

# **THE SCHIPPERKE CLUB OF AMERICA RESCUE & HEALTH FOUNDATION, INC.**

## **Bylaws**

### **ARTICLE I, PREAMBLE**

The name of the organization shall be The Schipperke Club of America Rescue and Health Foundation, Inc., a State of Texas non-profit corporation, which is hereafter referred to in these Bylaws as the “Foundation”.

### **ARTICLE II, PURPOSE**

**SECTION 1:** This Foundation is formed in order to:

1. Develop and maintain references about rescue for the general public. This includes information for owners considering placing a Schipperke in rescue and persons interested in obtaining a Schipperke from rescue;
2. Develop and make available to the general public information about proper development and training of Schipperkes, including the importance of training and socializing Schipperkes as puppies and throughout their lives, in order to help avoid the need to place dogs in rescue;
3. Develop better understanding of the diseases and genetic anomalies that affect Schipperkes by promoting the participation of breeders and owners in the existing open health database;
4. Support and promote studies and research on the genetics and health issues which affect Schipperkes;
5. Keep abreast of and make available to the general public and the purebred dog fancy information about the proper care, treatment, breeding, and development of Schipperkes relative to the health and well-being of individual dogs and the breed as a whole.
6. Maintain a website to assist in meeting the goals of the Foundation.

**SECTION 2:** This Foundation is organized and operated exclusively for the above-stated purposes. No portion of any net earnings of this Foundation shall inure to any Director or Officer of this Foundation, or of the Schipperke Club of America, Inc.

**SECTION 3:** No portion of the activities of the Foundation shall be utilized or undertaken to conduct any propaganda campaigns, or otherwise attempt to influence legislation and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Foundation shall not conduct any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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Non-Profit Organization. The Foundation is organized as a non-profit public benefit corporation under the Texas non-profit public benefit law and Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE III, OFFICE OF THE FOUNDATION**

**SECTION 1 - Principal Office:** The principal office shall be located in the State of Texas and shall be governed by Texas Law.

**SECTION 2 - Other Offices:** The Foundation may have other offices in any one or more of the fifty (50) States, as the Board of Directors may determine or the affairs of the Foundation may require from time to time.

## **ARTICLE IV, BOARD OF DIRECTORS**

**SECTION 1 - Management:** The Foundation shall be managed by a Board of Directors, who shall serve without payment for such service.

### **SECTION 2 - Number, Term and Qualification of Directors:**

- A. All Directors must be members in good standing of the Schipperke Club of America, Citizens of the United States of America, and be a member of SCA for five (5) consecutive years. The initial number of Directors shall be seven (7).
- B. The number of Directors may be increased by amendment to these Bylaws, but in no event shall the number of Directors be amended to require less than three or more than fifteen Directors. Modifying the number of Directors requires a two-thirds vote of current Directors. The number of Directors shall be an odd number between three and fifteen.
- C. Directors shall serve staggered terms. Four shall be elected in odd numbered years and three shall be elected in even numbered years to serve a two (2) year term, each commencing with January 1<sup>st</sup> of the following year. These seven Directors shall be elected in accordance with Article IV, Section 4 of these Bylaws.

### **SECTION 4 - Elections of Directors**

- A. During November each year the Directors shall meet for the purposes of voting to fill the positions of all Directors whose terms will expire on the upcoming December 31st. A vote shall be taken among the Directors by conference call or written ballot no later than November 30<sup>th</sup> and each incoming Director shall be elected by a simple majority of the existing Directors.
- B. Each current Director has the right to provide up to one name for each Director position for which elections are being held and will provide the names of their nominees to the other Directors by November 1st. The nominees may be new to the Board of Directors or maybe then current Directors whose terms are near completion.

**SECTION 5 - Meetings:** The Annual Meeting of the Board of Directors shall be held in conjunction with the Schipperke Club of America Annual Specialty Show if possible. The exact location, date and hour shall be designated by the President, with the approval of the Board of Directors. When held in conjunction with the Schipperke Club of America Annual Specialty

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Show, the Annual Meeting will be open for observation by members of SCA and others; however, any and all business of the Foundation shall be conducted by the Directors of the Foundation. The Board of Directors can and may hold other regular meetings at such date and time as may, from time to time, be agreed upon by the Directors. The Board of Directors shall provide by resolution and notice the time and place, either within or outside the State of Texas, of other meetings of the Board of Directors as herein provided by these Bylaws. The Board of Directors shall have the right to request information be presented at any of its meetings from members of the SCA or the public as it pertains to any of Purposes specified in Article II, Section 1 of these Bylaws.

**SECTION 6 - Special meetings:** Special meetings of the Board of Directors may be called by or at the request of the President, or by written notice from any three (3) of the Directors.

**SECTION 7 – Meetings by teleconference or videoconference:** Any meeting of the Board of Directors, including the annual meeting, may be held by teleconference, videoconference, or other agreed upon means, so long as

- (1) every board member consents to the meeting being held in this manner.
- (2) each participant can communicate concurrently with all other participants.

**SECTION 8 - Notice:** Notice of any meeting of the Board of Directors shall be given at least three (3) weeks prior to the meeting by written notice delivered personally, sent by mail via United States Postal Service, or e-mailed to each Director at his or her address as shown by the records of the Foundation. Neither the business to be conducted, nor the purpose of any regular or special meeting of the Board of Directors shall be specified in the notice of any and all such meetings, unless specifically required by law or by these bylaws.

**SECTION 9 - Quorum:** A majority of Directors shall constitute a quorum for the transaction of business at any and all meeting of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. If less than a quorum is present, there will be no official meeting.

**SECTION 10 - Manner of Operation:** A vote of a majority of the Directors present at an official meeting or voting via mail, teleconference, or email shall be required to conclude and/or effect all matters of Foundation business, unless the act of a greater number is required by law or by these Bylaws. Unless otherwise specified within these Bylaws, all business of this Foundation shall be conducted in accordance with the then current requirements of Robert's Rules of Order.

**SECTION 11 - Rules of order to govern at meetings:** The rules contained in Robert's Rules of Order shall govern the meetings of the Foundation in all cases where they are not inconsistent with these bylaws.

**SECTION 12 - Minutes:** Records of the proceedings of each official meeting of the Board of Directors shall be produced and retained by the Secretary. Copies of such proceedings shall be distributed to each member of the Board of Directors within thirty (30) days after each meeting.

**SECTION 13- Vacancies:** Any vacancy occurring on the Board of Directors, shall be filled by affirmative vote of a majority of the remaining Foundation Directors at the next official meeting. Each Director may offer up to one name to be considered by the Board in voting to fill any vacancy. A Director elected to fill any vacancy shall be elected for the unexpired portion of the term of his or her predecessor.

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**SECTION 14 - Resignation:** Any Director may resign by filing a written letter of resignation with the Secretary of the Foundation, but such resignation shall not relieve the Director so resigning of any and all obligations to pay any outstanding assessments, or other indebtedness to the Foundation.

**SECTION 15 - Fiscal Year:** The fiscal year for The Schipperke Club of America Rescue & Health Foundation shall begin on January 1<sup>st</sup> of each calendar year and end on December 31<sup>st</sup> of each calendar year.

## **ARTICLE V, OFFICERS**

**SECTION 1 - Officers:** The officers of The Schipperke Club of America Rescue & Health Foundation shall be elected from the members of the Board of Directors of the Foundation. The officers shall consist of President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time deem necessary.

**SECTION 2 - Officer Election and Term of Service -** By December 15<sup>th</sup> of each year, the Board of Directors shall hold an election to select one of its members to serve a one year term as President, Vice President, Secretary and Treasurer. The term of each Officer shall commence on January 1<sup>st</sup> of the year following the election and expire on December 31<sup>st</sup> of that same year. Thereafter, the Directors shall elect a President, Vice President, Secretary, Treasurer, and any other additional officers as may have been previously approved by the Directors.

**SECTION 3 - President:** The President shall preside at all meetings of the Board of Directors; shall report all contacts with organizations, individuals, and all matters of business to the Board of Directors, may require reports from other officers or committees as in his or her judgment are necessary for the operation of the Foundation; shall be authorized to incur expenses as approved by the Board of Directors; shall sign papers or documents as instructed by the Board of Directors; and shall perform such other duties as are normally incumbent to the office.

**SECTION 4 - Vice President:** The Vice President shall perform the duties of the President in case of the absence, resignation, or inability of the President to act. The Vice President shall perform such other duties and have such other powers as the President may from time to time prescribe.

**SECTION 5 - Secretary:** The Secretary shall issue all notices of meetings of the Foundation and of the Board of Directors; shall notify individuals elected as Directors members and Officers; shall keep and distribute complete records of meetings 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 maintained 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 any other duties incumbent to that office.

**SECTION 6 - Treasurer:** The Treasurer shall exercise supervision over all monies and investments of the Foundation; shall receive any and all income and disburse any and all Foundations payments under the direction of the Board of Directors; shall be adequately bonded to protect the assets of the Foundation; shall keep complete accounts of the Foundation's property and all money transactions in books belonging to the Foundation, which shall at all reasonable times be open to inspection by the Board of Directors; shall make reports to the Board

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of Directors as they may require; and shall make all records of the Foundation's accounts available for audit or independent external review of accounts and financial records at such time as the Board of Directors may determine and by such outside firm as may be selected by the Board of Directors. The Treasurer shall provide copies of any or all invoices, bank statements, check registers or other financial records as may be requested by any such auditing. The Treasurer shall also present annually to each Director a comprehensive financial statement including the report of each account; shall sign such papers as are required by this office or as instructed by the Board of Directors; shall prepare and submit the information required by Internal Revenue Service; and shall perform other duties incumbent to that office. Any and all monies of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as required by the Internal Revenue Service or as the Board of Directors may select.

**SECTION 7 - Gifts:** The Board of Directors may accept or reject on the behalf of the Foundation any contribution, gift, or bequest for the general purposes, or for any special purpose, of the Foundation.

**SECTION 8 - Other Powers:** Each officer shall have such other duties as the Board of Directors may prescribe from time to time.

**SECTION 9 - Vacancies and Newly Created Offices:** Vacancies and newly created offices may be filled by a majority vote of the then remaining Directors at any meeting of the Board of Directors properly convened. A Director elected to fill any vacancy shall be elected for the unexpired portion of the term of his or her predecessor. Directors serving in newly created offices shall serve until the end of the calendar year and be subject to election in accordance with Section 2.B of this Article.

**SECTION 10 - Removal of officers:** Any officer of the Foundation may be removed from office with or without cause by a two thirds majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, providing that any notice for any such meeting shall include the stated proposal of any such removal and such notice shall have been sent to all Directors at least thirty (30) days prior to any such meeting. Removal of any person from service as an officer does not constitute a removal of that person as a Director, and if necessary, separate actions may be taken under Section 11 of this Article.

**SECTION 11 - Removal of Directors:** Any Director of the Foundation may be removed with or without case by a two thirds majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, providing that any notice for such meeting shall include the stated proposal of any such removal and such notice shall have been sent to all Directors at least thirty (30) days prior to any such meeting.

**SECTION 12 - Delegation of powers and duties of officers:** In the case of the absence of any officer, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and or duties of any officer to any other officer, or to any Director, for any period of time necessary in order for the business of the Foundation to be completed, or the Board of Directors may at any time appoint special assistants to any officer for the purpose of aiding such officer in the conduct of his or her duties, providing a majority of the Board of Directors concurs.

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## **ARTICLE VI, VOTING**

**SECTION 1 - Right to Vote:** Only members of the Board of Directors in good standing with the Foundation and the Schipperke Club of America shall have the right to vote on any and all matters of business brought before the Board of Directors or in any election held under the Bylaws of the Foundation

**SECTION 2 - Conducting Business of the Foundation:** Any and all matters of Foundation business may be considered at any meeting of the Board of Directors at which a quorum is present and such matters of business may be effected by a majority vote of Directors having the right to vote at any such meeting, unless the question is one upon which, by express provision of any statutes or of the Bylaws, requires a specified manner for casting such ballots or the conduct of such vote.

**SECTION 3 - Conducting Foundation Business by Mail, Fax, E-mail or Teleconference:** Any and all business of the Foundation may be conducted by means of teleconference, email, U.S. mail, or any other manner agreed upon by the Directors if such manner of conducting business of the Foundation is not expressly prohibited by any statute or the Bylaws of the Foundation and such business may be conducted in such a manner with a resolution by the Board of Directors approving such manner of conducting Foundation business.

- a. When conducting business by mail or e-mail, the secretary shall send a ballot containing notice of the motion to every Director. Directors shall have seven (7) days from the date of mailing or e-mailing of the ballot by the secretary to return their ballot to the secretary. Return of the signed ballot may be by mail, e-mail or FAX. The results may be announced as soon as all ballots are cast. A discussion period will be determined by the Secretary, not to exceed seven (7) days. In the case of an emergency situation, discussion and voting may be done immediately by teleconference.

## **ARTICLE VII, COMMITTEES**

**SECTION 1 - Committees:** The Board of Directors shall appoint any and all committees and any such special committees as it may deem necessary or advisable to assist in the conduct and management of the Foundation or in carrying out the purpose of the Foundation. The Chairpersons of any and all committees shall be Directors of the Foundation; however, other members of the Committees need not be Directors, nor do they necessarily have to be members of the SCA.

**SECTION 2 - Advisory Committees:** The Board of Directors may appoint such advisory committees as may be deemed necessary or advisable to assist in conduct of the business of the Foundation or to assist with the duties of any officer, provided, however, that the duties and powers of each such committee shall be limited solely to investigatory or advisory activities for the Board of Directors or an officer. No rights or powers of the Board of Directors or any rights or powers of any officer may be delegated to any advisory committee without the express approval of the Board of Directors. The members of such committees need not be Directors, nor do they necessarily have to be members of the SCA.

**SECTION 3 - Committee Meetings:** All committees may adopt their own rules as to time and place, notice and quorum for their meetings.

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**SECTION 4 - Contracts:** The Board of Directors may authorize any officer, officers, agent or agents of the Foundation, in addition to officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Foundation, and such authority may be general or confined to specific instances.

## **ARTICLE VIII, AMENDMENTS**

These Bylaws may be amended or repealed, in accordance with the codes of the Internal Revenue Service or in the corresponding section of any future federal tax code, by a two-thirds (2/3) vote of the Board of Directors, providing that all Directors shall have been notified with a copy of any and all such proposed amendment at least thirty (30) days prior to any such meeting at which such amendments are to be considered and voted on.

## **ARTICLE IX, INDEMNIFICATION**

- A. The Directors and all officers of this Foundation shall be indemnified, at the completion of any proceeding, to the fullest extent allowed by law and by the Foundation against any and all actual costs and expenses necessarily incurred by them in connection with the defense of any civil action, or suit or any other civil proceeding in which they may be involved or to which they may be made a party to by virtue of their service as a Director or officer, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Foundation is advised in writing by its counsel that in its opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which the person may be entitled as a matter of law or by agreement.
- B. To the extent that any Director or officer of the Foundation is criminally charged as a result of any actions alleged to have occurred during the performance of or arising from their official duties, the Board may, and only upon the completion of such criminal proceedings and/or any civil action or suit that may reasonably result from such criminal proceedings or allegations, elect to indemnify for the fees and costs associated with the defense of such criminal and/or civil action if the person is adjudicated not guilty or charges are dropped. Notwithstanding the provisions of Article IV, Sections 11 and 12, and Article VI, Sections 9, 10 and 11, should any allegations of criminal activity be brought against any Director or officer that results from their actions while serving the Foundation, that person shall immediately be suspended from all positions held with the Foundation during the pendency of any prosecution and an interim Director elected by the other Directors. This interim Director shall serve until the conclusion of the criminal proceedings or the regular expiration time of the position, whichever comes first. Should a Director or officer be convicted of any crime relating to or resulting from their activities on behalf of the Foundation, they shall immediately be removed from all positions held and a successor Director elected in accordance with Article IV, Section 10.

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## **ARTICLE X, TERMINATION OF THE FOUNDATION**


In the event of the dissolution of this Foundation, any and all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Foundation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **CERTIFICATE OF SECRETARY**

The undersigned, Beverly Henry, hereby certifies that:

- (1) I am the duly elected and acting Secretary of The Schipperke Club of America Rescue & Health Foundation, Inc., a Texas public benefit non-profit corporation.
- (2) The foregoing is a complete and correct copy of the Bylaws of such corporation as adopted by a majority vote of the Board of Directors of The Schipperke Club of America Rescue & Health Foundation, Inc. effective May 16, 2017 and which have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate of Secretary on May 16, 2017.

  
Beverly Henry, Secretary