

BYLAWS OF THE BORZOI HEALTH AND WELFARE FOUNDATION

A Texas Non-Profit Corporation

Preamble

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of The Borzoi Health and Welfare Foundation. In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of The Borzoi Health and Welfare Foundation, these Bylaws will be controlling.

ARTICLE I - PURPOSES

1.1 General. The name of the Corporation is “The Borzoi Health and Welfare Foundation.” The purposes for which The Borzoi Health and Welfare Foundation is organized are:

1.1.1 The Borzoi Health and Welfare Foundation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding section of any future federal tax code. Specifically, The Borzoi Health and Welfare Foundation shall work to raise funds for the support of issues and research related to borzoi health and welfare.

1.1.2 To engage in any and all lawful activities incidental to the foregoing purposes, except as otherwise restricted herein.

1.2 Powers. The Borzoi Health and Welfare Foundation is a non-profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, The Borzoi Health and Welfare Foundation shall neither have nor exercise directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501 (c)(3) of the Code.

ARTICLE II - OFFICES

2.1 Principal Office. The principal office of The Borzoi Health and Welfare Foundation shall be located at PO Box 121008, Fort Worth, TX 76121. The Corporation’s principal office may from time to time be relocated as the Board of Directors determines.

2.2 Other Offices. The Borzoi Health and Welfare Foundation may have such other offices as the Board of Directors may determine or as the affairs of The Borzoi Health and Welfare Foundation may require from time to time.

ARTICLE III - BOARD OF DIRECTORS

3.1 General Powers and Responsibilities. The Borzoi Health and Welfare Foundation shall be governed by a Board of Directors ("the Board"), which shall have all of the rights, powers, privileges and limitations of liability of directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of The Borzoi Health and Welfare Foundation and shall delegate authority and responsibility to see that the policies and directives are appropriately followed to any Board, committee or staff member.

3.2 Number and Qualifications.

3.2.1 The Board of Directors of The Borzoi Health and Welfare Foundation shall be comprised of the President, Vice President, Secretary and Treasurer along with no more than **nine**, but no fewer than **three**, Directors. The number of Board Directors may be increased beyond **nine** members by the affirmative vote of three-fourths of the then-serving Board of Directors. A Board member need not be a resident of the State of Texas. The number of Board members shall never be less than three.

3.2.2 Up to three members of the Board of Directors may be designated at the discretion the Borzoi Club of America. It is recommended that they include the BCOA Health Committee Chair, the BCOA Rescue Chair, the BCOA Borzoi Ready Chair and/or the BCOA Borzoi Wellness Chair. BCOA designated members of the Board of Directors shall have a term of two years, or change as determined by the Board of Directors of the Borzoi Club of America.

3.2.3 At Large Directors shall be appointed by the BHWF Board of Directors in conjunction with the regular election of officers, and shall serve a term of three years.

3.2.4 In addition to the regular members of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, but shall not have voting power, shall not count as one of the regular Board members, and shall not be eligible for office.

3.3 Board Compensation. The Board shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with Sections 6.8 and 6.8.1 of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered.

3.4 Board Elections. The Governance Committee shall present nominations for new and renewing Board members at the Summer Board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by a majority of those Board members at the Fall Board meeting or the next meeting at which a quorum is present.

- 3.5 Term of Board. BCOA appointments to the Board shall be for two year terms, or as provided for in Section 3.2.2. At large Directors shall be appointed for three year terms as provided for in Section 3.2.3. No person shall serve more than three consecutive terms unless a majority of the Board at a Board meeting at which a quorum is present votes to appoint a Board member to one additional term. No person shall serve more than twelve consecutive years. After serving a total of four consecutive terms, as the case may be, a Board member may be eligible for reconsideration as a Board member after two years have passed since the conclusion of such Board member's service.
- 3.6 Vacancies. Vacancies on the Board may be filled by a majority vote of the Board at a Board meeting at which a quorum is present. A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 3.7 Resignation. Each Board member shall have the right to resign at any time upon written notice thereof to the Board President or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.
- 3.8 Removal. A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of then-serving Board members.
- 3.9 Meetings. The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President, Vice President, or any three regular Board members may call a special meeting of the Board on seven days' notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, e-mail, or fax. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable, as the place for holding any special meeting of the Board called by them. Meetings may be held and attended through electronic means.
- 3.9.1 Annual Meeting of the Board. There shall be one face to face meeting of Board held annually. It is suggested that this meeting be held in the Spring and in conjunction with the Borzoi Club of America National Specialty Show. Those Board Members unable to attend the Annual Meeting in person may attend the meeting in part or in whole by electronic means. The Board resolves to facilitate such means in order for each member of the Board to participate if so desired.
- 3.9.2 Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as the Board of Directors determine for the transaction of such business as may come before the meeting, without further notice to the Directors. Meetings may be held and attended through electronic means. Regular meetings will be held at least once per quarter, or as often as needed to conduct Board business.
- 3.9.3 Special Meetings of the Board. Special meetings of the Board of Directors may be called by the President or the Vice President, and shall be called by either of them or on the written request of any three (3) members of the Board of Directors.
- 3.9.4 Notice of Special Meetings. Notice of all special meetings of the Board of Directors shall be preceded by at least three (5) days notice to each Director of the date, time and place, but need not specify the purpose of such meeting. Any

business may be transacted at any Director's meeting. Special Meetings may be held and attended through electronic means.

3.10 Minutes. At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be delivered to The Borzoi Health and Welfare Foundation to be placed in the minute books of The Borzoi Health and Welfare Foundation.

3.11 Action by Written Consent. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. Such consent shall be placed in the minute book of The Borzoi Health and Welfare Foundation and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

3.12 Quorum. At each meeting of the Board or Board Committees, the presence of the lesser of (a) 5 members, or (b) two-thirds of the members then serving on the Board or committee shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in electronic or telephone communication with the other Board members participating in the meeting.

3.13 Board Member Attendance. An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to reevaluate with the Board Chair his/her commitment to The Borzoi Health and Welfare Foundation. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

ARTICLE IV - OFFICERS

4.1 Officers and Duties. The Board shall elect officers of The Borzoi Health and Welfare Foundation which shall include a President, a Vice President, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time determine. The officers may also include a Past President for a term of two years. The Corporation declares that it is highly desirable for the Board of The Borzoi Health and Welfare Foundation to contain some members who are officers of directors of the Borzoi Club of America. Any two offices, except those of President and Vice President, may be held by the same person. Should the office of Secretary or Treasurer be combined with some other office, the Board shall appoint an Assistant Secretary or Assistant Treasurer as designated in Section 4.10 below.

4.2 President. The President shall preside at meetings and have the power to call meetings. The

President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of The Borzoi Health and Welfare Foundation. The President may sign contracts and other instruments on the organization's behalf, as directed by the Board of Directors.

- 4.3 Vice President. The Vice President shall have all powers and duties of the President during the President's absence, disability, or disqualification, or during any vacancy in the position of President, and such other powers or duties assigned by the President, the Board, or the Bylaws.
- 4.4 Past President. The Past President, if any, shall assist in advancing the goals and objectives of The Borzoi Health and Welfare Foundation through the application of knowledge gained through past Board experiences. The Past President shall be responsible for specific tasks delegated by the Executive Committee.
- 4.5 Secretary. The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of The Borzoi Health and Welfare Foundation's officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the Chair, or these Bylaws. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine.
- 4.6 Treasurer. The Treasurer shall have custody of all funds, property and securities of the Borzoi Health and Welfare Foundation, and shall have access to records of all receipts, disbursements, assets, and liabilities of the organization and shall report to the Board on the condition of such records and financial condition of The Borzoi Health and Welfare Foundation on a quarterly basis, and at such other intervals as requested by the Board with at least seven days notice. The Treasurer shall enter regularly on the books of the Borzoi Health and Welfare Foundation and accurately account for all monies and obligations received and paid and shall exhibit such books at all reasonable times to any Board Member upon request. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing The Borzoi Health and Welfare Foundation's net worth at the close of the fiscal year. At the end of each second fiscal year, the Board shall appoint a Financial Review Committee to comprise of One (1) Board Member (except the Treasurer) and Two (2) Non Board Members. The Treasurer shall provide access to any and all financial records requested by the Financial Review Committee to facilitate said review. The Treasurer shall cause all employees of the organization responsible for the handling of funds to be adequately bonded and shall report on the fidelity bonds of such employees to the Board annually. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers; and, together with such other officer or officers, if any, shall be designated by the Board of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation.

- 4.7 Election and Term of Office. All officers shall be members of the Board during their terms of office. Officers shall be elected for a three year term. No officer shall be eligible to serve more than four consecutive terms in the same office. The officers of the Board shall be elected annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.
- 4.8 Removal. Any officer or agent (e.g., Executive Director) elected or appointed by the Board may be removed at any time by the affirmative vote of a two-thirds majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 4.9 Salaries. No salaries shall be paid to any officers of the Corporation, but this shall not prevent the reimbursement of any officer or Director of any expenses authorized by the Board which were incurred in behalf of the Corporation.
- 4.10 Assistant Secretaries and Assistant Treasurers. The Board of Directors may, from time to time, designate one or more persons to serve as Assistant Secretary and Assistant Treasurer with such duties and responsibilities as may be designated in the resolution or appointment. Such an officer holder will have full access to all of the records of office, but will not have signatory authority unless so authorized by the Board.
- 4.11 Vacancy. In the event of a vacancy in any office, for any reason whatsoever, a majority of the Directors then in office, although less than a quorum, may elect a person to fill that vacancy. The person so elected shall hold office and serve until the next election of the Board of Directors.

ARTICLE V – COMMITTEES

- 5.1 Committee Chairs. The President may designate and appoint committees of the Board as deemed necessary. Each Board committee shall be chaired or co-chaired by a Board member appointed by the President or, at the President's discretion, selected by the committee's members, subject to the approval of the Board. Non-Board members may be appointed to any Board committees at the discretion of the President.
- 5.2 Standing Committees. The Board shall maintain the following standing committees: Executive Committee, Finance Committee, Fund Raising Committee, Governance Committee, Health Education Committee, Health Research Committee, and Welfare Committee.
- 5.2.1 Executive Committee. The Executive Committee shall be composed of the officers of The Borzoi Health and Welfare Foundation, the chairs of each of the Board committees and, at the President's discretion, two additional voting Board members. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings and dealing with matters of urgency that may arise between Board meetings. The Executive Committee shall meet at the discretion of the President.

- 5.2.2 Finance Committee. The Finance Committee shall be composed of three or more Board members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.
- 5.2.3 Fund Raising Committee. The Fund Raising Committee shall be composed of three or more Board members, or at least one Board member and two Non-Board members. The Fund Raising Committee shall be responsible for the organization's fundraising activities and shall coordinate its fundraising goals with the Finance Committee.
- 5.2.4 Governance Committee. The Governance Committee shall be composed of three or more Board members, or at least one Board member and two Non-Board members. This committee shall recommend candidates to fill Board and Officer vacancies and shall present a slate of candidates for Officer and Board member positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws every two years. The Governance Committee is also responsible for maintaining the Standing Rules of the Borzoi Health and Welfare Foundation.
- 5.2.5 Health Education Committee. The Health Education Committee shall be composed of three or more members, including the BCOA Health Chair (or other BCOA appointed Health Representative). The Health Education Committee shall act to distribute information regarding Health and Health testing to the borzoi community at large, to organize and implement health testing which will be made available at no charge to any borzoi owner willing to abide by the full disclosure policy of the Borzoi Health and Welfare Foundation. The Health Education Committee will encourage members of the borzoi community at large to participate in health testing, DNA testing, and health studies and will work to develop means of encouraging such participation, including but not limited to contests, articles, sponsorship of health testing, and any other means deemed useful for this purpose.
- 5.2.6 Health Research Committee. The Health Research Committee shall be composed of three or more members, including the BCOA Health Chair (or other BCOA appointed Health Representative). The Health Research Committee will research and review research proposals, working in conjunction with the Canine Health Foundation and the BCOA Health Committee to identify research and health projects beneficial to the borzoi community at large.
- 5.2.7 Welfare Committee. The Welfare Committee shall be composed of three or more members. The Welfare Committee shall consider under its purview both the welfare of borzoi breeders and owners, and the genetic and long term welfare of the breed. The Welfare Committee will work to identify research projects beneficial to the borzoi community at large, as well as aid to individuals in extreme circumstances.

- 5.2.8 Financial Review Committee. At the end of each second fiscal year, the Board shall appoint a Financial Review Committee to comprise of One (1) Board Member (excepting the Treasurer) and Two (2) Non Board Members. The Treasurer shall provide access to any and all financial records requested by the Financial Review Committee to facilitate said review. The Financial Review Committee will present the results of their review no later than the second (Spring) Board meeting following the end of that fiscal year.
- 5.3 Special Committees. The President may appoint special committees composed of Board members and/or non-Board members for purposes deemed appropriate by the President (i.e., special fundraising events, etc.). The term of such committees shall not be more than one year, but may be renewed annually as circumstances require.
- 5.4 Advisory Council. The Board may maintain an Advisory Council which shall not have nor exercise the authority, responsibility, or duties of the Board. Except as otherwise provided in such resolution, members of such Advisory Council need not be Board members. The Board shall appoint the members thereof. Any member may be removed by Board majority vote whenever, in the Board's judgment, the best interests of The Borzoi Health and Welfare Foundation shall be served by such removal.
- 5.5 Term of Office. Each member of a committee and the Advisory Council shall serve a term of one year, unless the committee is sooner terminated or unless a committee member is removed from such committee or Advisory Council.
- 5.6 Vacancies. Vacancies in the membership of any committee or Advisory Council may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 5.7 Quorum: Manner of Acting. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.
- 5.8 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VI - MISCELLANEOUS

- 6.1 Fiscal Year. The fiscal year of The Borzoi Health and Welfare Foundation shall be from January 1st to December 31st.
- 6.2 Annual Budget. The Board shall adopt an annual operating budget, which specifies major expenditures by type and amount. The annual operating budget may be changed, once adopted, by a two-thirds vote of the Board of Directors as may be determined from time to time by the Board of Directors.
- 6.3 Books and Records. The Borzoi Health and Welfare Foundation shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board. Those records will be accessible to the public upon request, and minutes and committee reports should be posted in an online forum accessible to those interested.
- 6.4 Contracts and Grants. The Board may authorize any officer(s) or agent(s) of

The Borzoi Health and Welfare Foundation to enter into contracts, leases, and agreements with and accept grants and loans from the United States; its departments and agencies; the State of Texas; its agencies, counties, municipalities, and political subdivisions; and public or private corporations, foundations, and persons; and may generally perform all acts necessary for a full exercise of the powers vested in it. The President shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

- 6.5 The accounts of the Borzoi Health and Welfare Foundation must be maintained at FDIC institutions that are easily accessible by at least three members of the Board, the Treasurer and two other Board members designated by the Board to have access and signing authority as needed. No funds, transactions, or donations will ever pass through the personal accounts of any Board Member or any person on behalf of the Borzoi Health and Welfare Foundation.
- 6.6 Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of The Borzoi Health and Welfare Foundation shall be signed by such officer(s) or agent(s) of The Borzoi Health and Welfare Foundation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.
- 6.7 Deposits. All funds of The Borzoi Health and Welfare Foundation shall be deposited from time to time to the credit of The Borzoi Health and Welfare Foundation in accordance with 6.5 above.
- 6.8 Acceptance of Gifts. The Board may accept on behalf of The Borzoi Health and Welfare Foundation any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of The Borzoi Health and Welfare Foundation. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by The Borzoi Health and Welfare Foundation would be consistent with and further the purposes of The Borzoi Health and Welfare Foundation. Donors have the right to specify how such gifts shall be used, as long as they are consistent with and further the purposes of The Borzoi Health and Welfare Foundation. The Board shall direct the Treasurer to maintain an accounting so that the appropriate use of such gifts may be documented accordingly.
- 6.9 Contracts Involving Board Members and/or Officers. Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of The Borzoi Health and Welfare Foundation, members of the Board and officers of The Borzoi Health and Welfare Foundation may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of The Borzoi Health and Welfare Foundation involving a matter in which a trustee or officer is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit The Borzoi Health and Welfare Foundation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of The Borzoi Health and Welfare Foundation if such contract, transaction, or act

would result in denial of The Borzoi Health and Welfare Foundation's exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with the Board or Officers of The Borzoi Health and Welfare Foundation be obligated to inquire into the authority of the Board and officers to enter into and consummate any contract, transaction or take other action. Any Board member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that Board member shall be permitted by the Board to maintain such an interest. The Borzoi Health and Welfare Foundation shall not lend money to nor guarantee any obligation of any Board Member.

- 6.9 Investments. The Borzoi Health and Welfare Foundation shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board, to invest and reinvest any funds held by it without being restricted to the class of investments available to trustees by law or any similar restriction.
- 6.10 Exempt Activities. Notwithstanding any other provision of these Bylaws, no Board member, officer, employee, or representative of The Borzoi Health and Welfare Foundation shall take any action or carry on any activity by or on behalf of The Borzoi Health and Welfare Foundation which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.
- 6.11 Captions. Captions (i.e., article and section headings) are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.
- 6.12 Agents and Representatives. The Board of Directors may appoint such agents and representatives, with such powers and to perform such acts or duties on behalf of the Borzoi Health and Welfare Foundation as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.
- 6.13 Severability of Clauses. If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

- 7.1 Right to Indemnification. The Borzoi Health and Welfare Foundation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director, officer, or

committee member of The Borzoi Health and Welfare Foundation or (ii) while a director, officer, or committee member of The Borzoi Health and Welfare Foundation, is or was serving at the request of The Borzoi Health and Welfare Foundation as a director, officer, committee member, partner, or other enterprise, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Organizations Code ("TBOC") as the same exists or may hereafter be amended. TO THE EXTENT PERMITTED BY THEN-APPLICABLE LAW, THE GRANT OF MANDATORY INDEMNIFICATION TO ANY PERSON PURSUANT TO THIS ARTICLE SHALL EXTEND TO PROCEEDINGS INVOLVING THE NEGLIGENCE OF SUCH PERSONS. Such right shall be a contract right and shall include the right to be paid by The Borzoi Health and Welfare Foundation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the TBOC as the same exists or may hereafter be amended. As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitratative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

- 7.2 Reimbursement for Out-of-Pocket Expenses. If a claim for indemnification or advancement of expenses hereunder is not paid in full by The Borzoi Health and Welfare Foundation within ninety (90) days after a written claim has been received by The Borzoi Health and Welfare Foundation, the claimant may at any time thereafter bring suit against The Borzoi Health and Welfare Foundation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Constitution and Bylaws of the BHWF, but the burden of proving such defense shall be on The Borzoi Health and Welfare Foundation. Neither the failure of The Borzoi Health and Welfare Foundation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by The Borzoi Health and Welfare Foundation (including its Board of Directors or any committee thereof, special legal counsel, or members, if any) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.
- 7.3 Survivorship of Right to Indemnity. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his heirs, executors, administrators, and personal representatives.
- 7.4 Insurance. The Borzoi Health and Welfare Foundation shall purchase and maintain insurance on behalf of any person who is serving The Borzoi Health and Welfare Foundation (or another entity at the request of The Borzoi Health and Welfare Foundation) against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not The Borzoi Health and Welfare Foundation would have the power to indemnify him against that liability under these Bylaws or by statute. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article and no insurance may be maintained on behalf of any person if such indemnification or maintenance of insurance would subject The Borzoi Health and Welfare Foundation or such person to income or excise

tax under the Code, including any tax asserted under Chapter 42 of the Code. The Borzoi Health and Welfare Foundation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of members, if any, or directors, agreement, or otherwise.

ARTICLE VIII – DISSOLUTION & WINDING UP

- 8.1 Winding Up. Upon the necessity for the dissolution and/or winding up of The Borzoi Health and Welfare Foundation, the Board shall oversee such process and ensure compliance with all relevant provisions of the Texas Non-Profit Corporation Act and other applicable state and federal statutes.
- 8.2 No Rights of Board Member to Assets. Upon Dissolution of The Borzoi Health and Welfare Foundation, no Board member shall have any rights nor shall receive any assets of the organization. The assets of The Borzoi Health and Welfare Foundation are permanently dedicated to a tax-exempt organization for the purposes set forth in the Articles of Incorporation and these Bylaws. In the event of dissolution of The Borzoi Health and Welfare Foundation, the assets, after payment of any debts, will be distributed to an organization which itself is tax-exempt under provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IX - AMENDMENTS TO BYLAWS

- 91 These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a three-fourths vote of the entire Board at any regular meeting or at any special meeting if at least fourteen days' written notice is given of intention to alter, to amend or repeal, or to adopt new bylaws at such meeting, and a written copy of the proposed changes shall be distributed to each Board member prior to the meeting.

These Bylaws were approved unanimously at a meeting of the Board of Directors on:

15 July, 2018.

In attendance: Rita Rice, Danielle Snyder Steenkamp, Nancy Hopkins, Ashley Simeon, Vickie Littleton, Chelle Griffith