

By-Laws

ARTICLE I

OFFICES

Section 1. Principal Office.

The principal office of the American Spaniel Club Foundation, Inc. (the "Corporation") shall be located at such place as the Board of Directors of the Corporation (the "Board") shall designate from time to time.

Section 2. Delaware Office.

The office of the Corporation shall have and maintain in the State of Delaware a registered office and a registered agent as required by the law of the State of Delaware. The office of the Corporation within the State of Delaware shall be in the City of Wilmington, County of New Castle, but the registered agent and the location of the registered office may be changed from time to time by the Board.

Section 3. Other Offices.

The Corporation may also have an office or offices and keep the books and records of the Corporation, except as may otherwise be required by law, in such other place or places, either within or without the State of Delaware, as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE II

MEETINGS OF MEMBERS, CONDITIONS OF MEMBERSHIP AND PURPOSE OF CORPORATION

Section 1. No Stock.

The Corporation shall have no capital stock or have authority to issue capital stock.

Section 2. Meetings of Members.

The Amended Certificate of Incorporation of this Corporation provides that this Corporation has no members with voting rights. Accordingly, there shall be no meetings of the members of this Corporation.

Section 3. Purposes of Corporation.

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. The purposes of the Corporation are to create and maintain a Section 501(c)(3) tax-exempt corporation as provided under the Internal Revenue Code of 1986 and in furtherance of its purposes, the Corporation may:

- (i) foster and promote knowledge on the part of the general public of dogs in general, Flushing Spaniels and Cocker Spaniels in particular;
- (ii) further the understanding of the diseases, genetic anomalies and injuries that affect dogs, Flushing Spaniels and Cocker Spaniels in particular;
- (iii) support and promote the study of the character, history, genetics, breeding and related characteristics that establish the Cocker Spaniels as a distinct breed of dog;
- (iv) develop and make available information concerning the proper care, treatment, breeding, health and training of Cocker Spaniels;
- (v) contribute to educational programs, veterinary research and other research in furtherance of the purposes above;

(vi) support, engage in, advance and promote the rescue of Cocker Spaniels;

(vii) engage in, advance, promote and administer charitable, scientific and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may act and assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code; and

(viii) to do all other things in furtherance of the items above or in any way related to dogs, Flushing Spaniels and Cocker Spaniels as may be legally permissible and in keeping with the tax-exempt status of the Corporation.

ARTICLE III

DIRECTORS

Section 1. Powers.

The business of the Corporation shall be managed under the direction of the Board. The Board may exercise all such authority and powers of the Corporation.

Section 2. Number and Election.

The authorized number of directors may be determined from time to time by vote of a majority of the then authorized number of directors, provided however, that such number shall not be less than three (3) nor more than fifteen (15). No decrease in the number of directors constituting the Board shall shorten the term of any incumbent director. The initial Board of Directors shall consist of the persons designated in the Certificate of Incorporation of this Corporation who shall serve until the times indicated in the Certificate of Incorporation. Thereafter, directors of this Corporation shall be elected by the Board of Directors at each annual meeting.

Section 3. Election.

At each meeting of directors for the election of directors at which a quorum is present, the persons receiving a plurality of the votes cast shall be elected directors.

Section 4. Place of Meetings.

Meetings of the Board shall be held in the State of Delaware or at such other place, within or without such state, as the Board may from time to time determine or as shall be specified or fixed in the notice or waiver of notice of any such meeting.

Section 5. Regular Meetings.

Regular meetings of the Board shall be held in accordance with a yearly meeting schedule as determined by the Board; or such meetings may be held on such other days and at such other times as the Board may from time to time determine. Notice of regular meetings of the Board need not be given except as otherwise required by these Bylaws.

Section 6. Special Meetings.

Special meetings of the Board may be called by the President and shall be called by the Secretary at the request of any two of the other directors.

Section 7. Notice of Meetings.

Notice of each special meeting of the Board (and of each regular meeting for which notice thereof shall be required), stating the time, place and purpose thereof, shall be mailed to each director, addressed to him at his residence or usual place of business, or shall be sent to him by facsimile transmission, electronic mail, cable or telegram so addressed, or shall be given personally or by telephone, on twenty-four hours notice, or such shorter notice as the person or persons calling such meeting may deem necessary or appropriate in the circumstances.

Section 8. Quorum and Manner of Act.

The presence of at least a majority of the authorized number of directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board or a committee thereof. If a quorum shall not be present at any meeting of the Board or a committee thereof, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Except where a different vote is required by law, the act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of all of the directors consent in writing to the action. The written consents thereto by the directors shall be filed with the minutes of the proceedings of the Board. Any one or more directors may participate in any meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Board.

Section 9. Resignation.

Any directors may resign at any time by giving written notice to the Corporation; provided, however, that written notice to the Board, the President or the Secretary shall be deemed to constitute notice to the Corporation. Such resignation shall take effect upon receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies, Additional Directors and Removal From Office.

If any vacancy occurs on the Board caused by the death, resignation, retirement, disqualification or removal from office of any director, or otherwise, or if any new directorship is created by an increase in the authorized number of directors, a majority of the directors then in office, though less than a quorum, or a sole remaining director, may choose a successor to fill such vacancy or the newly created directorship, and a director so chosen shall hold office until the term of the director whose vacancy is filled expires and until his successor shall be duly elected and shall qualify, or until his earlier death, resignation, retirement, disqualification or removal, or until the next annual meeting, whichever shall first occur. Any director may be removed, with or without cause, by a majority of the directors at an election of directors at any special meeting of directors duly called and held for such purpose.

Section 11. Action Without Meeting.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board, or of any committee thereof as provided in Article IV of these Bylaws, may be taken without a meeting, if a written consent thereto is signed by majority of all of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 12. Ex Officio and Honorary Directors.

The Board of Directors may, from time to time, elect one or more ex officio or honorary directors of this Corporation who shall be advisory members of the Board of Directors of this Corporation. Any such election shall be for such term and based on such criteria as the Board of Directors from time to time deems appropriate. All ex officio and honorary directors shall be nonvoting directors of this Corporation.

ARTICLE IV

COMMITTEES OF THE BOARD

Section 1. Designation, Powers and Name.

The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each such committee to consist of one or more of the directors of the Corporation. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. The Board may designate one or more directors as alternate member(s) of any committee, who may replace any absent or

disqualified member at any meeting.

Section 2. Executive Committee.

The Board of Directors may designate an Executive Committee composed of at least three (3) directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this Corporation in the interval between meetings of the Board of Directors, and the Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

Section 3. Minutes.

Each committee shall make periodic reports to the Board and shall keep regular minutes of its proceedings if required by the Board.

Section 4. Compensation.

Members of special or standing committees may not be compensated for attending committee meetings but may be reimbursed for expenses upon approval of the Board therefor.

Section 5. Action by Consent, Participation by Telephone or Similar Equipment.

Unless the Board shall otherwise provide, any action required or permitted to be taken by any committee may be taken without a meeting if all members of the committee consent in writing to the action. Unless the Board shall otherwise provide, any one or more members of any such committee may participate in any meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participation in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting of the committee.

Section 6. Changes in Committees, Resignations, Removals.

The Board shall have power, by the affirmative vote of a majority of the authorized number of directors, at any time to change the members of, to fill vacancies in, and to discharge any committee of the Board. Any member of any such committee may resign at any time by giving notice to the Corporation, provided, however, that notice to the Board, the President, the Chairman of such committee or the Secretary shall be deemed to constitute notice to the Corporation. Such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein acceptance of such resignation shall not be necessary to make it effective. Any member of any such committee may be removed at any time, either with or without cause by the affirmative vote of a majority of the authorized number of directors at any meeting of the Board called for that purpose.

Section 7. Meetings and Voting.

Each committee of this Corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this Corporation may be called by the chairman of that committee, or by the President. Two days notice by mail, telephone, facsimile or electronic mail shall be given of any special meeting of a committee. Appearance at a meeting is deemed to be a waiver of notice. At all meetings of a committee of this Corporation each member thereof shall be entitled to cast and vote on any question coming before such meeting. A majority vote of the members of a committee of this Corporation shall constitute a quorum and shall be sufficient for the transaction of the business of such committee.

ARTICLE V

OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board in its discretion may appoint such other officers and agents, including Vice Presidents, Assistant Secretaries and Assistant Treasurers, as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board. Any two or more offices other than the offices of

President and Secretary, may be held by the same person. No officer shall execute, acknowledge, verify or countersign any instrument on behalf of the Corporation in more than one capacity, if such instrument is required by law, by these Bylaws or by any act of the Corporation to be executed, acknowledged, verified or countersigned by two or more officers. The President shall be elected from among the directors. With the foregoing exception, none of the other officers need be a director.

Section 2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board at its first regular meeting. Each officer shall hold office until his successor shall have been elected or appointed and shall have qualified or until his death or the effective date of his resignation or removal, or until he shall cease to be a director in the case of the President.

Section 3. Removal and Resignation.

Any officer or agent elected or appointed by the Board may be removed without cause by the affirmative vote of a majority of the Board whenever, in its judgment, the best interests of the Corporation shall be served thereby. Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies.

Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Chairman of the Board.

The President shall be Chairman of the Board.

Section 6. President.

The President shall preside at all meetings of the Board. The President shall be the chief executive officer of the Corporation and shall perform such duties and exercise such powers as usually appertain to such title and such other duties as may be prescribed by the directors, the Board or the Executive Committee (if any) from time to time. The President shall sign with the Secretary or another officer of the Corporation thereunto authorized by the Board, any deeds, bonds, mortgages, contracts, or any checks, notes or drafts in amounts in excess of \$500.00 or any other instruments, the issue or execution of which shall have been authorized by resolution of the Board, except in cases where the signing and execution thereof has been expressly delegated by these Bylaws or by the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The President shall vote, or give a proxy to any other officer of the Corporation to vote, all shares of stock of any other corporation standing in the name of the Corporation. In general, the President shall perform all other duties normally incident to or as usually appertain to the office of President and such other duties as may be prescribed by the Board or the Executive Committee (if any) from time to time.

Section 7. Vice President.

In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President, the Board or the Executive Committee (if any).

Section 8. Secretary.

The Secretary shall (a) record the proceedings of the meetings of the Board in the permanent minute book of the Corporation kept for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law, (c) be custodian of the corporate records and of the seal of the Corporation, and see that the seal of the Corporation or a facsimile thereof is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, (d) sign with the President any deeds, bonds, mortgages, contracts, or any checks,

notes or drafts in amounts in excess of \$500.00 or any other instruments, the issue or execution of which shall have been authorized by resolution of the Board, except in cases where the signing and execution of which shall have been authorized by resolution of the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed and (e) in general, perform all duties normally incident to the office of Secretary and such other duties as from time to time may be assigned by the President, the Board of Directors or the Executive Committee (if any).

Section 9. Treasurer.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts of monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by or in the manner designated by the Board; (b) prepare, or cause to be prepared, for submission at each regular meeting of the Board and at such other times as may be required by the Board, the President or the Executive Committee (if any), a statement of financial condition of the Corporation in such detail as may be required, (c) sign with the President any deeds, bonds, mortgages, contracts, or any checks, notes or drafts in amounts in excess of \$500.00 or other instruments, the issue or execution of which shall have been authorized by resolution of the Board, except in cases where the signing and execution of which shall have been authorized by resolution of the Board to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed, and (d) in general, perform all duties normally incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, the Board of Directors or the Executive Committee (if any).

Section 10. Assistant Secretary or Treasurer.

The Assistant Secretary and Assistant Treasurer shall, in general, perform all duties assigned to them by the Secretary or the Treasurer, respectively, or by the President, the Board of Directors or the Executive Committee (if any). The Assistant Secretary and Assistant Treasurer shall, in the absence of the Secretary or Treasurer, respectively, or in their respective inability or refusal to act, perform all functions and duties which such absent officers may delegate, but such delegation shall not relieve the absent officer from the responsibilities or liabilities of their office. The Assistant Treasurer shall, if required by the Board, give bond for the faithful discharge of his or her duties in such sums and with such sureties as the Board shall determine.

Section 11. Checks, notes or drafts not more than \$500.00.

The President, the Secretary or the Treasurer may sign any checks, notes or drafts in amounts up to \$500.00 without the countersignature of any additional officer of the Corporation.

ARTICLE VI

AUTHORITY TO BORROW AND DEPOSITS

Section 1. Loans, Authority to Borrow and Encumber Assets.

No officer, agent or employee of this Corporation shall have any power or authority to borrow on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

Section 2. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or in the manner designated by the Board. The Board or its designees may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as may be deemed expedient. All such funds shall be

withdrawn only in the manner or manners authorized by the Board from time to time.

ARTICLE VII

LIMITATION OF DIRECTORS' LIABILITY

Section 1. Limitation of Liability of Directors to the Corporation.

No director of the Corporation shall be liable to the Corporation or its Members for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its Members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification.

The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil, criminal, investigative, administrative or otherwise), including an action by or in the right of the Corporation, by reason of the fact that he, his testator or intestate, is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law.

Section 2. Advancement of Expenses.

Expenses incurred by an officer or director in defending a civil, criminal, investigative, administrative or other action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Section.

Section 3. Non-Exclusivity.

The indemnification and advancement of expenses provided for hereby shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office.

Section 4. Continuity.

The indemnification and advancement of expenses provided for hereby shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

SEAL

The Corporation's seal shall be circular in form and shall include the name of the Corporation, the state and year of its incorporation, and the word "Seal."

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required by law, the Certificate of Incorporation or these Bylaws to be given to any director, member of a committee or Member, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members, directors, or members of a committee of directors need be specified in any written waiver of notice.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended or supplemented in any respect at any time by the Board, at any meeting of the Board, provided that any amendment or supplement proposed to be acted upon at any such meeting shall have been described or referred to in the notice of such meeting or an announcement with respect thereto shall have been made at the last previous Board meeting.

I, the undersigned, being the Incorporator of the Corporation DO HEREBY CERTIFY THAT the foregoing are the Bylaws of said Corporation, and are hereby adopted by the Corporation on the 7th day of July, 1997.

Linda G. Moore