



AMENDED BYLAWS OF AMERICAN TREIBBALL ASSOCIATION, INC.

These amended bylaws hereby amend any and all previously enacted bylaws; any and all previously enacted bylaws are hereby expressly revoked.

ARTICLE I NAME AND PURPOSE

SECTION 1. Name. The name of the Organization shall be American Treibball Association, Inc. (ATA) It shall be a non-profit Organization incorporated as a directorship corporation under the laws of the state of Colorado.

SECTION 2. Purpose. The Organization is organized and operated exclusively for educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code. of 1986 or the corresponding provision of any future United States Internal Revenue Law, and is specifically created to educate the public about the sport of Treibball by establishing, defining, developing and promoting the competitive canine sport in the United States in a manner that fosters using positive reinforcement, scientific training methods for dogs.

ARTICLE II OFFICES

The principal office of the Organization in the State of Colorado, shall be located in the County of Adams, and may have such other offices as the Board of Directors may designate or as the business of the Organization may require from time to time.

ARTICLE III MEMBERSHIP

The Organization shall have members, who shall have full voting rights. Membership will be open to all individuals, according to policies established by the Board, and who will have such rights and responsibilities as determined by the Board of Directors, but shall have no voice in the governance of the organization.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Organization shall be managed by its Board of Directors, which shall be self-perpetuating.

SECTION 2. Size and Terms. The number of directors of the Organization shall be fixed 3 to 10 directors. Each director shall hold office for a term of three years for a maximum of two terms unless otherwise agreed by unanimous vote of the Board. Only members of the organization, who are in good standing therewith, are eligible to serve as directors. Except for members who will be elected to the Board by the current Directors following adoption of these bylaws, each director must be reelected at the Annual meeting. Those directors qualified and serving at the time these bylaws are adopted shall serve a three-year term beginning at the adoption of these amended by-laws, and shall establish a system of staggered terms for members elected to the Board following their adoption. The Board will reach its minimum size within sixty (60) days following the adoption of these bylaws at which point, this sentence shall be automatically removed.

SECTION 3. Annual Meeting. An annual meeting of the Board of Directors shall be held in January of each year or at such other time as the Board may determine.

SECTION 4. Regular Meetings. The Board of Directors shall hold such regular meetings as the Board of Directors shall determine, with notice as described in Section 5.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the majority of the directors. The Board of Directors may fix the place for holding any special meeting, and the agenda shall be limited to those items included in the notice of the Special meeting.

SECTION 6. Notice. Notice of a Regular or Annual meeting shall be given at least two weeks previous thereto by written notice delivered personally, mailed to each director at his business address, or by electronic mail. Notice of a Special Meeting shall be such as to give reasonable notice under the circumstances. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term established by the Board of Directors, pursuant to a plan of transition to a larger Board.

SECTION 11. Compensation. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer, or for reasonable reimbursement of expenses.

SECTION 12. Presumption of Assent. A director of the Organization who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless s/he shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to director who voted in favor of such action.

ARTICLE V OFFICERS

SECTION 1. Number. The officers of the Organization shall be a President, Vice President, Secretary and Treasurer who shall be elected at the Annual Meeting. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the Organization shall be elected at the Annual meeting or by the Board of Directors at the first meeting of the Board of Directors upon expansion of the Board. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until the death, or resignation or removal in the manner hereinafter provided. Terms of office shall be two years, and may be renewed. Notwithstanding any other provision in these bylaws to the contrary, in order to stagger the elections of officers, the terms of the initial Vice President and Treasurer shall only last for one year, as it is contemplated that the initial election of all officers shall take place in the year 2013 (an "odd year"). After the expiration of the initial officer's respective terms, the President and Secretary shall be elected in "odd years" and the Vice President and Treasurer shall be elected in "even years."

SECTION 3. Removal. Any officer, agent, or director may be removed by a positive vote of two-thirds of the Board of Directors whenever, in its judgment, the best interests of the Organization will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer, agent, or director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the Chief Executive Officer of the Organization and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Organization. S/he shall be a member of the Board of Directors, with voting rights. S/he may sign, any other officer of the Organization thereunto authorized according to a policy established by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President/CEO and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such duties as from time to time may be assigned to the Vice President by these Bylaws or by the Board of Directors, subject to all restrictions on the President, as set forth herein.

SECTION 7. Secretary. The Secretary shall: (a) Keep or cause to be kept, the minutes of the proceedings of the Board of Directors; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of the corporate records and of the seal of the Organization (if a seal is elected pursuant to Article X of these amended bylaws) and, if such seal is in fact elected pursuant to Article X hereto, see to it that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized; (d) Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (e) In general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board

SECTION 8. Treasurer. The Treasurer of the Organization shall: (a) Have charge, and be responsible for, all funds and securities of the Organization, and deposit or cause to be deposited all such funds in the name of the Organization in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

ARTICLE VI INDEMNITY

The Organization shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which s/he may be made a party, or in which s/he may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of the Organization, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not s/he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Organization. (b) The Organization shall provide to any person who is or was a director, officer, employee, or agent of the Organization or is or was serving at the request of the Organization as a director, officer, employee or agent of the Organization, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article VI.

ARTICLE VII CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect this tax exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to non-profit and charitable organizations.

SECTION 2. Definitions.

2.1 Interested Person. Any member of the Board of Directors, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a

transaction or arrangement, or (b) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a Financial Interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

SECTION 3. Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors and/or members of committees delegated powers to consider the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, s/he shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. Unless otherwise delegated, the Board of Directors shall make the final determination as to whether or not a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest. (a) An Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The Board of Directors or appropriate committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. (c) After exercising due diligence, the Board of Directors or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy. (a) If the Board of Directors or a committee has reasonable cause to believe a Board Member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the

Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4.

Records of the Proceedings. The meeting minutes of the Board of Directors, and committees with delegated powers, shall contain: (a) The names of the person(s) who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest; the nature of the Financial Interest; any action taken to determine whether a conflict of interest is present; and the Board's or committee's decision as to whether a conflict of interest in fact exists and (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation.

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No Member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5.4 The majority of the Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Directors.

5.5 Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions; (b) the compensation levels paid in the particular geographic community; (c) the amount of time the individual spends in their position; (d) the expertise and other pertinent background of the individual; (e) the size and complexity of the Organization; and (f) the Organization's need for the services of the particular individual.

SECTION 6. Annual Statements. Each member of the Board of Directors, principal officer and member of a committee with delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and

understands the policy; (c) has agreed to comply with the policy; and (d) understands the Organization is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with educational and scientific purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by an individual or firm familiar with 501(c)(3) status, as determined and voted upon by the Board of Directors. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded; reflect reasonable investment or payments for goods and services; further educational and scientific purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and/or Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. Fiscal Policies. The Board of Directors shall establish fiscal policies and procedures of the Organization, which shall ensure that the books of the Organization shall at all times, be in compliance with Generally Accepted Accounting Principles.

ARTICLE IX FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE X CORPORATE SEAL

The Board of Directors may at its discretion provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Organization and the State of incorporation and the words "Corporate Seal".

ARTICLE XI WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of the Organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors. Any meeting at which a change in the Bylaws is to be acted upon, must be preceded by 30 days notice that includes the specific changes to be considered.

ARTICLE XIII LIMITATIONS AND RESTRICTIONS

SECTION 1. Limitations on Activities. No substantial part of the activities of this Organization shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public

office. Notwithstanding any other provisions of these Bylaws, this Organization shall not carry on any activities not permitted to be carried on (a) By an Organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

SECTION 2. Prohibition against Private Inurement. No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.

SECTION 3. Distribution of Assets. Upon the dissolution of this Organization, assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. Private Foundation Requirements and Restrictions. In any taxable year in which the Organization becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the Organization (a) Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code; (b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (d) Shall not make any investments in such manner as to subject the Organization to tax under Section 4944 of the Internal Revenue Code; (e) Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal No substantial part of the activities of this Organization shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal in (including the publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Organization shall not carry on any activities not permitted to be carried on (a) By an Organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Dated: May 5, 2013

Adopted and Agreed.

Dianna Stearns, President; Mary Manka, Vice President; Hilary Lane, Treasurer;
Aaron Israels, Attorney of Record