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November 4, 2009

Marjory S. Stewart  
Attorney  
750 N. Lincoln Memorial Drive  
Suite 312  
Milwaukee, WI 53202

Re: Basset Hound Club of America  
Your Client: Patrick Willer

Dear Ms. Stewart:

As you are aware, this firm is General Counsel for the Basset Hound Club of America (BHCA). This will acknowledge your correspondence addressed to myself and the Corresponding Secretary of BHCA dated October 27, 2009. I have discussed your correspondence with the Board, and the Board hereby declines to take the actions which you have requested in your correspondence on the ground that they are legally flawed.

First of all, it is quite surprising that Mr. Willer is so mean spirited as to retain counsel in an attempt to trash another member of the Club for no positive purpose. As was discussed with the general membership at the Open Board Meeting during the BHCA National Specialty, [REDACTED] had recently lost his father, a 25 year member of BHCA, and his job, and his significant other had been diagnosed with cancer. His mother, another BHCA member, had been assisting him with living expenses. His failure to pay BHCA dues was something that just fell through the cracks, not something that was intended. Under the circumstances, members of the Field Trial community requested that they be allowed to reimburse BHCA for [REDACTED] dues and the Board agreed. Also, I should point out that the overwhelming majority of the members present at the Open Board Meeting when these facts were disclosed by the President were also in favor of the Board's actions, thus ratifying its conduct.

We could discuss whether or not the BHCA Bylaws prohibit the Board from administratively reinstating a member who has not tendered a resignation as a part of its general powers in managing the affairs of the Corporation. I contend that the Bylaws do not. There also is no question that [REDACTED] consented to be a member of BHCA as he was unaware that his membership status was in jeopardy. In no way was he admitted

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without his consent. Wis. Stat. § 181.0601(2) does not require written consent and in any event he consented to membership when initially applying therefor.

Notwithstanding the foregoing, however, Wisconsin law makes it clear that [REDACTED] was never terminated as a member of BHCA. Although the BHCA Bylaws appear to provide for termination by lapsing, such is in violation of Wisconsin law. Wis. Stat. § 181.0206(3) specifically provides that the bylaws of a non-stock corporation may contain any provision for regulating and managing the affairs of the corporation "that is not inconsistent with its Articles of Incorporation or with the laws of this State". Wis. Stat. § 181.0620(1) specifically provides that "unless otherwise prescribed in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal or expulsion, and thereafter all the rights of the member in the corporation or in its property shall cease.". Please note that Wisconsin law does not authorize termination by lapsing. The Articles of Incorporation of BHCA also do not authorize termination by lapsing. Because the pertinent bylaw provision relied upon by Mr. Willer is in direct contradiction of Wis. Stat. § 181.0620, such bylaw is void and unenforceable pursuant to Wis. Stat. § 181.0206(3).

Accordingly, [REDACTED] membership in BHCA was not terminated by his failure to pay dues timely. All that can be said is that he was a member not in good standing during the period of time that his dues remained unpaid. However, upon payment of such dues, his status was returned to that of a full member in good standing.

If Mr. Willer and his cohorts continue to disagree with this analysis you are entitled, of course, to commence suit against the Corporation. However, it is our contention that any such suit is a derivative suit which is controlled by Wis. Stat. § 181.0741. Any such derivative proceeding must be brought by at least five percent of the membership of BHCA. Since BHCA currently has 864 members, any such derivative proceeding would require at least 44 members joining as parties' plaintiff.

I hope this is the end of this wild goose chase. BHCA should be allowed to pursue its primary purposes of protecting the breed, encouraging sportsmanlike competitions and conducting its events without the threat and concomitant waste of time and cost of frivolous proceedings.

Very truly yours,

Charles W. Carnese  
Of Counsel

Cc: BHCA

CWC:bae