's Members;
- Will retain from the Annual Koi Show: a pin, brochure, announcement and list of prize winners; and
- Will make an annual album or files containing the above which will be transferred to the next Historian.

3.06.2.9 Librarian

- Will maintain a resource book which contains information about persons, businesses and organizations which might be of help to the Membership, said resource book to be made available at the General Membership meetings;
- Will maintain a resource book containing information, to the extent individual Members wish to share such, about types of ponds, filtration systems, pond plants, and fish owned by the Membership which might be of help to other Members; and

- Will share new information with the Newsletter Editor and Webmaster for their consideration for inclusion in the Newsletter or on the Website.

3.06.2.10 Property Manager

- Shall maintain the list of The Club's tangible assets, their cost and their location;
- Will obtain storage space for The Club's assets; and
- Will prepare and submit an annual budget pertaining to projected property expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.11 Webmaster

- Will maintain The Club's Website(s) in accordance with the desires of the Steering Committee;
- Will maintain a record of domain names owned by The Club and ensure their timely annual renewal;
- Will maintain club email addresses for the Elected and Appointed Officers with incoming emails forwarded to the officers personal email address;
- Will ensure that the President has full access to The Club's Website(s), domain(s) and all associated passwords; and
- Will prepare and submit an annual budget pertaining to projected Website revenue and expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.12 Assistant Webmaster

- Will have full access to The Club's Website(s); and
- Will operate under the direction of the Webmaster and, when directed by the President, will assume duties as The Club's Webmaster.

3.06.2.13 Publicity Chairman

- Will contact print, radio, TV and Internet media regarding The Club's events and activities including the Annual Koi Show; and

- Will prepare and submit an annual budget pertaining to projected publicity expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.14 Koi Health Advisor

- Must have completed the AKCA KHA course successfully or an equivalent series of courses as defined by the Steering Committee;
- Must maintain an AKCA KHA certification or equivalent, as defined by the Steering Committee, through continuing education credits;
- May assist The Club's Active Members with pond/Koi issues via phone, email and/or pond visits;
- Will provide KHA assistance to the Japanese Friendship Garden's Koi pond as long as The Club provides filter and water quality maintenance;
- Will provide current health information at The Club's General Membership meetings and Steering Committee meetings as necessary;
- Will provide health updates to The Club's Newsletter and Website as necessary; and
- Will prepare and submit an annual budget pertaining to projected KHA expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.15 Financial Review Chairman

- Will establish a financial review committee consisting of at least one other Active Member who is not the current Club Treasurer or the Treasurer during the period being reviewed;
- Under the guidance of the Financial Review Chairman the Committee will review The Club's finances for the previous Operating Year;
- The Committee will ask questions and look at sufficient detail to gain a thorough understanding of The Club's operations to allow it to understand and validate the Treasurer's Final Report; and
- At the September Steering Committee meeting the Financial Review Committee will submit a written report on the results of its review of the Treasurer's Final Report.

3.06.2.16 Corresponding Secretary

- Will provide thank you notes to The Club’s speakers, venue hosts and others as appropriate;
- Will handle other external communications on behalf of The Club; and
- Will prepare and submit an annual budget pertaining to projected correspondence expenses for the Next Operating Year to the Treasurer at the July Steering Committee meeting.

3.06.2.17 Members At Large

- Are long-standing Active Members that represent the views of the Membership based on their valuable experience to provide advice/guidance to The Club, as required;
- Shall not be an Elected Officer nor an Appointed Officer;
- Are approved and/or rescinded by majority vote of the Steering Committee; and
- Will assume such duties as assigned by the Steering Committee.

4. AWARDS

4.01 Koi Person of the Year: Each year the President may personally recognize an Active Member who, in his or her opinion, has made significant contributions to The Club during the previous calendar year. The selection is a thank you from The Club for “going the extra mile” and will be announced not later than March of the following year. The Club’s Koi Person of the Year will:

- Be automatically nominated as The Club’s AKCA Koi Person of the Year as per AKCA guidelines;
- Be issued a permanent Name Badge dangle (i.e. 2013 Koi Person of the Year);
- Receive a framed certificate from Associated Koi Clubs of America; and
- Be recognized in The Club’s Newsletter and Website as well as at a General Membership meeting.

4.02 Koi of the Year: Each year the Club may recognize an individual Koi to represent The Club as its Koi of the Year. The Koi selected will represent The Club in the AKCA Koi of the Year competition in accordance with AKCA guidelines.

- The Koi of the Year will be selected at The Club's Annual Koi Show by The Club's AKCA Representative and between 3-5 Active Members chosen by the AKCA Representative. The Koi of the Year must be owned by an Active Member. The award will be presented at the Annual Koi Show's awards banquet. In the event there is no show, the Steering Committee will determine the procedure for selecting the AKCA Koi of the Year; and
- Be automatically nominated as The Club's AKCA Koi of the Year as per AKCA guidelines.

4.03 Program Speaker and Meeting Host Recognition: The main program speaker and meeting host will receive an appropriate Club memento or gift.

4.04 Friendship: As a gesture of support to another club's Koi shows, The Club may present this award to a deserving participant in the club's Koi show. During the event, designated representatives of The Club will select a "special" fish from all the show's entrants. The Friendship Award will be presented at the respective Koi show awards ceremony/banquet by either a Member of The Club or delivered to that club's Show Chairman for presentation on behalf of The Club.

5. RECALL PROCESS

5.01 INITIATING RECALL: Any Active Member may request the recall of an Officer by written request addressed to the Secretary, the President, or to both. The request must state the specific charges showing good cause for initiating the recall process.

5.02 INVESTIGATIVE COMMITTEE: Within 10 days of receiving a written recall request, the President and/or Secretary will appoint an Investigative Committee with a minimum of three (3) Active Members, preferably consisting of at least one past President, one person recommended by the Officer charged, and one other Active Member with a long history of service to The Club. The Investigative Committee will be given the responsibility of investigating the charges and reporting its findings to the Steering Committee within 30 days.

5.03 REPORT AND HEARING: The Investigative Committee will report its findings at either a regular or special Steering Committee meeting. After the report is received and the Officer charged is given an opportunity to speak, a vote on the question of recall will be taken with the Officer under question and the Member who brought the charges abstaining. The vote will be conducted by secret ballot.

5.04 RECALL VOTE: If two-thirds (2/3) of the Steering Committee votes are in favor of recall, then at the next General Membership meeting a Member of the Investigative Committee will call for a secret ballot vote of recall after:

- Reading the charges as outlined in the written recall request, or such charges as amended by the Steering Committee in light of the Investigative Committee's report;
- Notifying the Membership of the Investigative Committee's findings; and
- Notifying the Membership that two-thirds (2/3) of the Steering Committee voted for recall.

5.05 REMOVAL AND REPLACEMENT: If two-thirds (2/3) of the votes at the General Membership meeting are in favor of recall, then:

- That Officer's position is immediately vacant and the President will appoint a person to fill the vacancy until the next annual election with the approval of a majority vote at the next Steering Committee meeting; and
- In the event the President is recalled, the First Vice President of Program becomes the President and will appoint a person to fill the First Vice President of Program vacancy until the next annual election with the approval of a majority vote at the next Steering Committee meeting.

6. MEETINGS

6.01 GENERAL MEMBERSHIP: Unless otherwise announced, a General Membership meeting will be held monthly. The location and the time of each meeting will be announced in The Club's monthly Newsletter and on the Website. A voting quorum will consist of 20 of The Club's Active Members is required to conduct Club business.

6.02 STEERING COMMITTEE: For the purpose of conducting The Club's day-to-day business, a regular Steering Committee meeting will be held monthly on a date announced in advance in the monthly Newsletter, on the Website, at a General Membership meeting, or by email to the Active Members. Five Active Members, which must include at least three (3) Elected Officers, must be present for a quorum. All Active Members are encouraged to attend Steering Committee meetings and are eligible to vote. Any item brought to a vote requires a majority vote for approval. Special Steering Committee meetings will be held, as necessary, at the discretion of the President with announcement to the Membership as noted above.

6.03 THE KOI SHOW: The Club's Annual Koi Show will be that month's General Membership meeting and business meeting activities may be suspended or curtailed.

7. VOTING

7.01 THE BALLOT: For the yearly slate of Elected Officers, each Active Member is entitled to one vote and the election will be held at the regular June General Membership meeting. Proxies will not be honored by The Club. Absentee ballots may be requested from The Club's Secretary for those unable to attend the voting at the June meeting and a completed absentee ballot must be received by the Secretary by the Friday prior to the June General Membership meeting.

7.02 VOTING ON GENERAL MATTERS: For items, other than the election of Officers, brought to a vote at General Membership meetings and Steering Committee meetings, each Active Member in attendance has one vote. Proxies or absentee ballots will not be honored by The Club.

8. CALENDAR FOR ELECTIONS

8.01 APRIL'S GENERAL MEMBERSHIP MEETING

- Nominations will be open for all Elected Officers;
- Nominations may be made at the General Membership meeting or mailed to the Nominating Committee Chairman in sufficient time to be received prior to May 1st;
- Individuals with a desire to hold an Appointed Office should contact an Elected Officer or the Nominating Committee Chairman to express their interest; and
- A nomination can only be made by an Active Member.

8.02 MAY'S GENERAL MEMBERSHIP MEETING

- The candidates for The Club's Elected Officers will be presented by the Nominating Committee Chairman at the May General Membership meeting; and
- Absentee ballots may be requested from The Club's Secretary for those unable to attend the voting at the June meeting and a completed absentee ballot must be received by the Secretary by the Friday prior to the June General Membership meeting.

8.03 JUNE'S GENERAL MEMBERSHIP MEETING

- The candidates for The Club's Elected Officers will be distributed as part of the June Newsletter;
- The election will be conducted by the President;

- The names of the newly Elected Officers will be announced following the election and the results of the election will be published on the Website and in the July Newsletter; and
- The new Elected Officers will assume their respective positions no later than the first of July.

9. EXPULSION: Any Active Member may recommend the expulsion of another Member for cause by a written request addressed to the Secretary, the President or to both.

- Dishonesty, misconduct, or misrepresentation are the only reasons for expulsion, and the request must state the specific circumstances which justify expulsion;
- Upon receipt of a request that a Member be considered for expulsion, the President and/or Secretary will appoint an Investigative Committee and follow the procedures set forth for a recall process in section 5. The President and/or Secretary will send notification of the charges to the Member and invite said Member to be heard at the time the Steering Committee receives the Investigative Committee's report;
- If two-thirds (2/3) of the Steering Committee votes, by secret ballot, for expulsion, then at the next General Membership meeting, the presiding Officer will call for a vote of expulsion (with the Member charged and the Member who brought the charges abstaining);
- If two-thirds (2/3) of the votes, by secret ballot, are for expulsion, then the Member is expelled from The Club and the Treasurer will refund a pro-rated portion of the Membership Dues; and
- The Membership Chairman will remove the Member from The Club's Membership and the expelled Member cannot apply for Membership again for such period of time as the President will determine as being appropriate, but in no event will said period of time be for less than two years.

10. GENERAL

10.01 THE MEMBERSHIP ROSTER: The Club will not donate or sell the Membership Roster for any purpose; it is for the private and personal use of the Members.

10.02 COMMERCIAL ACTIVITY AT MEETINGS: The Club desires that persons who earn a living directly or indirectly through the sale of fish, or other commercial activities associated with fish rearing (a "Professional"), hold Membership and participate in Club activities. However, as a general rule, it will be against The Club rules to conduct commercial business during The Club's meetings.

- It is not intended to keep Professionals from giving out business cards if such are requested by Members, nor would it be deemed inappropriate to bring supplies, samples, or information for delivery to a Member if the dealer is specifically asked to do so by said Member, so long as such activity is done discreetly so as not to detract from The Club's meeting.

11. AMENDMENTS: Any Active Member may request an amendment to The Club's Bylaws by presentation at a Steering Committee meeting or by mailing their suggested change(s) to the Secretary for presentation at a Steering Committee meeting.

- The change requested will be read, discussed and voted upon at a Steering Committee meeting as soon as possible following the receipt of an amendment request;
- A change to the Bylaws requires a majority vote by the Steering Committee, notice of the proposed change in the Newsletter and/or Website and approval by a majority vote at the next General Membership meeting; and
- The amendment, if approved, becomes effective the first of the month following General Membership approval.

12. LIQUIDATION: In the event that Membership in The Club falls below ten (10) Active Members, liquidation should be considered.

- Liquidation of the corporation and distribution of The Club's assets will be decided by the Steering Committee at a special meeting called for said purpose. Said meeting will require written notice to be sent to all Active Members at least fourteen (14) days in advance of the meeting. A quorum will be the Active Members in attendance and liquidation of the corporation will be at the discretion of the Active Members present; and
- Should liquidation occur, all assets remaining after covering outstanding debts and the cost of liquidation must be donated to a nonprofit organization, preferably one involved with living fish.

VERIFICATION The undersigned verifies that the above Amended and Restated Bylaws for The Koi Club of San Diego, Inc. were adopted by majority vote of the Steering Committee on October 2, 2014 and by a majority vote of the General Membership present on October 12, 2014.

10/12/14 *Phyllis Spoor*
 4th Phyllis Spoor

 Phyllis Spoor, Secretary