

[As amended through 4/27/06]

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**BYLAWS
OF
HEALTH AND RESCUE FOUNDATION OF PETIT BASSET GRIFFON VENDÉEN
CLUB OF AMERICA**

Pursuant to the Nebraska Nonprofit Corporation Act and the Articles of Incorporation, the undersigned Directors do hereby adopt the Bylaws of Health and Rescue Foundation of Petit Basset Griffon Vendéen Club of America to provide as follows:

ARTICLE I.

NAME AND OFFICES

Section 1. Name. The name of the Corporation is "Health and Rescue Foundation of Petit Basset Griffon Vendéen Club of America."

Section 2. Offices. The initial principal office of the Corporation shall be located in the City of Omaha, State of Nebraska. The Corporation's principal office may from time to time be relocated as the Board of Directors determines. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II.

MEMBERS

The Corporation shall have no members.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. Eligibility and Authority. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. Each Director Must be a member in good standing¹ of Petit Basset Griffon Vendéen Club of America, Inc., a Nebraska non-profit corporation², a citizen of the United States of America and must be an individual. Directors shall be elected at the annual meeting of the Board of Directors of the Corporation by a majority vote of the directors constituting a quorum.

Section 2. Number and Term. The³ Directors of the Corporation shall be comprised of the President, Vice President, Secretary and Treasurer of the foundation along with⁴ no more than nine (9)⁵ and no less than three (3) other persons⁶ and may be increased or decreased by amendment of these Bylaws in the manner set forth in Article XIII hereof. In no event shall the number be reduced to less than three (3). When the number of Directors is decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or

her term expires or until resignation or removal as herein provided. The term of office for each Director shall be two years⁷, commencing on the date of the annual meeting of the Corporation.^{8 9}

The terms of all directors and officers end with the annual meeting of the Corporation in Sacramento, California on April 27, 2006. At that meeting there will be an election of new directors. The seven directors who receive the greatest number of votes (or half the actual number elected plus one, if fewer than thirteen directors are elected) shall have two year terms, the remainder shall have one year terms. The directors whose slots are up for election in 2007 will be elected to two-year terms. Thereafter all directors will be elected for two-year terms.¹⁰

Section 3. Resignation of Director. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the presiding officer of the Board of Directors, or to the President or Secretary of the Corporation.¹¹ Resignation shall be effective when the notice is effective, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board provides that the successor does not take office until the effective date. Any Director so elected by the Board of Directors shall hold office for the balance of the term of the Director that he or she replaced. A Director's position becomes vacant if he or she is no longer a member of the Petit Basset Griffon Vendéen Club of America, Inc.¹²

Section 4. Annual Meeting of Directors. The annual meeting shall be held in conjunction with the Petit Basset Griffon Vendéen Club of America, Inc. specialty show if possible, at a place, date and hour designated by the Board of Directors.¹³ Immediately following each annual meeting of the Board of Directors of PBGV Club, the Board of Directors shall meet forthwith for the purpose of organization, the election of directors, the election of officers and the transaction of other business; and if a quorum of the Directors is then present, no prior notice of such meeting shall be required to be given.¹⁴

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors determine for the transaction of such business as may come before the meeting, without further notice to the Directors.

Section 6. Meetings of the Board. Special meetings of the Board of Directors may be called by the President or Vice President, and shall be called by either of them on the written request of any two (2) members of the Board of Directors.

Section 7. Notice of Special Meetings. Notice of all special meetings of the Board of Directors shall be preceded by at least two (2) days notice to each Director of the date, time and place, but need not specify the purpose of such meeting. Any business may be transacted at any Directors' meeting.

Section 8. Chair. At all meetings of the Board of Directors, the President, or in his absence or inability, the Vice President, or, in their absence or inability, a Chair chosen by those Directors shall preside.

Section 9. Quorum. At all meetings of the Board of Directors, a majority of the Directors in office immediately before the meeting commences shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such other action and further action as is provided in Article III, Section 4, of these Bylaws.

Section 10. Compensation. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board.

Section 11. Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the action is taken by all of the members of the Board of Directors and thereafter evidenced by one or more written consents describing the action taken, signed by each Director, and included in the Minutes filed with the Corporate records reflecting the action taken.

Section 12. Removal of Directors. Directors may be removed in the manner provided by the Nebraska Nonprofit Corporation Act.

Section 13. Loans to Officers and Directors. The Corporation shall not lend money to nor guarantee the obligation of any Director or officer of the Corporation.

ARTICLE IV.

OFFICERS

Section 1. Designation. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers, with such powers and duties not inconsistent with these Bylaws, as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice President, may be held by the same person. The Corporation declares that it is highly desirable for the board of the Corporation to contain some members who are officers or directors of the Petit Basset Griffon Vendéen Club of America, Inc.^{15 16}

Section 2. Election, Term of Office, and Qualification. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall serve at the pleasure of the Board of Directors. The President and Vice President shall be members of the Board of Directors of the Corporation. Each officer must be a member in good standing of the Petit Basset Griffon Vendéen Club of America, Inc.¹⁷

Section 3. Vacancy. In the event of a vacancy in any office, for any reason whatsoever, a majority of the Directors then in office, although less than a quorum, may elect a person to fill such vacancy; and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation, execute notes, contracts, mortgages and conveyances, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 5. Vice President. At the request of the President, or in the event of the absence or disability of the President, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law or by these Bylaws, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors or by the President.

Section 6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors of the Corporation. The Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers; and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation except in cases

where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation with checks drawn on accounts in the name of the Corporation. The Treasurer shall enter regularly on the books of the Corporation to be kept for that purpose full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.

Section 8. Salaries. No salaries shall be paid to any officers of the Corporation, but this shall not prevent the reimbursement of any officer or Director of any expenses authorized by the Directors which were incurred in behalf of the Corporation.

Section 9. Removal. Any officer may be removed from office by the affirmative vote of all of the Directors at any regular or special meeting called for that purpose.

Section 10. Assistant Secretaries and Assistant Treasurers. The Board of Directors may, from time to time, designate one or more persons to serve as Assistant Secretary and Assistant Treasurer with such duties and responsibilities as may be designated in the resolution of appointment.

ARTICLE V.

COMMITTEES

There shall be no committees other than those from time to time duly appointed by the Board of Directors.

ARTICLE VI.

AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation, with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

ARTICLE VII.

CONTRACTS

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors no officer, agent, or employee shall have any power or authority to bind the Corporation by any contact or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VIII.

VOTING STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this Corporation may hold stock and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon my other person and may revoke any such powers as granted at its pleasure.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the Corporation shall commence on October 1 of each year and end on September 30.¹⁸

ARTICLE X.

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XI.

TELEPHONIC MEETINGS

Members of the Board of Directors or of any of the committees appointed by the Board may participate in any meeting of such Board or committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these Bylaws for notification of members of the Board or committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Board or committee, as the case may be.

ARTICLE XII.

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501 , 503, 504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII.

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaw's of the Corporation by affirmative vote of a majority of the members of the Board of Directors; provided, however, that notice of any proposed amendment shall be mailed by United States mail to each Director not less than ten (10) days preceding the meeting at which such amendment will be submitted. Any Director may waive such notice in writing.

ARTICLE XIV.

EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time.

The foregoing Bylaws are hereby approved by the Incorporator at a meeting held on October 3, 1997.

Steven J. Woolley, Incorporator The foregoing Bylaws are hereby approved and adopted by the Board of Directors of the Corporation effective this 3rd day of October, 1997.

Original document signed by the following directors

Paul Kovar, Director Arlene Dickinson, Director Debbie Perrott, Director Ron Newman
Director Joyce Woodfin, Director Kasmin Bittle, Director Barbara Galbraith, Director

Endnotes - List of Amendments

1. "a duly elected and serving director" deleted and "a member in good standing" added by amendment adopted 5/26/01.
2. ("PBGV Club") immediately following "a Nebraska non-profit corporation" deleted by amendment adopted 5/26/01.
3. "The number of Directors" changed to "The Directors" in first sentence by amendment adopted 5/26/01.
4. "comprised of the President, Vice President, Secretary and Treasurer of the foundation along with" added by amendment adopted 5/26/01.
5. Number of directors increased from seven to nine by amendment adopted 11/8/98.
6. "other persons" added by amendment adopted 1/12/06.
7. Term increased from one year to two years by amendment adopted 5/26/01.
8. "members" deleted at end of last sentence and "Corporation" added, plus sentence "No director may serve more than six consecutive years on the Board of Directors in any capacity." added by amendment adopted 5/26/01.
9. "No Director may serve more than six consecutive years on the Board of Directors in any capacity." which had been added by amendment adopted 5/26/01 was deleted by amendment adopted 1/12/06.
10. Paragraph added by amendment adopted 4/27/06.
11. Second sentence of section, "A Director must resign if he or she has resigned or is removed as a Director of the PBGV Club." deleted by amendment dated 5/26/01.
12. "A Director's position becomes vacant if he or she is no longer a member of the Petit Basset Griffon Vendéen Club of America, Inc." added at end of section by amendment dated 5/26/01.
13. Sentence "The annual meeting shall be held in conjunction with the Petit Basset Griffon Vendéen Club of America, Inc. specialty show if possible, at a place, date and hour designated by the Board of Directors." added, and former language at beginning of former first sentence, "Immediately following each annual meeting of the Board of Directors of PBGV Club, the" deleted by amendment dated 5/26/01.
14. Former last sentence in section, "The time and place of each annual meeting may, however, be fixed by written consent of all Directors." deleted by amendment dated 5/26/01.
15. Sentence "The officers and/or directors of the Corporation shall include a minimum of three officers and/or directors of the Petit Basset Griffon Vendéen Club of America, Inc." added, and former last two sentences of section, "The President and Vice President of the Corporation shall be the same person or persons who hold these offices for PBGV Club. The Secretary and the Treasurer of the Corporation shall

not be the individual(s) who is (are) the duly elected and acting Secretary or Treasurer of PBGV Club.” deleted by amendment dated 5/26/01.

16. “The officers and/or directors of the Corporation shall include a minimum of three officers and/or directors of the Petit Basset Griffon Vendéen Club of America, Inc” deleted and new final sentence added by amendment adopted 4/27/06.

17. Last words in last sentence of section, “of PBGV Club” deleted, and “in good standing of the Petit Basset Griffon Vendéen Club of America, Inc.” added by amendment dated 5/26/01.

18. “on January 1 of each year and end on December 31” deleted and “on October 1 of each year and end on September 30” added by amendment dated 5/26/01.