

# WHIPPET HEALTH FOUNDATION, INC

## **BY-LAWS**

### **ARTICLE I NAME**

The name by which the Corporation shall be known is the "Whippet Health Foundation, Incorporated" (hereinafter referred to as the "Foundation").

### **ARTICLE II OBJECTIVES AND PURPOSES**

The specific objectives and purposes of the Foundation shall include but not be limited to the following:

- 1) To further the understanding of diseases, genetic anomalies, injuries and other ailments that afflict dogs in general and the Whippet in particular;
- 2) To support and promote research on diseases, genetic anomalies, injuries, other ailments, the genetics and breeding of the Whippet;
- 3) To establish a data base of health and scientific educational and resource materials on the Whippet;
- 4) To develop and make available to the general public and Whippet fanciers information about the proper care, breeding, health, and development of Whippets; and
- 5) To engage in such other activities as the Board of Directors shall deem appropriate and in keeping with the purpose of this Foundation as stated in the Mission Statement.

### **ARTICLE III BOARD OF DIRECTORS**

Qualification of Directors Each director shall be at least eighteen (18) years of age and have a sincere interest in the goals and purposes of the Foundation.

Powers and Duties The Board of Directors shall have the general power and responsibility to control and manage the business affairs and property of the Foundation, subject to applicable law and the Foundation's Articles of Incorporation. It shall have full power, by majority vote of the directors present and voting at any duly constituted meeting, to adopt rules and regulations governing the action of the Board of Directors. The Board of Directors shall have full authority with respect to the distribution and payment of the monies received by the Foundation.

Number, Election, Term of Office and Removal The number of Directors shall be nine (9). Each director shall serve a three (3) year term, said term being staggered with the terms of the others so elected, such that three and only three positions are up for election each year. The initial directors shall be the persons named in the Articles of Incorporation. Thereafter, the directors shall be elected at the annual meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office, and each shall continue in office until the next annual meeting of the Board of Directors and until his or her Successor shall have been elected and qualified or until his or her earlier death, resignation or removal. Any director may be removed at any time for cause by the affirmative vote of a majority of the directors then in office, provided that notice of consideration of removal of a director shall have been contained in the notice of the meeting.

Vacancies Any vacancy in the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office. Each director so elected shall hold office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified.

Compensation No officer or director of the Foundation shall receive, directly or indirectly, any salary or compensation therefrom for his or her services as officer or director or in any other capacity unless authorized by the affirmative vote of a majority of the entire Board of Directors. They may, however, be reimbursed for expenses incurred in the performance of their duties if approved by the Board of Directors.

Resignation Any director may resign at any time by giving written notice to the President of the Foundation. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **ARTICLE IV MEETINGS**

Annual Meeting, Notice The annual meeting of the Board of Directors shall be held in the month of April of each year on a date and at a place as the President shall designate. Notice of the time, place and purposes of such annual meeting, shall be issued by the Secretary personally, by telephone, facsimile, electronic mail or by mailing a copy thereof by first class mail or delivering the same to each Director not less than ten (10) days before such annual meeting.

Other Meetings, Notices Meetings of the Board of Directors, for any purpose or purposes other than the annual meeting, may be called by the President or by any director upon verbal or written demand of not less than a majority of the entire Board of Directors, with such meeting to be held at such place as may be designated in the notice of such meeting. Notice shall state the business to be brought before the meeting and be given by the Secretary personally, by telephone, facsimile, electronic mail or by mailing a copy thereof by first class mail or delivering the same to each Director not less than ten (10) days before such meeting.

Action Without a Meeting Any action permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent verbally or in writing to the adoption of a resolution authorizing the action. The resolution and any written consents thereto by the members of the Board of Directors shall be filed with or recorded in the minutes of the proceedings of the Board of Directors.

Voting by Mail Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized either verbally or in writing signed by all of the directors.

Meetings by Conference Telephone The members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Quorum and Voting, Adjournment of Meetings At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. Five members of the entire board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless a greater vote is required by law. Among the actions for which a greater vote is required by law are purchases, sales and mortgages of real property and leases of real property owned by the Foundation.

## **ARTICLE V OFFICERS**

Officers The officers of the Foundation must be Directors and shall be President, Vice President, a Secretary, a Treasurer and such other officers, if any, as the Board of Directors may from time to time appoint or elect. One person may not hold more than one office at a time in the Foundation, except that one person may hold both the offices of Secretary and Treasurer.

Election, Term of Office and Removal The initial officers of the Foundation shall be selected by the initial directors of the Foundation. Thereafter, the officers of the Foundation shall be elected at the annual meeting of the Board of Directors immediately following the election of directors and shall hold office at the pleasure of the Board of Directors. Any officer of the Foundation may be removed at any time, other than elections, with cause, by the affirmative vote of a majority of the directors then in office.

Other Agents The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, perform such duties as the Board of Directors may from time to time determine.

Vacancies Any vacancy in any office may be filled by the Board of Directors at any meeting. Any officer so elected shall hold office at the pleasure of the Board of Directors.

President The President shall exercise general supervision over the affairs of the Foundation and shall preside at all meetings of the Foundation and of the Board of Directors; shall represent the Foundation in the ordinary routine of its relations with outside organizations and individuals; shall make such reports and recommendations to the Board of Directors concerning the work and affairs of the Foundation as in his or her judgment are desirable for their information and guidance; shall be authorized to incur expenses as instructed by the Board of Directors; shall sign such papers as may be required by his or her office or as instructed by the Board of Directors; and shall perform such other duties as are normally incident to that office.

Vice President The Vice President shall perform the duties of the President in the case of the latter's absence or disability. The Vice President shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Secretary The Secretary shall issue all notices of meetings of the Foundation and of the Board of Directors, in accordance with Article; shall notify individuals elected as Directors or Officers; shall keep and distribute complete records of the meetings of the Foundation and of the Board of Directors, including an accurate record of attendance at meetings; shall issue other notices as instructed by the Board of Directors; shall be custodian of all records of the Foundation, except such records and papers as shall be kept by the Treasurer; shall sign such papers as are required by his or her office or as instructed by the Board of Directors; and shall perform other duties normally incident to that office.

Treasurer The Treasurer shall exercise supervision over all funds and investments of the Foundation; shall receive and disburse its funds under the direction of the Board of Directors; shall keep complete accounts of the Foundation's property and transactions in books belonging to it, which shall at all reasonable times be open to inspection by the Board of Directors; shall make such reports to the President and the Board of Directors as they may require; shall cause the books of account of the Foundation to be audited at least once annually by a certified public accountant approved by the Board of Directors; shall cause to be prepared and shall present annually to each director a comprehensive financial statement including the report of such accountant; shall sign such papers as are required by his or her office or as instructed by the Board of Directors; and shall perform other duties normally incident to that office.

Other Powers Each Officer shall have such other powers and duties as the Board of Directors may from time to time prescribe.

## **ARTICLE VI COMMITTEES**

Authority The Board of Directors may act by and through such committees as may be specified in resolutions adopted by the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors.

Committees The Board of Directors may appoint committees as it may deem necessary or advisable to assist in the conduct and management of the Foundation's affairs and may define the powers and duties thereof. The chairman of each committee shall be a Director and shall be appointed by the President. The other members of any such committee need not be Directors. The Board of Directors may delegate to any committee so appointed such rights and powers as the appointing body may itself possess, provided, however, that final authority and control shall always vest in the appointing body.

Committee Meetings All committees may adopt their own rules as to time, place, notice and quorum for their meetings.

## **ARTICLE VII CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.**

Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Foundation. The Board of Directors shall determine who, if anyone, in addition to the President, the Secretary and the Treasurer, shall be authorized from time to time on the Foundation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

Investments The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable.

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Foundation.

## **ARTICLE VII CORPORATE SEAL**

This corporation shall have no seal.

**ARTICLE IX**  
**FISCAL YEAR**

The fiscal year of the Foundation shall begin on January 1st and end on the succeeding December 31.

**ARTICLE X**  
**INDEMNIFICATION**

Indemnification Every person who is or shall be or shall have been a director, officer, employee or other agent of the Foundation, or of any other organization served by him or her in any capacity at the request of the Foundation shall be indemnified by the Foundation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of being or having been a director, officer, employee or other agent thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty. "Costs and expenses" shall include without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

The Board of Directors shall have the power to authorize the Foundation to purchase and maintain insurance.

**ARTICLE XI**  
**AMENDMENTS**

These Bylaws or any part thereof may be amended or repealed at any meeting of the Board of Directors by the affirmative vote of a majority of Board of Directors present at a properly scheduled and noticed meeting of the Board, provided that notice of intention to amend the Bylaws shall have been contained in the notice of the meeting.

March 1999