

BY-LAWS OF THE DALMATIAN CLUB OF AMERICA FOUNDATION, INC.

Adopted June 10, 1995

Amended: March, 1996; October, 2002, Proposed amendment February, 2017

**ARTICLE I
NAME**

The name by which the Corporation shall be known is the "Dalmatian Club of America Foundation, Inc." (hereinafter referred to as the "Foundation").

**ARTICLE II
OFFICE**

The principal office of the Corporation shall be located in such location as the Board of Directors may designate.

**ARTICLE II
PURPOSES OF THE FOUNDATION**

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

1. To support and promote study of and research on the character, history, genetics, diseases, breeding and related characteristics which establish the Dalmatian as a distinct breed of dog and as a consequence, establish a data base of educational and resource materials on the Dalmatian;
2. To further understanding of the diseases, defects, injuries and other ailments that afflict dogs in general and the Dalmatian in particular;
3. To foster and promote the public's knowledge and appreciation of dogs in general and the Dalmatian in particular;
4. To develop and make available to the general public and Dalmatian fanciers in in particular, information about the proper care, treatment, breeding, health, development and training of Dalmatians; 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 IV
DONORS**

- 1 Donors to the Foundation. The Foundation shall encourage individuals, organizations and corporations to become Donors to the Foundation as an expression of their interest to support the purposes and programs of the Foundation. Rights, privileges and amounts of such Donors are determined by the Board of Directors and as may be suggested by the

Executive Committee and acted upon by the Board of Directors. The Foundation shall have several categories of Donors. Such categories are subject to amendment and alteration by the Board of Directors and as may be suggested by the Executive Committee or the Development and Investment Committees. During the organizational period, the following donor categories are established with the applicable contribution amounts.

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| Supporter | \$50.00 |
| Donor | \$100.00 |
| Grand Donor | \$250.00 |
| Patron | \$600.00 |
| Grand Patron | \$1,000.00 |
| Benefactor | \$5,000.00 |
| Grand Benefactor | \$10,000.00 |

- 2 Other Categories of Donors. The Board of Directors of the Foundation shall have the power to establish such other categories of Donors as they shall deem appropriate, so long as the Donors share the same interest in the purposes and programs of the Foundation and who contribute the appropriate amounts. Rights, privileges and amounts of such Donors may vary from category to category and shall be determined by the Board of Directors. A donation to the Foundation, in whatever category, shall not entitle the Donor to the right to vote on any matters submitted to the Foundation for action.
- 3 Life Patron of the Foundation. The Board of Directors may designate as Life Patrons and may grant all privileges of the Foundation for life to any person who, in the judgment of the Board of Directors, has rendered extraordinary services in the furtherance of the Foundation's purposes or has contributed significantly to the success of the Foundation.

**ARTICLE V
BOARD OF DIRECTORS**

- 1 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.
- 2 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 Certificate 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. Specific notice regarding rules and regulations to be considered at a regular meeting of the Board of Directors need not be given. The Board of Directors shall have full authority with respect to the distribution and payment of the monies received by the Foundation from time to time.
- 3 Number, election, term of office and removal. The number of directors shall be not fewer than nine (9), the number to be fixed from time to time by resolution adopted by the Board of Directors. The initial directors shall be the persons named in the Certificate 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.
 - 4 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of any increase in the number of directors, 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.
 - 5 Annual Meeting, Notice. The annual meeting of the Board of Directors shall be held at the principal office of the Foundation or at such other place as the Board of Directors shall designate on such day not more than three (3) months after the end of the Foundation's most recent fiscal year as the Board of Directors shall designate. Notice of the time, place and purposes of such annual meeting shall be given by the Secretary personally, by telephone, email or facsimile, or by mailing a copy thereof by first class mail or delivering the same to each Director not less than seven (7) days before such annual meeting. The annual meeting may be conducted via conference call.
 - 6 Other Meetings, Notices. Meetings of the Board of Directors, other than the annual meeting, may be called by the President or by any director upon verbal or written demand of not less than one-fourth of the entire Board of Directors, with such meeting to be held at the principal office of the Foundation or at such other place as may be designated in the notice of such meeting. Notice given by the Secretary personally, by telephone,

- email or facsimile, or by mailing a copy thereof by first class mail or delivering the same to each Director not less than seven (7) days before such meeting. These meetings may be conducted via conference call.
- 7 Waiver of Notice of Meeting. Notice of any meeting of the Board of Directors may be waived orally or in writing, before or after the meeting. Attendance of any meeting without protest regarding defects in notice of any meeting or written approval of the minutes of any meeting shall be equivalent to waiver of notice thereof.
- a Action Without a Meeting. Any action permitted to be taken by the Board of Directors may be taken without a meeting if two thirds of 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 proceeding of the Board of Directors.
- b 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.
- 8 Quorum, Adjournment of Meetings. At all meetings of the Board of Directors, one third, (but no less than three 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.
- 9 Organization. The President of the Corporation shall preside at all meetings of the Board of Directors or, in the absence of the President, the Vice President, or in the absence of the Vice President, a Chairperson shall be chosen by a majority of the directors present. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.
- 10 Compensation. No officer or director of the Foundation shall receive, directly or indirectly, any salary, compensation or emolument 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.

- 11 Resignation. Any director may resign at any time by giving written or oral 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 VI OFFICERS

- 1 Officers. The officers of the Foundation 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 hold more than one office in the Foundation, except that one person may not hold both the offices of President and Secretary or President and Treasurer. A director of the Foundation may serve as an officer.
- 2 Election, Term of Office and Removal. 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, with or without cause by the affirmative vote of a majority of the directors then in office.
- 3 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 and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.
- 4 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 Foundation or 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; may require such reports from the Vice President, the Secretary or the Treasurer as in his or her judgment are necessary; shall be authorized to incur expenses as instructed by the Board of Directors; shall appoint the chairman of all committees which may be created and shall be an ex officio member of all such committees; shall appoint any advisory committees which he or she may from time to time deem necessary; 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.

- 5 Vice President. The Vice President shall perform the duties of the President in the case of the absence, resignation or inability to act of the President. 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.
- 6 Secretary. The Secretary shall issue all notices of meetings of the Foundation and of the Board of Directors, in accordance with Article V; shall notify individuals elected 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 and/or affix the seal of the Foundation to 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.
- 7 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.
- 8 Other Powers. Each Officer shall have such other powers and duties as the Board of Directors may from time to time prescribe.
- 9 Vacancies and Newly Created Offices. Vacancies and newly created offices may be filled by vote of the Directors at any meeting of the Board of Directors duly convened. Any Officer so elected shall hold office until the next Annual Meeting and until a successor is elected and qualified.

ARTICLE VII COMMITTEES

- 1 Executive Committee. The current President, Vice President, Treasurer, the Secretary, and other Board members of the Foundation so designated by the President shall serve on the Executive Committee. The Executive Committee shall be responsible for the day to day operations of the Foundation and shall be responsible for the oversight of the other Foundation committees, as so identified in this memorandum, and as may

- be established pursuant to the needs of the Foundation.
- 2 Development Committee. The Development Committee shall be composed of not less than three people to serve at the discretion of the Board of Directors. The members of this committee need not be Directors. The Committee shall coordinate and implement the fundraising activities of the Foundation, and work to maximize funding constituencies.
 - 3 Investment Committee. The Investment Committee shall be composed of not less than three nor more than five people to serve at the discretion of the Board of Directors. The members of this committee need not be Directors. The Investment Committee shall oversee the receipt, deposit and recording of all funds received by the Foundation. The Investment Committee may from time to time invest the Foundation's funds, and shall oversee and monitor such investments and report regularly to the Board of Directors.
 - 4 Grant Committee. The Board, at its discretion, may appoint a Grant Committee. The members of this committee need not be Directors and may be an independent scientific review committee chosen as partners by the Board. The function of the Grant Committee shall be to review and recommend Foundation action on grant requests made to the Foundation. As well, the Grant Committee shall review and monitor on-going Foundation expenditures of grant monies and provide guidance for the continued efforts to be taken by the Foundation with regard to grant monies expended. Grant Committee members shall recuse themselves from consideration of grant applications where they, or an associate of theirs, could derive a pecuniary benefit from the grant thereby.
 - 5 Special Committees. The Board of Directors may appoint such special 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 special 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.
 - 6 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.

- 1 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.
- 2 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.
 - 3 Gifts. The Board of Directors may accept or reject on behalf of the Foundation any contribution, gift, bequest, or device for the general purposes, or for any special purpose, of the Foundation.

ARTICLE IX BOOKS

- 1 Books. There shall be kept at the principal office of the Foundation correct books of account of the activities and transactions of the Foundation, including a minute book which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings of the Board of Directors.

ARTICLE X CORPORATE SEAL

The seal of the Foundation shall be circular in form and shall bear the name of the Foundation and works and figures showing that it was incorporated in the State of New York in 1995.

ARTICLE XI FISCAL YEAR

The fiscal year of the Foundation shall be determined by the Board of Directors.

ARTICLE XII INDEMNIFICATION

- 1 Indemnification. The Foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she (or a person of whom he or she is the legal or personal representative or heir or legatee) is or was 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, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. Such right of indemnification shall be a contract right which may be enforced in any manner such person may elect.
- 2 Other Indemnification Rights. Such right of indemnification shall not be exclusive of any other rights which those indemnified may have or hereafter acquire under any bylaws, agreements, resolution of directors, provisions of law or otherwise.

- 3 Insurance. The Board of Directors shall have the power to authorize the Foundation to purchase and maintain insurance (i) to indemnify the Foundation against liability incurred by the Foundation in connection with the activities of the Foundation, (ii) to indemnify the Foundation for any express obligation which it incurs as a result of the indemnification of any person under the provisions of this Article, and (iii) to indemnify any person who is or was a director, officer or employee of the Foundation, or the legal representative for such a person, against all expenses, liability and loss incurred by or asserted against such person in such capacity or arising out of such status, whether or not the Foundation would have the power to indemnify such person.
- 4 Amendments. The Board of Directors may from time to time adopt further bylaws with respect to indemnification permitted by the laws of the State of New York.

ARTICLE XIII 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.