

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

Adopted June 10, 1995

Amended: March, 1996; October, 2002; February, 2017; and March, 2025; June, 2026

**ARTICLE I
NAME**

1.1 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**

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

**ARTICLE III
PURPOSES OF THE FOUNDATION**

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

- a. 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;
- b. To further understanding of the diseases, defects, injuries and other ailments that afflict dogs in general and the Dalmatian in particular;
- c. To foster and promote the public's knowledge and appreciation of dogs in general and the Dalmatian in particular; To develop and make available to the general public and Dalmatian fanciers in particular, information about the proper care, treatment, breeding, health, development and training of Dalmatians;
- d. To support approved rescue organization efforts; and
- e. 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.

3.2 The Foundation is organized and shall be operated exclusively for one or more of the purposes as specified within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV
DONORS**

4.1 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, the Development, or the Finance Committees. The following donor categories of Lifetime Giving are established with the applicable contribution amounts.

Supporter	\$	50.00	Benefactor	\$	5,000.00
Donor	\$	100.00	Grand Benefactor	\$	10,000.00
Grand Donor	\$	250.00	Grand Benefactor - Bronze	\$	20,000.00
Patron	\$	600.00	Grand Benefactor - Silver	\$	30,000.00
Grand Patron	\$	1,000.00	Grand Benefactor - Gold	\$	40,000.00
			Medallion	\$50,000	

4.2 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, and as may be suggested by the Executive Committee, the Development or the Finance Committees. 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.

ARTICLE V BOARD OF DIRECTORS

5.1 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.

5.2 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.

5.3 Number, Election, Term of Office and Removal. The number of Directors shall be twice the number as the Board of Governors from the Dalmatian Club of America, Inc. ("DCA") plus one (1), the number to be fixed from time to time by resolution adopted by a majority of the Board of Directors. The initial Directors shall be the persons named in the Certificate of Incorporation. Thereafter, the Directors shall be elected from a slate

provided by the Nominating Committee in accordance with the provisions of Section 7.2 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 their successors shall have been elected and qualified or until their earlier death, resignation or removal. Notwithstanding any of the foregoing, the members of the Board of Governors of the DCA shall automatically be on the Board of Directors; provided, however, at no time shall a majority of the Board of Directors be members from the Board of Governors of the DCA. If there are more candidates for the Board of Directors than positions available due to at large nominations in accordance with Section 7.2, then the Directors shall be elected via secret ballot based upon those prospective candidates receiving the greatest number of votes, each voting member of the Board of Directors having the number of votes equal to the number of open positions to be filled and only being allowed to cast one vote per prospective candidate. The secret election will be conducted via the DCA electronic balloting system. A DCA Officer or Board member who is credentialed for that secure system shall conduct the election and communicate the results to the Board of Directors.

Any Director, including any Director who is a member of the Board of Governors of the DCA, may be removed at any time, with or without 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.

5.4 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 Recording 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 virtually.

5.5 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 (1/4) 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 Recording 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 virtually.

5.6 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 (2/3) 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. Virtual Meetings. The members of the Board of Directors or any Committee thereof may participate in a meeting of such board or Committee by virtual means by which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

5.7 Quorum, Adjournment of Meetings. At all meetings of the Board of Directors, one third (1/3), (but no less than three (3) 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 specifically required herein or 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.

5.8 Organization. The President 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 Recording Secretary shall act as Recording Secretary at all meetings of the Board of Directors. In the absence of the Recording Secretary, the person presiding at the meeting may appoint any person to act as Recording Secretary of the meeting.

5.9 Compensation. No Director shall receive, directly or indirectly, any salary, compensation or emolument therefrom for his or her services as Director or in any other capacity unless authorized by the affirmative vote of a majority of the entire Board of Directors. Subject to any applicable limitations under tax or other laws, a Director may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the Board of Directors.

5.10 Vacancies. Vacancies of the Board of Directors may be filled by a vote of a majority of the remaining members of the Board of Directors then in office at any meeting of the Board of Directors duly convened. Candidates for the vacancy shall be put forth by the current Nominating Committee. Any Director so elected shall hold office until the next Annual Meeting and until a successor is elected and qualified.

5.11 Resignation. Any Director may resign at any time by giving written or oral notice to the President. 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.

5.12 Conflicts of Interest. Members of the Board of Directors must act at all

times in the best interest of the Foundation and not for personal or third-party gain or financial enrichment. Members of the Board of Directors cannot compete directly or indirectly with the Foundation without a conflict of interest arising. When encountering potential conflicts of interest, a member of the Board of Directors shall identify the potential, disclose such conflict to the entire Board of Directors and remove themselves from all discussion and voting on the matter. In their capacity as members of the Board of Directors, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the Foundation.

- a. A conflict of interest is a transaction or relationship which presents or may present a conflict between a member of the Board of Directors' obligations to the Foundation and the member of the Board of Directors' personal, business or other interests, including the interests of any member of the Board of Directors' family.
- b. All conflicts of interest are not necessarily prohibited or harmful to the Foundation. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested members of the Board of Directors with the interested members of the Board of Directors recused from participating in debates and voting on potential conflict – are required.
- c. A conflict of interest that cannot be resolved by the disinterested members of the Board of Directors and any interested member of the Board of Directors may cause the disinterested members of the Board of Directors to request the resignation of the interested member of the Board of Directors and result in the interested member of the Board of Directors inability to serve on the Board of Directors.
- d. Each member of the Board of Directors must complete the Conflict of Interest Disclosure Statement annually, completed copies of which are to be retained by the treasurer.
- e. The Board of Directors may develop and implement other such policies and procedures concerning the conflicts of interest and/or disclosure as may be deemed appropriate or necessary.

ARTICLE VI OFFICERS

6.1 Officers. The Officers of the Foundation shall be President, Vice President, a Recording Secretary, a Corresponding 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 Recording or Corresponding Secretary, or President and Treasurer. A Director may serve as an Officer.

6.2 Election, Term of Office and Removal. The Officers shall be elected at the annual

meeting of the Board of Directors immediately following the election of the new Board of Directors by the affirmative vote of a majority of the new Board of Directors, 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. Notwithstanding any of the foregoing to the contrary, Officers shall hold office at the pleasure of the Board of Directors and any Officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors then in office. The slate of officers shall be determined in accordance with article 7.2. If there is more than one candidate for any Officer due to the report of the Nominating Committee in accordance with Section 7.2, then the Officer(s) shall be elected via secret ballot based upon those prospective candidates receiving the greatest number of votes, each voting member of the Board of Directors having one vote per Officer and only being allowed to cast one vote per prospective candidate. The secret election will be conducted via the DCA electronic balloting system. A DCA Officer or Board member who is credentialed for that secure system shall conduct the election and communicate the results to the Board of Directors.

6.3 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.

6.4 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.

6.5 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.

6.6 Recording Secretary. The Recording 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.

6.7 Corresponding Secretary. The Corresponding Secretary shall issue donation acknowledgement letters to donors and/or their identified notification requests; shall communicate the results of the Nominating Committee to the Board of Directors annually or when otherwise required to fill a vacancy in keeping with Article VII; and shall receive and respond to incoming inquiries.

6.8 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.

6.9 Other Powers. Each Officer shall have such other powers and duties as the Board of Directors may from time to time prescribe.

6.10 Compensation. No Officer shall receive, directly or indirectly, any salary, compensation or emolument therefrom for his or her services as Officer or in any other capacity unless authorized by the affirmative vote of a majority of the entire Board of Directors. Subject to any applicable limitations under tax or other laws, an Officer may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the Board of Directors.

6.11 Vacancies and Newly Created Offices. Vacancies and newly created offices may be filled by a vote of a majority of the Board of Directors then in office at any meeting of the Board of Directors duly convened. Candidates for the vacancy shall be put forth by the current Nominating Committee. Any Officer so elected shall hold office until the next Annual Meeting and until a successor is elected and qualified.

6.12 Resignation. Any Officer may resign at any time by giving written or oral notice to the Board of Directors. 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 VII COMMITTEES

7.1 Executive Committee. The current President, Vice President, Treasurer, the

Recording Secretary, the Corresponding Secretary and other members of the Board of Directors 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.

7.2 Nominating Committee. The Nominating Committee, composed of a Chairman and two (2) other members, all of whom shall be members of the Board of Directors or former members of the Board of Directors, shall be appointed annually by the Board of Directors during the Fourth (4th) Quarter meeting of the Board of Directors to nominate candidates for the Board of Directors and Officers for the upcoming year. These nominations shall be finalized and communicated to the Corresponding Secretary following the Dalmatian Club of America (DCA) Board of Governors Election and no later than 21 days before the First (1st) Quarter meeting of the Board of Directors. The Nominating Committee shall nominate at least the number of prospective candidates for election to the upcoming Board of Directors not automatically serving due to their being members of the Board of Governors of the DCA and the Officers and secure their written acceptances signifying their willingness to serve no later than 21 days before the First (1st) Quarter meeting of the Board of Directors. An individual who has not been nominated by the Nominating Committee to the Board of Directors or as an Officer candidate may be nominated in writing by five (5) members of the current Board of Directors (other than the nominee), such nominations to be received by the Chairman of the Nominating Committee at least fourteen (14) days before the First (1st) Quarter meeting of the Board of Directors for each year. The Nominating Committee shall then prepare an official slate of Directors and Officers indicating thereon the candidates nominated by the Nominating Committee and the additional candidates nominated by petition, if any, all in alphabetical order and shall deliver the official ballot to the Corresponding Secretary at least thirteen (13) days before the First (1st) Quarter meeting. In the event of a vacancy on the Board of Directors or of an Officer position, the Nominating Committee shall recommend prospective candidates to the Board of Directors to fill such vacancies for their approval. An individual shall not be eligible for election to the Board of Directors or as an Officer unless nominated as provided in this Section.

7.3 Development Committee. The Development Committee shall be composed of not less than three (3) 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.

7.4 Finance Committee. The Finance Committee shall be composed of not less than three (3) nor more than five (5) people to serve at the discretion of the Board of Directors. The members of this committee need not be Directors. The Finance Committee shall oversee the receipt, deposit and recording of all funds received by the Foundation. The Finance 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.

7.5 Endowment Oversight Committee. The Endowment Committee shall be

composed of not less than three (3) nor more than five (5) people to serve at the discretion of the Board of Directors. The members of this committee need not be Directors. The Endowment Oversight Committee (the Committee) shall recommend appropriate Investment Funds directed to the Endowment Fund with a view to the long term horizon considering the Risk Tolerance approved by the Board of Directors. The Committee shall oversee and monitor such investments and report regularly to the Board of Directors. The Committee takes its direction from and makes recommendations to the Board of Directors.

7.6 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.

7.7 Committee Meetings. All committees may adopt their own rules as to time, place, notice and quorum for their meetings.

ARTICLE VIII

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ASSETS, ETC.

8.1 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.

8.2 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.

8.3 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.

8.4 Assets. The assets of the Foundation are irrevocably dedicated to and for the purposes of the Foundation as set forth in Article III and for non-profit purposes only. No part of the net earnings, profits, or assets of the Foundation on dissolution or otherwise shall inure to the benefit or any person, officer, trustee, member or director of the Foundation. Upon the dissolution or liquidation of the Foundation, all of the assets of this Foundation shall be distributed and paid over to an organization dedicated to the non-profit purposes which has been established pursuant to its tax-exempt status under

section 501(c) of the Internal Revenue Code of 1996, as amended.

ARTICLE IX BOOKS

9.1 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

10.1 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

11.1 The fiscal year of the Foundation shall be the calendar year.

ARTICLE XII INDEMNIFICATION

12.1 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, trustee, 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.

12.2 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.

12.3 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, trustee, employee or agent 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.

12.4 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

13.1 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.