

# BY-LAWS OF THE BOUVIER HEALTH FOUNDATION

Approved August 27, 2000

## ARTICLE I

### NAME

The name by which the foundation shall be known is the Bouvier Health Foundation (hereinafter referred to as "BHF").

## ARTICLE II

### PURPOSES

The purposes and objectives of the BHF shall include but are not limited to:

- (1) The furthering of understanding of the diseases, genetic abnormalities, injuries, and other ailments that afflict dogs in general and the Bouvier des Flandres in particular;
- (2) The support and promotion of study and research on the breeding, genetics, and particular health problems known or suspected of having a genetic origin for the Bouvier des Flandres;
- (3) The establishment of a national data base of health and genetic materials about the Bouvier des Flandres; and
- (4) The production and distribution of educational materials about the general health, genetics, proper care, treatment, breeding, and development of the Bouvier des Flandres to the members of the American Bouvier des Flandres Club (ABdFC) and to the general public.

## ARTICLE III

### CLASSIFICATION

The BHF shall function as a non-profit entity of the ABdFC, itself a non-profit organization.

## ARTICLE IV

### FINANCIAL STRUCTURE

All monies raised and collected by the BHF shall be deposited by the Treasurer of the ABdFC in a bank designated by the board of Governors of the ABdFC and maintained as a separate line item in the accounting of the Treasurer.

- (1) No monies raised and collected by the BHF shall be retained by any member for the Foundation or held in an account other than that designated by the board of governors of the ABdFC.
- (2) The Treasurer shall issue a receipt to each contributor to the BHF.
- (3) All monies credited to BHF shall be used solely for the purposes of the Foundation in support of research projects, production and distribution of educational materials, and administrative and fundraising expenses approved by the BHF, except that annual administrative and fund raising expenses withdrawn from BHF funds cannot exceed twenty percent (20%) of the annual income without approval of the Board of Governors of the ABdFC and the Board of BHF.
- (4) The Treasurer shall issue checks from BHF funds for expenses not already covered in the annual budget only upon receipt of a statement of expenditures and expenses approved by the BHF subject to availability of funds and, in the case of reimbursement for approved expenses, upon presentation of a receipt or invoice.
- (5) Without approval of the ABdFC Board of Governors, the Board of Directors of the BHF may approve funding for supported projects only up to the limit of BHF funds correctly deposited within the ABdFC accounts and may commit funding only for one year.

- (6) Approval of funding or expenditures in excess of current BHF funds currently on deposit with the ABdFC Treasurer for commitments of more than one year in duration must be approved by both the Board of Directors of the BHF and the Board of Governors of the ABdFC.
- (7) An affirmative vote of at least three BHF Directors is required for approval of expenditures of BHF funds.
- (8) The Treasurer shall provide quarterly financial reports to the BHF and to the board of Governors of the ABdFC. Additionally the Treasurer shall provide the membership of the ABdFC with at least an annual financial report of the BHF.
- (9) At the yearly organizational meeting, the BHF shall provide the Treasurer and the board of Governors of the ABdFC with a projected budget for that financial year. The budget may be revised as necessary during the year in consultation between the Treasurer and BHF.

## ARTICLE V

### DIRECTORS

The BHF shall be administered by a Board of Directors subject to the By-laws of the ABdFC except as otherwise stipulated in this document.

#### Section 1. Number

There shall be five voting directors of the BHF. The Treasurer and President of the ABdFC shall serve as *ex officio* (non-voting) members of the BHF Directors.

#### Section 2. Elections

The voting directors shall be elected to three-year terms by the membership for the ABdFC.

- (1) The terms shall be staggered. Three Directors shall be elected in one year. Two Directors shall be elected in the following year. There shall be no elections held the third year. (In the initial election, three Director positions will be designated as regular three-year terms and two Director positions will be designated as interim one-year terms.)

- (2) The five voting members must be regular members in good standing of the ABdFC.
- (3) Individuals whose membership in the ABdFC has been terminated by disciplinary action or who currently are under disciplinary sanctions by the American Kennel Club (AKC) are not eligible to be a BHF director.

#### Section 3. Terms

No Director of BHF may serve more than two (2) consecutive terms.

#### Section 4. Nominations

In an election year, the Board of Directors of BHF shall appoint a Nominating Committee before May 1<sup>st</sup>. The committee shall consist of three (3) members (one of whom shall be designated Chairman) and two (2) alternates. All committee members shall be Regular members in good standing of ABdFC, but no more than one (1) may be a member of either the current Board of Directors of BHF or the Board of Governors of ABdFC. The Nominating Committee may conduct its business by US mail, electronic mail, or telephone. The nominating committee shall nominate from among the eligible Regular members of the Club one candidate for each position on the Board and shall obtain in writing the acceptance of each such nominee. The committee shall submit before June 10<sup>th</sup> its slate of candidates to the Secretary of BHF and to the Secretary of ABdFC. The Secretary of ABdFC in accordance with Article IV, Section 3 of ABdFC's By-laws shall mail the list including the full name and address of each nominee to each member in good standing by July 1<sup>st</sup>. This will allow additional nominations to be made by the members if they so desire. The cost for this mailing shall be divided equally between BHF and ABdFC.

Additional nominations of eligible members may be made by written petition signed by fifteen (15) or more members in good standing. The petition must be sent to the Secretary of ABdFC's regular address and received by August 15<sup>th</sup>. Written acceptance by each candidate regardless of how nominated must be received by the Secretary of ABdFC no later than August 15<sup>th</sup>. Nominations cannot be made at the annual meeting nor in any manner other than provided in these By-laws. The Board of Governors of the ABdFC and the membership of ABdFC are encouraged to supply

the Nominating Committee with names of appropriate individuals for nomination.

### **Section 5. Vacancy**

The Board of Directors may from time to time elect individuals to serve as Directors in order to fill any vacancies caused by resignation, disqualification, or for any other reason; any person elected to fill such a vacancy shall serve for the unexpired term of the office he/she was elected to fill and until a successor is elected and qualified.

### **Section 6. Officers**

A Chairperson and a Secretary for the Board of Directors shall be elected by the Directors from among their membership at the first meeting following the annual election of new directors.

- (1) The Chairperson shall preside at all meetings and exercise general supervision over affairs of the Board of Directors of the BHF; shall represent the BHF in the ordinary routine of its relations with outside organizations and individuals; and shall report on the activities of the BHF to the Board of Governors and the membership of the ABdFC.
- (2) The Secretary of the BHF shall keep and distribute complete records of the meetings of the BHF to the directors and to the Board of governors of the ABdFC; shall issue notices of meetings of the BHF; and by the end of each ABdFC Club year in October shall transfer copies of all records of the BHF to the Secretary of the ABdFC.

### **Section 7. Meetings**

The Board of Directors of the BHF shall meet for an organizational meeting each year at the time and place established by the Chairperson of the BHF in consultation with the President of the ABdFC.

- (1) This organizational meeting may occur between the close of the Annual Meeting of the ABdFC membership in October and before December 31 of each year.
- (2) The Secretary of the BHF must send each Director of the BHF written notice of the organizational meeting at least 30 days prior to the date of the meeting.

- (3) The initial item of business for the organizational meeting shall be selection of a Chair and Secretary of the BHF Board of Directors.
- (4) Provided that a quorum is present, any other business of the BHF may be conducted at this organizational meeting including but not limited to the appointment of an advisory committee that shall consist of from three (3) to five (5) members of the scientific community.
- (5) Other meetings of the board of Directors may be scheduled by majority vote of the Board or may be called by the Chair or any three voting members.
- (6) Meetings of the Board of Directors may be in person or by teleconference. Additionally, the Board of Directors can conduct business by mail through its Secretary utilizing the protocol adopted by the Board of Governors of the ABdFC or a protocol approved in advance by majority vote of all Directors.

### **Section 8. Quorum**

A quorum for all matters brought before the Board of Directors of the BHF shall be three of the directors who are eligible to vote.

- (1) Except for approval of expenditures, which shall require a minimum of three (3) affirmative votes for approval, approval of actions by the BHF Directors shall require a simple majority of those Directors who are eligible to vote and present at a meeting at which there is a quorum.
- (2) In the event of a vote by mail or electronic means, three (3) affirmative votes are required to approve any action.

## **ARTICLE VI**

### **ESTABLISHMENT AND DISSOLUTION**

#### **Section 1. Establishment**

Establishment of the BHF shall require an affirmative vote of a majority of the Board of Governors of the ABdFC and three-fourths (3/4) of the regular members in good standing of the ABdFC voting by secret ballot as specified in Article IV, Section 4 of the ABdFC By-laws.

**Section 2. Dissolution**

The BHF may be dissolved at any time by an affirmative vote of a majority of the Board of Governors of the ABdFC and of three-fourths (3/4) of the regular members in good standing of the ABdFC voting by secret ballot as specified in Article IV, Section 4 of the ABdFC By-laws.

In the event of the dissolution of the BHF whether voluntary or involuntary or by operation of law, none of the assets of the BHF shall be distributed to any of the Directors of the BHF or to any members of the ABdFC, but after payment of the debts and obligations of the BHF, its assets shall be given to a charitable organization for the benefit of health and well-being of Bouviers des Flandres preferably or dogs in general selected by the Board of Governors of the ABdFC