



Vizsla Club of America Welfare Foundation

Articles of Incorporation and By-Laws—revised 2011

Article I

The name by which this Corporation shall be known is the “Vizsla Club of America Welfare Foundation” (hereinafter referred to as the “Foundation”).

Article II

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

- 1) To recognize the existence of medical topics specifically concerning the purebred vizsla breed that are worthy of pursuing through research programs;
- 2) To recognize the importance of breed rescue in promoting the welfare of the purebred vizsla;
- 3) To accept the responsibility for disseminating educational material for the preservation, betterment, and health of the purebred vizsla;
- 4) To establish a national database of resource materials about and for the purebred vizsla;
- 5) To make grants to charitable organizations and entities in furtherance of the above stated purposes and objectives.

Article III

Classification

The Foundation is a nonprofit corporation organized under Section 371A of the laws of Minnesota.

Further, the Foundation is a corporation organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Foundation, and the Foundation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Article IV

The Foundation

No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Foundation shall not

participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office or office in the Vizsla Club of America, Inc.

All Foundation/Corporate property is irrevocably dedicated to the purposes set forth in Article II above. No part of net earnings of this Foundation shall inure to the benefit of any of its Directors, trustees, officers, private shareholders, members, or to individuals.

The Resident Agent and Resident Office for this Foundation shall be:

Linda Kelly, Dassel MN

1) Members

This Foundation shall have no members as the terms is defined in Section 317A.401 of Minnesota Nonprofit Corporation Law Statutes. Unless otherwise provided herein or in the Minnesota Nonprofit Corporation Law Statutes, any action which would otherwise require approval of a majority of all members or by all members shall require only approval of the Board of Directors of this Foundation.

2) Directors

The business and affairs of the Foundation shall be vested in and exercised by a Board of Directors appointed by the Board of Directors of the Vizsla Club of America, Inc. The Foundation's Directors shall consist of seven (7) individuals having specific skills or other qualifications deemed by the Board of Directors of the Vizsla Club of America, Inc., to benefit the Foundation and its purposes. At least one of these seven (7) individuals shall be appointed from among the members of the Board of Directors of the Vizsla Club of America, Inc., and one of these seven (7) individuals shall be the Chairman of the Vizsla Club of America Standing Health Committee. All Directors must be members in good standing of the Vizsla Club of America, Inc.

The initial Board of Directors shall consist of:

Pat Carnes, Tom Pescod, Lynda Ruffini, Steve Shlyen and Lynn Worth

a) Term of Office

Each such designated Director shall hold office for two years and until a successor has been appointed. There shall be no limitation upon the number of consecutive terms to which a Director may be re-appointed.

b) Appointment

The appointment of Directors shall take place at the annual Board of Directors meeting of the Vizsla Club of America, Inc. Foundation Directors will be approved by a majority vote of the Board of Directors of the Vizsla Club of America from a list of candidates presented to them. However, vacancies may be filled prior to the annual meeting date of the Board of Directors of the Vizsla Club of America, Inc. by written ballot.

c) Officers

A President, Treasurer, and Secretary shall be appointed by the Directors from among themselves.

(d) Removal and Vacancies

A Director may only be removed from office prior to expiration of his or her term by the affirmative vote of the majority of the Directors then in office and then with approval of the Board of Directors of The Vizsla Club of America, Inc.

Vacancies shall be deemed to exist by death, removal or resignation.

Any Director may resign by giving written notice to the full Board of Directors of the Foundation and to the Executive Committee of the Vizsla Club of America, Inc.

(e) Meeting of Directors

Time and place. The Board of Directors of the Foundation shall meet at such place as designated by them from time to time as deemed necessary.

Meetings solely by means of remote communication. Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting required by the paragraph set forth below entitled "*Calling meetings; notice*", and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Quorum. A majority of the Directors then in office shall constitute a quorum of the transaction of business. In the absence of such a quorum, no business shall be transacted.

Participation in meetings by means of remote communication. A Director may participate in a board meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that Director, other Directors so participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Calling meetings; notice. (a) A Director may call a board meeting by giving seven (7) days' notice to all Directors of the date, time, and place of the meeting. The notice must state the purpose of the meeting and, if the purpose is to amend the Articles, must contain the substance of the proposed amendment to the Articles.

(b) If the day or date, time, and place of a board meeting have been announced at a previous meeting of the Board, notice is not required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

(c) Any notice to a Director given by a form of electronic communication consented to by the Director to whom the notice is given is effective when given. The notice is deemed given if by:

- (1) facsimile communication, when directed to a telephone number at which the Director has consented to receive notice;
- (2) electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice;
- (3) a posting on an electronic network on which the Director has consented to receive notice, together with a separate notice to the director of the specific posting, upon the later of:
 - (i) the posting; or
 - (ii) the giving of the separate notice; and
- (4) any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

An affidavit of the secretary, other authorized officer, or authorized agent of the Foundation, that the notice has been given by a form of electronic communication is, in the absence of fraud, prima facie evidence of the facts stated in the affidavit.

- (d) Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

Waiver of notice. A Director may waive notice of a meeting of the Board. A waiver of notice by a Director entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, by authenticated electronic communication, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Robert's Rules of Order. Meetings of Directors shall be governed by Robert's Rules of Order.

Action Without Meeting.

(a) Method. An action required or permitted to be taken at a board meeting may be taken by written action signed, or consented to by authenticated electronic communication, by all of the Directors. An action may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present.

(b) Effective time. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action.

(c) Notice; liability. When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action is not liable for the action or actions taken thereby.

Report to the Executive Committee of the Vizsla Club of America, Inc. Every act or decision done or made by a majority of the Directors shall be reported to the Executive Committee of the Vizsla Club of America, Inc., within seven (7) days of such act or decision.

(f) Compensation

Officers and Directors shall serve without compensation. An Officer or Director may receive reimbursement for actual expenses, if any, determined by Board resolution to be reasonably incurred in the performance of such Director or Officer's duties as a Director or Officer.

Article V

Committees

The Directors of the Foundation 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.

Article VI

Dissolution

The property of this corporation is irrevocably dedicated to educational, scientific, or charitable purposes and no part of the net income or assets of the Foundation shall ever inure to the benefit of any Director or officer of the Foundation. Upon the dissolution of the Foundation, its assets remaining after payment of all debts and liabilities incurred by the Foundation assets shall be distributed for one or more exempt purposes within the means of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, in consultation with the Board of Directors of the Vizsla Club of America, Inc., to be designated exclusively for educational, scientific or charitable purposes. No assets of the Foundation upon distribution may be distributed to the Vizsla Club of America, Inc. The Foundation may be dissolved by a 2/3 vote of the Board of Directors of the Vizsla Club of America, Inc.