BYLAWS OF THE CAT FANCIERS' ASSOCIATION, INC

Effective June 2026 (last amended June 2026)

Incorporated under the Membership Corporation Law of the State of New York, October 6, 1919

*(A vertical line ▌ placed to the left of a section indicates a recent revision. A double vertical line ‖ appears where text has been entirely deleted.)**

**New York Not-for-Profit Corporate law, and the changes are too numerous to indicate revisions with vertical rules.*

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ARTICLE I — NAME

The organization shall be known as THE CAT FANCIERS' ASSOCIATION, INCORPORATED.

ARTICLE II — OBJECTS

The Association shall be a not-for-profit organization. Its objects shall be as follows: the welfare of all cats; the promotion and improvement of CFA recognized breeds of cats; the registering, recording or identifying by number or by other means the names and/or pedigrees of cats and kittens; the promulgation of rules for the management of cat shows; the licensing of cat shows held under the rules of this organization; and the promotion of the interests of breeders and exhibitors of pedigreed cats.

The activities and objects of the Association shall be consistent with the foregoing purposes.

ARTICLE III — MEMBERSHIP

Section 1 – Eligibility

Any non-profit club of not less than ten (10) club members organized for the purpose of holding or managing cat shows and/or any other purposes consistent with those of The Cat Fanciers' Association, Inc., may apply for membership.

Section 2 – Application

Application for membership shall be mailed to the Central Office of the Association and shall include the following:

a. a copy of the club's Constitution and Bylaws;
b. a list of officers with their addresses;
c. a list of the names and addresses of all club members in good standing at the date of application;
d. payment for the current year's dues which is refundable if applicant is not accepted;
e. payment in the amount of $200.00 to cover the cost of processing the application, non-refundable whether applicant is accepted or not; and
f. such other information as the CFA Executive Board may require.

Section 3 – Election to Membership

When the application and accompanying papers are received in proper form in the Central Office, it shall then be submitted to the CFA Executive Board at the next regularly scheduled meeting for consideration. Prior to consideration by the Board, the applicant shall be pre-noticed to the CFA community by electronic means so that comments regarding the applicant may be submitted. If negative information is submitted in writing regarding the applicant, the information will be provided to the applicant with enough time for the applicant to prepare a written rebuttal prior to Board consideration.

The Executive Board may vote to accept to membership, vote not to accept, or delay consideration pending receipt of additional information. Any applicant not accepted by vote of the Executive Board upon first consideration may appeal the vote to the delegates at the next scheduled Annual Meeting. The acceptance to membership by the delegation must be by a two-thirds (2/3rds) vote of the total number of delegates seated at the beginning of the Annual Meeting. The Board shall, from time to time, formulate guidelines for the acceptance of new clubs based upon such factors as:

1. number of applicant's charter members;
2. extent of overlapping memberships in the applicant club and other CFA clubs;
3. extent of breeding or exhibiting experience and participation in CFA activities among members;
4. proposed geographical area of operation;
5. the effect of formation and acceptance on existing CFA member clubs; and
6. adequate limitation in the applicant's constitution upon distributions from the club treasury, both during its existence and in the event it disbands, it being the policy of the Association that club funds be disbursed only in manners consistent with the objects of the Association.

If a club appeals to the delegation after not being accepted by vote of the Executive Board upon first consideration, it must be prepared to distribute material to be reviewed by the delegation which answers the above listed questions prior to any vote of the delegation.

Section 4 – Regional Assignment

New members of the Association will be assigned to the Region in which is found the primary residence address of the secretary of the new member at the time of application for membership. If at any time the secretary's primary residence address moves outside of the region, the secretary must inform Central Office of the secretary's new primary residence address. Any club, for which the secretary(s) has resided outside of the current assigned region for a period of five (5) years, and/or the activities of the club have been conducted outside of the current assigned region for a period of five (5) years, shall be reassigned to the region of the current secretary's residence. Member clubs that have reorganized outside the current assigned region, have conducted activities outside the current assigned region, and the secretary also resides outside the current assigned region, may petition the board to be assigned to the new region.

Section 5 – Dues and List of Members

Annual dues in the amount of $140.00 (US) are due and payable each year on the first day of January for the ensuing calendar year. Dues shall be paid either by check drawn on a US bank, electronically by approved bankcard or by other means as the Board of Directors may approve.

Each member club shall, with the payment of dues, forward to the Central Office of this Association a complete list of club members together with their addresses, and a list of the then current officers of the club, which lists shall be certified by the Secretary of the member club.

A member club that has failed to pay its dues and submit the list of club members and officers by the first day of January of any year will cease to be a member in good standing and will so continue until the delinquent dues are paid and the list of club members and officers is filed with the Central Office. However, a member club that remains delinquent in payment of dues and/or fails to file a list of its members and officers past the first day of June shall be automatically dropped from membership.

A club which has been automatically dropped from membership for failure to pay its dues or file a list of its members and officers in a timely manner has until the first day of September of that year to apply for reinstatement pursuant to guidelines formulated by the Executive Board. After that date, a club applying for reinstatement must follow the procedure outlined in this Article for new club applicants.

Section 6 – Member Secretary of Record

The name of the Secretary of each member club shall be recorded by the CFA Central Office and this Secretary of Record shall be the point of all official communication between the CFA Central Office and each member. Designation of a new Secretary of Record for any member club shall be made in writing by the existing Secretary of Record or, if the existing Secretary of Record is unavailable or otherwise unable to make such designation, by receipt of a letter signed

by all other existing officers (President, Vice President, Treasurer) of the member club designating a new Secretary of Record.

Section 7 – Group Liability Insurance Premium

The Executive Board is authorized to purchase a group liability insurance policy covering the activities of the Association, the Regions and the Association's member clubs, and to charge the member clubs the premium cost as follows: the portion of said premium determined by the Executive Board to be applicable to non-show activities shall be divided equally among all clubs and assessed annually. Payment of said assessment and the consequences of non-payment thereof, shall be the same as set forth in Section 5 above. The portion determined by the Executive Board to be applicable to show activities shall be divided by the expected number of shows to be held, and the result shall be charged as a condition to the issuance of show licenses. The show license insurance charge may be waived by the Central Office in cases, if any, where the group policy is not acceptable to the lessor of show facilities.

ARTICLE IV — ANNUAL AND SPECIAL MEETINGS

Section 1 – Annual Meetings

The Annual Meeting of the Association shall be held commencing on the third, fourth or fifth (if applicable) Friday in June, or the first Friday in July, of each year in each of the regions listed below successively (excluding the Japan and Europe regions), beginning in 1982 and in the following order:

Midwest, Southern, North Atlantic, Northwest, Gulf Shore, Great Lakes, Southwest.

There shall be no change in the order of rotation, and each time an Annual Meeting shall have been held in each of the seven Regions, the order of rotation shall thereafter be repeated. A city within the eligible Region shall be chosen for the Annual Meeting to be held five years hence and announced to the delegates to the Annual Meeting of the Association. Electronic or written notice of the time and place of the Annual Meeting shall be made to member clubs by the Central Office not less than forty (40) nor more than fifty (50) days prior to the opening day of the meeting.

The Executive Board shall have authority by two-thirds (2/3rds) vote of the entire Executive Board to change the Annual Meeting date, location and/or manner of meeting if circumstances outside the control of the Association arise. Notice of such change shall be provided to member clubs by the Central Office as set forth above.

Section 2 – Special Meetings

Special Meetings may be convened by the Executive Board for a date set by the Executive Board. The member clubs entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meetings who may, in writing, demand the call of a special meeting specifying the date and month thereof, which shall not be less than two nor more than three months from the date of such written demand. Such written demand shall be delivered to the Secretary who shall cause the Central Office of the Association upon receiving the written demand to promptly give notice of such meeting.

Section 3 – Notice of Member Meetings

a. Written notice shall be given of all member meetings. The notice shall state the place, date and time of the meeting. Notice of a Special Meeting shall also state (i) whether the meeting is being called by the Executive Board or upon request of member clubs; and (ii) the purpose or purposes for which it is being called. No business shall be conducted at a Special Meeting that is not included in such notice.

b. Unless otherwise provided in these Bylaws, a copy of the notice of any meeting shall be given, personally, by first class mail, by fax or by e-mail not less than ten (10) nor more than fifty (50) days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty (30) nor more than sixty (60) days before such date, to each member club entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member club at the address the member club provides to the Association. If sent by fax or e-mail, such notice is given when directed to the member club's fax number or e-mail address the member club provides to the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax.

Section 4 – Eligibility

At each Annual or Special Meeting of this Association, each member club that has been in good standing for not less than fifty (50) days immediately prior to such meeting is entitled to cast one vote. For the purpose of determining whether a member is in good standing as required herein, the date of receipt of each member club's dues and list of club members and officers by the Central Office of the Association shall govern. Further, to be in good standing, the member club must not be under disciplinary suspension. The secretary of each member shall communicate the names of the officers and delegate of such member to the Central Office of this Association no later than June first of each year. Notwithstanding the provisions of the first sentence of this Section, member clubs, the delegates from which are not so notified to the Central Office of this Association, are disqualified from voting at the meeting for which no timely notification was made. The Central Office shall establish an electronic method for the submission of the notification of the club's delegate. For the purpose of determining compliance with this provision, the date on the postmark of the letter of notification or the date marking Central Office's receipt of an electronic notification, if any such notification exists, shall govern. The Central Office shall preserve proof of such notification until after the date of the next Annual Meeting.

Section 5 – Delegates

Each member club in good standing as set forth in these bylaws shall elect one delegate from the club members of ANY member club to represent such member club at each meeting of member clubs. A delegate to any meeting may appoint a proxy from the club members of any member club. Delegates or proxies may not be Officers or Board Members of any association or organization organized for purposes or objects similar to those of this Association.

No person acting as a delegate and/or proxy shall cast more than two (2) votes. Each member club represented at the Annual Meeting, whether by delegate or proxy, shall pay a registration fee of forty dollars ($40.00) for each delegate or proxy representing the member club to defray the costs of the Annual Meetings.

It shall be the duty of the secretary of each member club of this Association, upon notification of the time and place of any meeting of this Association, duly to inform the delegate of such meeting.

Section 6 – Parliamentary Procedure

The meetings of the Association shall be conducted in accordance with such rules of Parliamentary Procedure as the Association shall from time to time adopt.

Section 7 – Quorum

The presence of a delegate or proxy from one-half (1/2) of the member clubs at any Annual or Special Meeting shall constitute a quorum.

ARTICLE V — FISCAL YEAR, REPORTS, AND AUDIT

Section 1 – Fiscal Year

The fiscal year of the Association shall commence on May 1, and terminate on April 30 of each year, beginning on May 1, 1982.

Section 2 – Reports

a. The Executive Board shall present at the Annual Meeting of member clubs a report (a) verified by the President and Treasurer or by a majority of the Directors; or (b) certified by a firm of independent accountants, showing in appropriate detail the following:

(i) the assets and liabilities, including the trust funds, of the Association, including where located and how invested;
(ii) the principal changes in assets and liabilities, including trust funds, and the manner of the acquisition;
(iii) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes;
(iv) the expenses or disbursements of the Association for both general and restricted purposes including the purposes, objects or persons to or for which such expenses or disbursements were made;
(v) the number of member clubs of the Association as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and places of residence of the current member clubs may be found;

The Annual Report needs to provide the above information as of the end of the twelve month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Association and a copy included in the minutes of the Annual Meeting of the member clubs.

b. The Directors shall also present profit and loss statements for the preced-

ing fiscal year for 1.) the annual meeting and 2.) any show produced in whole or in part by CFA, identifying in detail the sources of all income and the nature of all expenditures. These profit and loss statements shall be included in the delegate's bag at the Annual Meeting and provided to the member clubs no later than June 30. NOTE: if corporate sponsorship contracts require confidentiality, all such sponsorships may be reported as one line item labeled "Corporate Sponsorships."

c. The Regional Directors of Regions 8 and 9 may maintain a treasury to defray the costs of regional activities in Regions 8 and 9. Contributions to any such regional fund shall be on a voluntary basis.

d. No later than May 25 of each year each Regional Director shall submit in writing to the Central Office a complete report of all receipts and disbursements of funds, if any, maintained by the Region for regional business, identifying in detail the sources of all income and the nature of all expenditures for the fiscal year which ended on April 30 of that year. The report shall include such detail as Central Office may require to enable Central Office to prepare and file appropriate tax returns for the Association and the incorporated Regions with the Internal Revenue Service and annual reports for the incorporated Regions in their states of incorporation.

Section 3 – Audit

Within ninety (90) days after the close of the fiscal year of the Association, the Executive Board shall direct the audit committee to obtain an independent audit or review compliant with current New York law from an independent CPA or firm with no conflicting interests in the finances of the Association and to report back to the Executive Board when such audit is complete and whether any issues or concerns were identified.

ARTICLE VI — OFFICERS AND DIRECTORS

Section 1 – Titles

The officers of this Association shall be President, Vice President, Secretary, and Treasurer.

The Directors of this Association shall consist of nine (9) Regional Directors, representing the geographical regions herein specified, provided that not more than one person resident in any one of the Regions specified shall be elected a Regional Director, and five (5) Directors at Large.

No person may hold more than one office.

Section 2 – Elections

a. General. The President, Vice President, Secretary, Treasurer and Regional Directors shall be elected in even numbered years. The Directors-at-Large shall be elected in odd numbered years. The term of office for every position shall begin on the Sunday following the close of the Annual Meeting of the Association.

All elections shall be conducted by mail or electronic ballot, each eligible member club having one (1) vote. The candidate receiving the most votes for an office or regional directorship shall be deemed elected, regardless of the number of candidates running. Once elected, an officer or director shall serve for a term of two (2) years, or until his/her successor is elected and qualifies, except as provided for in paragraph f. of this Article.

b. Eligibility to vote. In order to be eligible to vote, a member club must be in good standing as of February 1 of the year in which the election is held. Additionally, only clubs assigned to a particular region shall be eligible to vote for the Regional Director for that region. Although International Division members will not vote for a Regional Director, they are eligible to vote for officers and Directors-at-Large if they hold a licensed CFA show within the previous show season. As used in this paragraph the previous show season shall mean the show season ending immediately preceding the election.

c. Candidates. Except as provided in Section 3 of this Article, any club member in good standing of any member club may run for any office or for Director-at-Large. Any club member residing within the region and in good standing of any member club assigned to that region may run for Regional Director from that region. No candidate may run for more than one office at a time.

d. Candidate Declarations. Persons intending to run for any office or directorship shall declare their intention to do so by written declaration, signed by the candidate and specifying the office or directorship intended. Declarations must be received by the Central Office by the close of business on March 15 of the year in which the election is held. Declarations shall not be accepted other than as provided herein, and nominations shall not be made from the floor of the Annual Meeting.

e. Election Procedure. On or before April 25 of each election year, the Central Office shall send by electronic means or mail to all member clubs in good standing and eligible to vote, ballots listing all candidates for whom timely declarations were received. Central Office shall establish procedures, subject to approval by the Executive Board of Directors, for optional electronic voting which shall include securing, printing, and appropriately destroying electronic ballots. Returned ballots must be received by the Central Office by June 1 of such year in order to be counted. Ballots returned by mail shall remain sealed until the Annual Meeting, at which time duly appointed inspectors will supervise the opening and counting of the ballots. Electronic ballots may be tabulated electronically or individually printed by Central Office and brought to the Annual Meeting to be tabulated by the inspectors with the mailed ballots. Ballots that are illegible, incomplete or those containing write-in candidates shall be considered void. Ballots in elections for Directors-at-Large selecting less than five (5) candidates (or less than all declared candidates if fewer than five) shall be considered incomplete. Results shall be announced at the Annual Meeting as soon as the ballots have been tabulated. Ballots shall remain under the control of the inspectors until a motion to destroy the ballots is passed at which time the ballots shall be destroyed under the supervision of the inspectors. No person other than a duly appointed inspector shall have access to the ballots until after they are destroyed. If the duly appointed inspectors are unable to conduct in-person tabulation of ballots, the Board shall establish a procedure to assure ballots are tabulated by a neutral audit firm with results reviewed and approved by a subcommittee appointed by the chair of the Credentials Committee.

f. Tie-Vote Procedure. In the event of a tie vote in voting for any officer or Regional Directorship, or for the fifth position in Director-at-Large elections, a special ballot will be conducted as provided herein. No new candidates shall be eligible to run in the special election. Any club in good standing at the time the original election ballots were mailed shall be eligible to vote in the special election, whether or not it voted in the regular election. The Central Office shall send by electronic means or mail special ballot forms to each eligible member club on or before July 15 of the election year and shall establish procedures for optional electronic voting as in e of this section. Returned ballots must be received by the Central Office by September 1 in order to be counted. The opening, inspection for regularity (legibility, completeness, write-in candidate disqualification, etc.), counting of the ballots and reporting of the election results shall be conducted under procedures specified by the Executive Board of Directors, with any seated Board member who is directly involved as a candidate in the tie vote being required to remove themselves from the determination of said procedure. In the event the special election also results in a tie-vote, the office in question shall be resolved by lot by the presiding Chairman of the Board.

If the balloting for one or more Regional Director results in a tie-vote, the presiding Chairman of the Board shall determine by lot, from among the tied candidates, which shall represent the affected region(s) from the time the tie-vote is declared until a winner is determined by the special mail ballot described above.

Section 3 – Conflicting Memberships

No person shall be eligible to serve as an Officer or Director of this Association who is a member of a club or association affiliated with or a member, officer, director, or judge of an organization organized for purposes or objects similar to those of this Association.

Section 4 – Duties

The President shall be the Chief Executive Officer and managing head of this Association and the Chairman of its Executive Board. He or she shall preside at all meetings of member clubs and of the Executive Board. In the absence of the President, the Vice President shall preside. In the absence of both the President and the Vice President, the meeting shall elect a presiding officer. The presiding officer at any time may request a delegate or proxy to take the chair to permit the presiding officer to take part in the meeting.

The Secretary shall keep an accurate record of all meetings.

The Treasurer, who shall be bonded, shall be the Chief Financial Officer and chairperson of the audit and budget committee(s) of the Association. In this capacity, he or she shall have the responsibility to oversee all financial management activities relating to the programs and operations of the Association, and to develop and maintain an integrated accounting and financial management system. This system will include financial reporting and internal controls which comply with applicable accounting principles, standards, and requirements of the FASB (Financial Accounting Standards Board) and other internal control standards. Although not required, candidates for this office should possess demonstrated ability in general management and specific knowledge, either by education or experience, in financial management practices.

Any approval for the expenditure of an amount of money that is greater than 5% of the average prior two year's net income cannot be authorized by any individual committee of the Board, but must be authorized by a majority vote of the Executive Board.

All other duties and powers of officers shall be such as the Executive Board shall from time to time determine.

In the absence of any officer except the President, or for any other good and sufficient reason, the Executive Board may delegate the duties and powers of such Officers to any other Officer or to any Director of this Association for such a period as it may designate.

Section 5 – Vacancies

Vacancies in any office, except that of President and/or any of the Regional Directors, may be filled by the Executive Board until the next Annual Meeting at which elections will be held. Should the office of the President become vacant for any reason, the Vice President shall automatically succeed to that office.

Should a vacancy occur for any reason in the office of any of the various Regional Directors and six (6) months or more remain in the term of that office, the Central Office shall immediately notify member clubs in the specific region of the vacancy and call for declarations from candidates to be submitted to Central Office within thirty (30) days of said notice. Within ten (10) days after the closing date for the acceptance of declarations, the Central Office shall send by electronic means or mail ballots to eligible clubs in the region for voting and shall establish procedures for optional electronic voting as in section 2e of this article. Eligibility for voting will be limited to those member clubs in good standing not less than fifty (50) days prior to the date of the mailing of the ballots. The closing date for the return of the special election ballots to the Central Office will be thirty (30) days after distribution from the Central Office—said date to be printed on the ballot. Dated postmark stamp (provided by a postal clerk) on either the ballot or on a separate paper enclosed in the mailing envelope or the date marking Central Office's receipt of an electronic ballot will constitute PRIME FACIE evidence of the mailing date by the voting club.

When less than six (6) months remain in the term of a Regional Director whose office is vacated, such office shall remain vacant until the next regular election of Regional Directors as provided for in Section 2, Elections, of this article.

Section 6 – Resignations and Removal of Executive Board

a. Any Officer, Regional Director or Director-at-Large may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery. The Executive Board is not required to accept the resignation for the resignation to take effect.

b. Any Director-at-Large may be removed with cause by vote of the member clubs, or by two-thirds (2/3) vote of the entire Executive Board. "Cause" shall include, but not be limited to, the following: (1) failure to attend three consecutive Board meetings; (2) failure to attend four Board meetings during the course of the year; (3) violating policies and procedures of the Association; or (4) engaging in conduct detrimental to the best interests of the Association.

c. Any Officer may only be removed by vote of the voting member clubs with cause; provided that an Officer may be suspended from performing the Officer's duties by the Executive Board. "Cause" shall be defined as set forth in Section 6(b) above.

d. Any Regional Director may only be removed by vote of the voting member clubs in the Region who elected the Regional Director with cause. "Cause" shall be defined as set forth in Section 6(b) above.

ARTICLE VII — EXECUTIVE BOARD MEETINGS AND VOTING

Section 1 – Membership

The government of the affairs of this Association shall be in the hands of the Executive Board. The President, the Vice President, the Secretary, the Treasurer, the nine (9) Regional Directors, and the five (5) Directors at Large of this Association shall be members of the Executive Board.

Section 2 – Meetings

The Board shall meet from time to time at the call of its Chairman or of any ten (10) members of the Board. The call shall be mailed or provided by electronic means to each member of the Board at least fifteen (15) days prior to the meeting and shall specify the approximate agenda, time, and place of the meeting, which, if held in conjunction with the Annual Meeting, may be held at any place; other Board Meetings to be held within the United States or Canada.

Sectlon 3 - Quorum

a. The presence of ten (10) members of the Board shall constitute a quorum for the transaction of business. A majority of the Executive Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place provided that notice is provided in according with Section 2 above.

b. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Executive Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

c. Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Executive Board consent to the adoption of a resolution authorizing the action. The resolution and the written consents of the Executive Board shall be filed with the minutes of the Executive Board. Consents may be provided: (i) in a writing signed by the individual either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual.

Section 4 - Delegation of Powers

The Executive Board may delegate to the Officers of this Association such of its duties and powers as it sees fit and as permitted by statute.

Section 5 - Voting

a. Each member of the Executive Board shall have one vote. Executive Board members shall not vote by proxy. Every Board Member has the right to abstain, i.e. not vote, on a particular issue. The vote of each Board Member, including any abstentions, shall be documented in the meeting minutes. For the purpose of tabulating votes only, a Board Member not voting for any reason will be considered absent from the meeting when calculating the total affirmative votes required for passing a particular proposal.

b. The vote of a majority of the Executive Board members present at a meeting at which a quorum is present shall constitute action by the Executive Board, except as set forth in these bylaws and required by applicable law.

c. The following actions require approval by two-thirds vote of the entire Executive Board:

(i) the purchase of real property that will constitute all or substantially all of the assets of the Association once purchased; and

(ii) the sale, lease, mortgage, exchange or other disposition of real property that constitutes all or substantially all of the assets of the Association.

d. The following items must be approved first by majority vote of the Executive Board at a meeting at which a quorum is present and then submitted to the voting member clubs for approval by at least two-thirds (2/3) of the voting member clubs at a meeting at which a quorum is present; provided that the total votes cast in favor of the action must also be at least equal to a quorum of members as provided in Article IV, Section 7 of these bylaws:

(i) amendment of the Association's Certificate of Incorporation;

(ii) approval of a merger or consolidation;

(iii) approval of dissolution of the Association; and

(iv) approval of the sale of all or substantially all of the Association's assets.

Section 6 - Acceptance of New Breeds for Championship Competition

Acceptance of any new breed for championship competition shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Board present.

Once a breed is accepted for championship status, it cannot have its registration status rescinded, placed back in A.O.V. status or moved to provisional status without 2/3 Breed Council approval.

ARTICLE VIII — REGIONS

Section 1 – Geographical Boundaries

The United States, Canada, Bermuda, Mexico, Japan and Europe are divided into nine (9) geographical regions as follows:

REGION 1 - NORTH ATLANTIC

Bermuda, Canada (East of the 77th meridian), Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York (East of the

77th meridian), Pennsylvania (East of the 77th meridian), Rhode Island, and Vermont.

REGION 2 - NORTHWEST

Alaska, California (North of the 36th parallel), Canada (West of the Western border of Manitoba), Idaho, Montana, Nevada (North of the 37th parallel), Oregon, Utah and Washington.

REGION 3 - GULF SHORE

Arkansas, Colorado, Kansas (South of the 38th parallel), Louisiana, Mississippi, New Mexico, Oklahoma, Tennessee (West of the Tennessee River), Texas, Wyoming, and the Mexican states of Aguascalientes, Campeche, Chiapas, Chihuahua, Coahuila, Colima, Durango, Federal District, Guanajuato, Guerrero, Hidalgo, Jalisco, México, Michoacán, Morelos, Nayarit, Nuevo Leon, Oaxaca, Puebla, Querétaro, Quintana Roo, San Luis Potośi, Tabasco, Tamaulipas, Tlaxcala, Veracruz, Yucatán, and Zacatecas.

REGION 4 - GREAT LAKES

Canada (East of the 90th meridian and West of the 77th meridian), Kentucky (North of the 38th parallel), Michigan, New York (West of the 77th meridian), Ohio, Pennsylvania (West of the 77th meridian), and West Virginia.

REGION 5 - SOUTHWEST

Arizona, California (South of the 36th parallel), Hawaii, Nevada (South of the 37th parallel), and the Mexican states of Baja California Norte, Baja California Sur, Sinaloa, and Sonora.

REGION 6 - MIDWEST

Canada (East of the Western border of Manitoba and West of the 90th meridian), Illinois, Indiana, Iowa, Kansas (North of the 38th parallel), Minnesota, Missouri, Nebraska, North Dakota, South Dakota, and Wisconsin.

REGION 7 - SOUTHERN

Alabama, District of Columbia, Florida, Georgia, Kentucky (South of the 38th parallel), Maryland, North Carolina, Puerto Rico, South Carolina, Tennessee (East of the Tennessee River), the U.S. Virgin Islands, and Virginia.

REGION 8 - JAPAN

Japan.

REGION 9 - EUROPE

Albania, Andorra, Austria, Belarus, Belgium, Bosnia & Herzegovina, Bulgaria, Croatia, Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Ireland, Italy, Kosovo, Latvia, Liechtenstein, Lithuania, Luxemburg, Macedonia, Malta, Monaco, Moldova, Montenegro, Netherlands, Norway, Poland, Portugal, Romania, Russia, San Marino, Serbia, Slovakia, Slovenia, Sweden, Switzerland, Spain, Turkey (Tükiye), Ukraine, United Kingdom.

Section 2 – Organization

Regions 1 through 7 shall (i) be incorporated as non-profit corporations in the United States, (ii) adopt and maintain a fiscal year for the corporation that corresponds with the Association's fiscal year, and (iii) apply for, obtain and maintain tax exempt status under the Internal Revenue Code, as amended from time to time.

ARTICLE IX — INTERNATIONAL

There shall be an International Division of CFA for clubs not located within a region described in Article VIII. Clubs may be accepted into the International Division in accordance with such requirements or conditions as the Executive Board may from time to time adopt.

A club accepted into the International Division shall be designated an 'International Member' entitled to the rights and privileges and subject to the duties and obligations of member clubs, under the provisions of these bylaws, except that:

a. The provisions of Article III, Section 4 of these bylaws shall not apply to the International Division. The Board of Directors shall designate the country(s) within which a new international member club may carry on activities and thereafter have the right, in its discretion, to limit or expand such area.

b. Notwithstanding the provisions of Article III, Section 7 of these Bylaws, the Board of Directors shall have the right to require an 'International Member' to obtain and maintain, at its own cost, liability insurance covering the Association and such international member, in such limits as the Board deems adequate, with a company(s) approved by the Board.

c. Registration rules for cats in the International Division shall be the same as those adopted for the regions described in Article VIII of these Bylaws.

d. Notwithstanding any of the provisions of Article IV of these Bylaws, only those 'International Members' holding a licensed CFA show within the previous show season will be entitled to be a delegate and cast a vote at any annual or special meeting of members. Only those 'International Members' qualifying for entitlement to vote will be counted in computing the number of members required or members present for quorum purposes at a meeting of members.

e. Every two years, 'International Members' shall select two representatives to participate in a council of the International Division, to consider matters particularly relevant to the 'International Members.' The Board shall adopt rules of procedure for the appointment or election of representatives. The Board shall also select the times and places for the International Council to meet, which meetings shall occur not less than once each year.

The President of the Association shall appoint a committee chair as well as at least two members of the Board to be members of the committee.

Within thirty (30) days following conclusion of the meeting, the committee will submit a written report to the President, with a copy to Central Office, setting forth the matters discussed and questions raised, with attached copies of writings submitted in support of and/or in opposition to any matter raised before the council.

The committee may include its recommendations to the Board for action to be taken. The cost and expense of such council meeting shall be borne proportionately by all 'International Members.'

f. The provisions of Article XV – Discipline, shall apply to the International Division and 'International Members,' with the added provision that if the Board of Directors should schedule a formal hearing on charges, the Board may appoint a committee to conduct the hearing and report to the Board as to the testimony and evidence received with its findings and recommended disposition. The Board shall not be bound by such findings or recommendation in reaching its own determination and the discipline, if any, to be fixed.

ARTICLE X — CENTRAL OFFICE

The operation of the affairs of this Association shall be carried out under the general direction of the Executive Board in such manner and place as may from time to time be determined by the Executive Board. The personnel of such office and the compensation of such personnel shall be as determined by the Executive Board. Such individuals in such office who may handle the money of the Association, and who may be authorized to sign checks drawn on the bank account or accounts of the Association, shall be bonded in such amounts as may be determined by the Executive Board. A representative of the Central Office, qualified to speak on the operations of the office and to answer questions of delegates or Board Members relative to these operations, shall attend each meeting of members of the Association and each meeting of the Executive Board, the out of pocket expenses of such person incurred in connection with such meeting to be paid by the Association.

ARTICLE XI — BREED COUNCIL

Breed Councils will be formed to serve the Executive Board in an advisory capacity regarding CFA Show Standards and Breed Registration Rules. The rules governing the operation of the Breed Councils are contained in the Breed Council Standing Rules attached as Appendix A to these Bylaws.

ARTICLE XII - SHOW LICENSES

The Executive Board shall have power in its full discretion to grant or to withhold from each member of the Association a license to hold a cat show. No member club shall hold, sponsor, or manage a cat show not licensed by this Association; nor shall such a club hold, sponsor, or manage a cat show licensed by any other organization. No member club shall hold, sponsor, or manage a cat show in conjunction with one licensed by any other similar organization without the prior approval of the Executive Board, which may impose such conditions as the Board may deem appropriate. At the request of any Regional Director, a show license or licenses may be issued for a show or shows to be sponsored by his Region.

ARTICLE XIII — RULES AND STANDARDS

The Executive Board shall from time to time establish "Show Rules" and "Show Standards" under which shows licensed by this Association are to be held and shall determine the basis on which Championships, Grand Championships, Premierships, Grand Premierships, and other awards established by it for this Association shall be made.

Delegates and proxies to the Annual Meeting of the Association may change such Show Rules of the Association as have general applicability (but not those affecting specifically any color, breed, or division) by a two-thirds (2/3) affirmative

vote, provided that any such proposed Show Rules changes are noticed by the Association's Central Office to all member clubs in good standing at least 45 days prior to the Annual Meeting. Proposed changes not included in such notice, or included but amended prior to adoption, or adopted by a vote of less than two-thirds (2/3), shall be advisory only. Show Rule changes so adopted shall be effective on May 1 of the year following adoption, unless a different effective date is specifically stated in the adopted change.

A CFA-sponsored Awards Program which shall include scoring procedures, policies and awards shall be listed as an official part of the CFA Show Rules. Awards will be based on points accumulated throughout the show season subject to the rules and limitations set forth in the program. No other method of determining the winning cats shall be permitted.

ARTICLE XIV — JUDGES

The Executive Board shall from time to time adopt standing rules to govern the operation of the Judging Program.

The Executive Board shall have the sole right to approve and authorize judges of shows held under the license of this Association. Acceptance into the Judging Program, and advancement within it, shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Board present. Members of the Executive Board shall comply with all standing rules governing the operation of the Judging Program when they have personal knowledge concerning an individual presented before them for advancement or acceptance in the Judging Program. When voting on the acceptance or advancement of individuals in the Judging Program, the vote of the individual Board Members shall be reported in the public minutes of the meeting. Any individual not advanced as a result of a vote by the Board shall be informed of the basis of the Board's action and, shall have the right to file a written "Request for Reconsideration". A "Request for Reconsideration" filed with the Chairman of the Judging Committee within 30 days of receipt of written notice of the Board's decision will maintain the judging status of the individual until final action by the Board at the next regularly scheduled meeting.

The Executive Board may indicate its approval of such individuals as an "Approved Judge" an "Approval Pending Judge," or an "Apprentice Judge" and such approval may be for a specified period of time. In the case of "Apprentice Judges," Apprentice Judges being on a probational status, such period of time need not be specified and the approval is terminable at the will of the Executive Board. In the case of an Approved Judge or an Approval Pending Judge, the Board shall vote to recertify on an annual basis. Recertification shall require the affirmative vote of a majority of Board Members present. Any judge failing to be recertified shall be informed of the basis of the Board's action and be cited to appear by the Board at its next regularly scheduled meeting for hearing on the issue of recertification. The vote of the individual Board members resulting in the failure of a judge to be recertified shall be reported in the public minutes of the meeting. Any such judge not able to appear in person may present evidence by affidavit. The status of the judge shall remain unchanged until such hearing. After consideration of all evidence, the Board may vote to recertify, to suspend temporarily or for such period of time as the Board deems proper in its discretion, or to place such requirements or restrictions on the judge's future participation in the judging program as the Board considers necessary and proper.

Until he reaches the status of "Approval Pending Judge," each person going through the CFA Judging Program is in a probationary status. The Executive Board may suspend from the Judging Program any person in a probational status without notice or hearing.

With the exception of disciplinary action as defined in Article XV, any action to drop, permanently suspend, or reduce in status any individual in the Judging Program shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Board present. The vote of the individual Board members shall be reported in the public minutes of the meeting.

No judge may be an officer, director or judge of any other organization having objects similar to those of this Association.

Regardless of the status of any individual approved to judge shows held under the license of this Association, no person shall be authorized to judge any show held under the license of this Association until he has been specifically authorized to so act by the Executive Board or by the Central Office of the Association under powers delegated by the Executive Board.

ARTICLE XV — DISCIPLINE

Section 1 – Powers of Board Members

The Executive Board shall have exclusive jurisdiction to discipline member clubs, judges, clerks, breeders, show officials, exhibitors, and all other parties who, by their voluntary participation in CFA activities subject themselves to its various rules, including those enumerated in this Article, in order to preserve the integrity of this organization in the accomplishment of its objectives.

Disciplinary power may be exercised only after due notice and opportunity to be heard is first given the party charged.

Disciplinary action shall require an affirmative vote of two thirds (2/3) of the Board Members present.

Section 2 – Conduct of Members Subject to Board Discipline

The Board may reprimand, suspend, expel and/or fine any member club upon a finding of guilty for:

a) the enactment of any amendment to the Constitution or Bylaws of a member club in conflict with the Charter or Bylaws of the Cat Fanciers' Association, Inc.®

b) The holding of a cat show not licensed by this association or the holding of a cat show in conjunction with one licensed by any other similar organization without the prior approval of the Executive Board, or in violation of any conditions placed on such prior approval.

c) The violation of any Show Rule.

d) Distribution of club funds in a manner inconsistent with the objects of the Association.

e) Any act or conduct seriously and patently detrimental to the best interest and welfare of the cat or The Cat Fanciers' Association.

Section 3 – Conduct of Judges and Clerks Subject to Board Disciplinary Powers

The Board may reprimand, suspend, terminate and/or fine any judge or clerk found guilty of:

a) Violations of any standing rules governing the responsibilities and duties of judges or clerks as may be enacted from time to time.

b) The violation of any Show Rule.

c) Any willful conduct involving CFA or CFA activities which is seriously detrimental to the best interest of CFA or the welfare of the cats.

Section 4 – Conduct of Club Officers, Breeders, Exhibitors, Show Officials and Other Participants Subject to Board Discipline

Any breeder, exhibitor, show official, or other participant in CFA activities may be reprimanded, prohibited from exhibiting, denied access to CFA services and facilities, including the registration of cats, transfer of ownership, placement of advertising in CFA publications, and/or fined upon a finding of guilty for:

a) Cruel or inhumane treatment in the breeding, keeping, showing, or otherwise dealing with felines.

b) Willful misrepresentation in connection with registration of a litter or cat.

c) Abuse of the services of CFA in connection with the advertising, sale, lease, or transfer of a feline.

d) Authorizing or participating in the distribution of club funds in a manner inconsistent with the objects of the Association.

e) Violations of CFA registration rules as promulgated by the Board from time to time.

f) The violation of any Show Rule.

g) Any act or conduct seriously and patently detrimental to the best interest and welfare of the cat or the Cat Fanciers' Association.

Section 5 – Procedure

The Board may consider any protest filed hereunder by any member of a member club or in any other manner brought to the attention of the Executive Board. The Board may delegate authority to one or more persons to review, investigate, and determine if probable cause exists for the filing of a formal protest.

Such determination as to probable cause shall be advisory only and not binding on the Board. Should the Board elect to proceed with a formal hearing, the party charged will be entitled to receive written notice of the particulars of the charges no less than thirty (30) days before the scheduled hearing date.

Any Board member who is the subject of a complaint, or who is a member of a club that is the subject of a complaint, or who by some other close association has an interest in the outcome of a protest, shall be duty-bound to disqualify himself from participation in consideration of the protest.

Section 6 – Preliminary Suspension

A preliminary suspension of CFA services may be imposed pending the filing or resolution of a protest in the following situations:

a) In an animal welfare matter involving a seizure of animals or criminal

prosecution.

b) To enforce compliance of the requirement that a cattery which produces 75 or more kittens in a calendar year undergo an annual veterinary inspection to ensure it meets CFA's minimum cattery standards, provided that a protest is filed at the time of the suspension.

c) To enforce compliance with a cattery inspection requirement imposed by Animal Welfare when multiple complaints about cattery conditions have been received, provided that a protest is filed at the time of the suspension.

A preliminary suspension imposed under this section is not discipline and the procedural requirements of Section 1 and Section 5 of this Article do not apply.

ARTICLE XVI — GENERAL

Section 1 – Adoption of Policies and Procedures

The Executive Board or designated committee of the Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Association, including, but not limited to, a Conflicts of Interest Policy and Whistleblower Policy; provided, however, that no rule, regulations, policy or procedure may be adopted by the Association that is contrary to these bylaws and applicable law as may be amended from time to time.

Section 2 – Books and Records

There shall be kept at the office of the Association: (1) correct and complete books and records of account; (2) minutes of the proceedings of the member clubs, the Executive Board and any committee of the Executive Board; (3) a current list of the members of the Executive Board of the Association; (4) a list of all member clubs including name and address; (5) a copy of these bylaws; (6) a copy of the Association's application for recognition of exemption with the Internal Revenue Service; and (7) copies of the past three (3) years' information returns and Form 990-T's (if any) filed with the Internal Revenue Service.

Section 3 – Loans to Directors and Officers

No loans shall be made by the Association to the members of its Executive Board, or to any other corporation, firm, association or other entity in which one or more of its Executive Board members are directors or officers or hold a substantial financial interest except as allowed by law.

Section 4 – Certificate of Incorporation

The Executive Board may change the Certificate of Incorporation as needed to comply with law.

ARTICLE XVII — AMENDMENTS

These Bylaws may be amended by an Annual or Special Meeting of member clubs by two-thirds (2/3) of the votes entitled to be cast by the delegates present at the meeting in person or by proxy, provided that the proposed amendment, together with notice of time and place of the meeting, has been provided by the Central Office of this Association, or by a member club proposing the amendment, to each member club at least forty-five (45) days prior to the meeting.

APPENDIX A

BREED COUNCIL STANDING RULES

PURPOSE

The CFA Breed Councils were established in 1970 to serve as advisory bodies on breed standards to the CFA Executive Board. The Breed Councils channel opinions and suggestions from the individual breeder to the Board through the Breed Council Secretary elected by each specific breed.

ELIGIBILITY REQUIREMENTS FOR INDIVIDUAL BREED COUNCIL MEMBERSHIP

1. Have a CFA registered cattery name.
2. Are at least 18 years of age or older.
3. Have bred and registered with CFA at least three litters of the appropriate breed/division.
4. A judge or an officer of another cat registering association is not eligible.

In addition to the above requirements, membership is limited to individuals who have met either of the following qualifications:

Bred at least one CFA Grand Champion or Grand Premier of the appropriate breed/division,

OR

Registered one litter of the appropriate breed/division within the previous two calendar years and, have exhibited a cat/kitten owned or leased by the applicant of the appropriate breed/division at a CFA show within the previous two calendar years.

A litter which has been reregistered to add an individual or individuals as additional breeders of the litter may not be used to qualify the additional breeder or breeders for Breed Council membership.

MEMBERSHIP

Membership by eligible individuals in any breed/division section may be obtained by submitting to the Central Office a completed membership application form together with the appropriate fee(s). A membership runs from May 1 to April 30. When available for distribution, the Show Rules and Show Standards will be sent to each member. Membership applications will be accepted year-round but must be received by August 1st to vote in any poll or election conducted during that membership year.

FEES

The membership fee shall be set by the Executive Board to help defray expenses for the operation of the Breed Councils.

PROCEDURE FOR SUBMISSION OF PROPOSALS

Members forward suggestions and opinions to the elected secretary of the specific breed council. The breed council secretary will evaluate these proposals and obtain the opinions of other members of the particular breed/division section. The weight of these opinions will form the basis for an annual poll taken prior to the Executive Board meeting in February when breed standard revisions are considered.

BREED COUNCIL SECRETARY

Requirements for Eligibility –

1. Current CFA membership in the specific breed council.
2. Current CFA club membership.
3. A secretary may not hold his/her position in more than one council at a time.

Election –

1. A secretary for each breed council will be elected FROM the membership and BY the membership of that breed council.
2. Elections will be held every two years in even numbered years during the month of December. Secretaries shall begin their two-year terms on May 1 of the following year, except that secretaries elected in December 2014 shall serve from January 1, 2015 – April 30, 2017.
3. A candidate must declare his/her intention to run for secretary of a breed council by submitting his/her declaration in writing, signed by the candidate, to the Central Office by August 1 next prior to the December in which the election is held. Signed declarations may be submitted by mail, fax or electronic scanned file.
4. Ballots for the election of breed council secretaries must be submitted to the Central Office in accordance with voting instructions printed on the ballot.
5. Only those breed council members who have paid their dues by August 1 next preceding the December in which the election is held shall be eligible to vote in the election.
6. In the event of a tie vote between/among the candidates for breed council secretary, the membership that was eligible to vote in the election that resulted in a tie shall be balloted again. The reballoting will be done within 2 weeks of the close of the prior election, allowing the voters 14 days to submit the ballots to Central Office. If the vote is again a tie, the winner shall be determined by lot.

Vacancies –

1. Any vacancy occurring in the office of a breed council secretary shall be filled by appointment by the President of CFA.

Notwithstanding the fact that the Councils shall serve the Executive Board in an advisory capacity, the Executive Board shall not alter or amend any part of the breed standards or registration rules specific to a breed, or add thereto, without first obtaining (within the prior 12 months) the approval of 60% of the members voting of the specific Breed Council(s) affected. An unmarked item on an otherwise valid breed council ballot is an abstention, and an abstention does not count as a member voting for purposes of calculating 60%.

In no case will the Executive Board accept a new breed without providing the Breed Council Secretaries of any breed which has been used to establish a proposed new breed an opportunity to comment.