

THE SCHIPPERKE CLUB OF AMERICA RESCUE & HEALTH FOUNDATION

Operating Procedures

ARTICLE I, PREAMBLE

The name of the organization shall be The Schipperke Club of America Rescue and Health Foundation, which is hereafter referred to in the Foundation. The Operating Procedures have been adopted by the five (5) founding Trustees, effective this 25th day of September, 2006

ARTICLE II, PURPOSE

SECTION 1: This Foundation is formed in order to:

1. Develop a program to offer financial support to the National Rescue Committee of the Schipperke Club of America, Inc (SCA), and the regional club affiliated groups, as well as to other qualified non-affiliated third parties engaged in Schipperke rescue;
2. Develop and maintain references about rescue for the general public. This includes information for owners considering placing a Schipperke in rescue and persons interested in obtaining a Schipperke from rescue;
3. Develop and make available to the general public information about proper development and training of Schipperkes, including the importance of training and socializing Schipperkes as puppies and throughout their lives, in order to help avoid the need to place dogs in rescue;
4. Develop better understanding of the diseases and genetic anomalies that affect Schipperkes by promoting the participation of breeders and owners in the existing open health database;
5. Support and promote studies and research on the genetics and health issues which affect Schipperkes;
6. Keep abreast of and make available to the general public and the purebred dog fancy information about the proper care, treatment, breeding, and development of Schipperkes relative to the health and well-being of individual dogs and the breed as a whole.
7. Develop a website to assist in meeting the goals of the Foundation.

SECTION 2: This Foundation is organized and operated exclusively for the above stated purposes. No portion of any net earnings of this Foundation shall personally benefit any Trustee or Officer of this Foundation, or of the Schipperke Club of America, Inc.

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SECTION 3: No portion of the activities of the Foundation shall be to conduct any propaganda campaigns, or otherwise attempt to influence legislation and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Operating Procedure, the Foundation shall not conduct any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III, OFFICE OF THE TRUST

SECTION 1 - Principal Office: The principal office shall be located in the State of Texas and shall be governed by Texas Law.

SECTION 2 - Other Offices: The Foundation may have other offices in any one or more of the fifty (50) States, as the Board of Trustees may determine or the affairs of the Foundation may require from time to time.

ARTICLE IV, BOARD OF TRUSTEES

SECTION 1 - Management: The Foundation shall be managed by a Board of Trustees, who shall serve without payment for such service.

SECTION 2 - Number, Term and Qualification of Trustees:

- A. All Trustees must be members in good standing of The Schipperke Club of America and Citizens of the United States of America. The initial number of Trustees shall be seven (7).
- B. The number of Trustees may be increased by amendment to these Operating Procedures, but in no event shall the number of Trustees be amended to require less than three or more than fifteen Trustees. Modifying the number of Trustees requires a two-thirds vote of current Trustees.
- C. Trustees shall serve staggered terms. Three shall be elected in odd numbered years and four shall be elected in even numbered years to serve a two (2) year term, each commencing with January 1st of the following year. These six Trustees shall be elected in accordance with Article IV, Section 4 of these Operating Procedures. The seventh Trustee shall be elected biannually by the SCA Board of Directors in the manner established by the SCA Board.

SECTION 3: Initial Trustees:

- A. Five (5) of the initial Trustees shall be the five (5) founding trustees, two (2) of who shall serve until December 31, 2008, and three (3) of who shall serve until December 31, 2009.

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- B. One (1) additional Trustee shall be elected by the Board of Trustees of the Foundation at the initial meeting of the Board of Trustees, and shall serve until December 31 2008. Each of the founding Trustees may nominate no more than one (1) individual. The slate of nominees will be made known to all founding trustees not less than twenty-one (21) days in advance of the scheduled vote. The five (5) founding trustees shall vote no later than ten (10) days after the presentation of the complete slate of nominees to the Initial Trustees, with the vote to be completed no later than October 15, 2006.
- C. One (1) additional Trustee shall be elected by the Schipperke Club of America Board of Directors prior to the initial meeting of the Board of Trustees, and shall serve until December 31, 2007.
- D. The founding Trustees and additional Trustees shall hold office until the expiration of their respective terms and his or her successor shall be duly elected as provided in these Operating Procedures.

SECTION 4 - Elections of Trustees

- A. Beginning in November 2008, and each November thereafter, the Trustees shall meet for the purposes of voting to fill the positions of the three (3) Trustees whose terms will expire on the upcoming December 31st. A vote shall be taken among the Trustees by conference call or written ballot no later than November 30th and each incoming Trustee shall be elected by a simple majority of the existing Trustees.
- B. Each current Trustee has the right to provide up to one name for each Trustee position for which elections are being held and will provide the names of their nominees to the other Trustees by October 15, 2008, and each October 15th thereafter. The nominees may be new to the Board of Trustees or may be then current Trustees whose terms are near completion.

SECTION 5 - Trustees Elected by the SCA: By November 30, 2007, and by November 30 in odd numbered years thereafter, the SCA Board of Directors shall notify the Foundation of the next Foundation Trustee they have elected in the manner established by the SCA.

SECTION 6 - Meetings: The Annual Meeting of the Board of Trustees shall be held in conjunction with the Schipperke Club of America Annual Specialty Show if possible. The exact location, date and hour shall be designated by the Chairperson, with the approval of the Board of Trustees. The annual meeting of the Foundation will be open for observation by members of SCA and others; however, any and all business of the Foundation shall be conducted by the Trustees of the Foundation. The Board of Trustees can and may hold other regular meetings at such date and time as may, from time to time, be agreed upon by the Trustees. The Board of Trustees shall provide by resolution and notice the time and place, either within or outside the State of Texas, of

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other meetings of the Board of Trustees as herein provided by these Operating Procedures. The Board of Trustees shall have the right to request information be presented at any of its meetings from members of the SCA or the public as it pertains to any of Purposes specified in Article II, Section 1 of these Operating Procedures.

SECTION 7 - Special meetings: Special meetings of the Board of Trustees may be called by or at the request of the Chairperson of the Board of Trustees or by written notice from any three (3) of the Trustees.

SECTION 8 - Notice: Notice of any meeting of the Board of Trustees shall be given at least three (3) weeks prior to the meeting by written notice delivered personally, sent by mail via United States Postal Service, or e-mailed to each Trustee at his or her address as shown by the records of the Foundation. Neither the business to be conducted, nor the purpose of any regular or special meeting of the Board of Trustees shall be specified in the notice of any and all such meetings, unless specifically required by law or by this Operating Procedure.

SECTION 9 - Quorum: A majority of Trustees shall constitute a quorum for the transaction of business at any and all meeting of the Board of Trustees, unless the act of a greater number is required by law or by these Operating Procedures. If less than a quorum is present, there will be no official meeting.

SECTION 10 - Manner of Operation: A vote of a majority of the Trustees present at an official meeting or voting via mail, teleconference, or email shall be required to conclude and/or effect all matters of Foundation business, unless the act of a greater number is required by law or by these Operating Procedures. Unless otherwise specified within these Operating Procedures, all business of this Foundation shall be conducted in accordance with the then current requirements of Robert's Rules of Order.

SECTION 11 - Vacancies: Any vacancy occurring on the Board of Trustees, including those Trustees originally elected by the SCA Board of Directors, shall be filled by affirmative vote of a majority of the remaining Foundation Trustees at the next official meeting. Each Trustee may offer up to one name to be considered by the Board in voting to fill any vacancy. A Trustee elected to fill any vacancy shall be elected for the unexpired portion of the term of his or her predecessor.

SECTION 12 - Resignation: Any Trustee may resign by filing a written letter of resignation with the Secretary of the Foundation, but such resignation shall not relieve the Trustee so resigning of any and all obligations to pay any outstanding assessments, or other indebtedness to the Foundation.

SECTION 13 - Fiscal Year: The fiscal year for the Schipperke Club of America Rescue & Health Foundation shall begin on January 1st of each calendar year and end on December 31st of each calendar year.

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ARTICLE V, VOTING

SECTION 1 - Right to Vote: Only members of the Board of Trustees in good standing with the Foundation and the Schipperke Club of America shall have the right to vote on any and all matters of business brought before the Board of Trustees or in any election held under the Operating Procedures of the Foundation

SECTION 2 - Conducting Business of the Foundation: Any and all matters of Foundation business may be considered at any meeting of the Board of Trustees at which a quorum is present and such matters of business may be effected by a majority vote of Trustees having the right to vote at any such meeting, unless the question is one upon which, by express provision of any statutes or of the Operating Procedures, requires a specified manner for casting such ballots or the conduct of such vote.

SECTION 3 - Conducting Foundation Business by Mail, Fax, E-mail or Teleconference: Any and all business of the Foundation may be conducted by means of teleconference, email, U.S. mail, or any other manner agreed upon by the Trustees if such manner of conducting business of the Foundation is not expressly prohibited by any statute or the Operating Procedures of the Foundations and such business may be conducted in such a manner with a resolution by the Board of Trustees approving such manner of conducting Foundation business.

- a. When conducting business by mail or e-mail, the secretary shall send a ballot containing notice of the motion to every trustee. Trustees shall have seven (7) days from the date of mailing or e-mailing of the ballot by the secretary to return their ballot to the secretary. Return of the signed ballot may be by mail, e-mail or FAX. The results may be announced as soon as all ballots are cast. A discussion period will be determined by the Secretary, not to exceed seven (7) days. In the case of an emergency situation, discussion and voting may be done immediately by teleconference.

ARTICLE VI, OFFICERS

SECTION 1 - Officers: The officers of the SCA Rescue & Health Foundation shall be elected from the members of the Board of Trustees of the Foundation. The officers shall consist of a Chairperson of the Board of Trustees, a Vice Chairperson of the Board of Trustees, a Secretary, a Treasurer, and such additional officers as the Board of Trustees may from time to time deem necessary.

SECTION 2 - Officer Election and Term of Service:

- A. The initial Officers shall be elected as soon as the full complement of seven (7) trustees has been elected/appointed and such election/appointments shall occur on or before October 15, 2006. The initial terms of these officers shall be from the time of their election through December 31, 2007. Until such time as the aforementioned election can be completed, the Board of Trustees consisting of the original five (5) Trustees shall appoint a temporary Chairperson of the Board

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of Trustees and a temporary secretary in order that records may be kept, votes may be taken, notices of voting and/or meetings may take place, and that the Trust has a spokesperson.

- B. By December 1st of each year, beginning in 2007, the Board of Trustees shall hold an election to select one of its members to serve a one year term as Chairperson of the Board, a Vice Chairperson, a Secretary and a Treasurer. The term of each Officer shall commence on January 1st of the year following the election and expire on December 31st of that same year. Thereafter, the Trustees shall elect a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and any other additional officers as may have been previously approved by the Trustees.

SECTION 3 - Chairperson of the Board of Trustees: The Chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees; shall report all contacts with organizations, individuals, and all matters of business to the Board of Trustees, may require reports from other officers or committees as in his or her judgment are necessary for the operation of the Foundation; shall be authorized to incur expenses as approved by the Board of shall sign papers or documents as instructed by the Board of Trustees; and shall perform such other duties as are normally incumbent to the office.

SECTION 4 - Vice Chairperson of the Board of Trustees: The Vice Chairperson of the Board of trustees shall perform the duties of the Chairperson of the Board of Trustees in case of the absence, resignation, or inability of the Chairperson to act. The Vice Chairperson shall perform such other duties and have such other powers as the Chairperson and the Board of Directors may from time to time prescribe.

SECTION 5 - Secretary: The Secretary shall issue all notices of meetings of the Foundation and of the Board of Trustees; shall notify individuals elected as Trustees members and Officers; shall keep and distribute complete records of meetings of the Board of Trustees, including an accurate record of attendance at meetings; shall issue other notices as instructed by the Board of Trustees; shall be custodian of all records of the Foundation, except such records and papers as shall be maintained 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 Trustees; and shall perform any other duties incumbent to that office.

SECTION 6 - Treasurer: The Treasurer shall exercise supervision over all monies and investments of the Foundation; shall receive any and all income and disburse any and all Foundations payments under the direction of the Board of Trustees ; shall be adequately bonded to protect the assets of the Foundation; shall keep complete accounts of the Foundation's property and all money transactions in books belonging to the Foundation, which shall at all reasonable times be open to inspection by the Board of Trustees; shall make reports to the Board of Trustees as they may require; and shall make all records of the Foundation's accounts available for audit at such time as the Board of Trustees may determine and by such outside firm as may be selected by the Board of Trustees The Treasurer shall provide copies of any or all invoices, bank

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statements, check registers or other financial records as may be requested by any such auditing. The Treasurer shall also present annually to each Trustee a comprehensive financial statement including the report of each account; shall sign such papers as are required by this office or as instructed by the Board of Trustees; shall prepare and submit the information required by Internal Revenue Service; and shall perform other duties Incumbent to that office. Any and all monies of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as required by the Internal Revenue Service or as the Board of Trustees may select.

SECTION 7 - Gifts: The Board of Trustees may accept or reject on the behalf of the Foundation any contribution, gift, or bequest for the general purposes, or for any special purpose, of the Foundation.

SECTION 8 - Other Powers: Each officer shall have such other duties as the Board of Trustees may prescribe from time to time.

SECTION 9 - Vacancies and Newly Created Offices: Vacancies and newly created offices may be filled by a majority vote of the then remaining Trustees at any meeting of the Board of Trustees properly convened. A Trustee elected to fill any vacancy shall be elected for the unexpired portion of the term of his or her predecessor. Trustees serving in newly created offices shall serve until the end of the calendar year and be subject to election in accordance with Section 2.B of this Article.

SECTION 10 - Removal of officers: Any officer of the Foundation may be removed from office with or without cause by a two thirds majority vote of the Board of Trustees at any regular or special meeting of the Board of Trustees, providing that any notice for any such meeting shall include the stated proposal of any such removal and such notice shall have been sent to all Trustees at least thirty (30) days prior to any such meeting. Removal of any person from service as an officer does not constitute a removal of that person as a Trustee, and if necessary, separate actions may be taken under Section 11 of this Article.

SECTION 11 - Removal of Trustees: Any Trustee of the Foundation may be removed with or without case by a two thirds majority vote of the Board of Trustees at any regular or special meeting of the Board of Trustees, providing that any notice for such meeting shall include the stated proposal of any such removal and such notice shall have been sent to all Trustees at least thirty (30) days prior to any such meeting.

ARTICLE VII, COMMITTEES

SECTION 1 - Committees: The Board of Trustees shall appoint any and all committees and any such special committees as it may deemed necessary or advisable to assist in the conduct and management of the Foundation or in carrying out the purpose of the Foundation. The Chairpersons of any and all committees shall be Trustees of the

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Foundation; however, other members of the Committees need not be Trustees, nor do they necessarily have to be members of the SCA.

SECTION 2 - Advisory Committees: The Board of Trustees may appoint such advisory committees as may be deemed necessary or advisable to assist in conduct of the business of the Foundation or to assist with the duties of any officer, provided, however, that the duties and powers of each such committee shall be limited solely to investigatory or advisory activities for the Board of Trustees or an officer. No rights or powers of the Board of Trustees or any rights or powers of any officer may be delegated to any advisory committee without the express approval of the Board of Trustees. The members of such committees need not be Trustees, nor do they necessarily have to be members of the SCA.

SECTION 3 - Committee Meetings: All committees may adopt their own rules as to time and place, notice and quorum for their meetings.

SECTION 4 - Contracts: The Board of Trustees may authorize any officer, officers, agent or agents of the Foundation, in addition to officers authorized by these Operating Procedures, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Foundation, and such authority may be general or confined to specific instances.

ARTICLE VIII, AMENDMENTS

These Operating Procedures may be amended or repealed, in accordance with the codes of the Internal Revenue Service or in the corresponding section of any future federal tax code, by a two-thirds (2/3) vote of the Board of Trustees, providing that all Trustees shall have been notified with a copy of any and all such proposed amendment at least thirty (30) days prior to any such meeting at which such amendments are to be considered and voted on.

ARTICLE IX, INDEMNIFICATION

- A. The Trustees and all officers of this Foundation shall be indemnified, at the completion of any proceeding, to the fullest extent allowed by law and by the Foundation against any and all actual costs and expenses necessarily incurred by them in connection with the defense of any civil action, or suit or any other civil proceeding in which they may be involved or to which they may be made a party to by virtue of their service as a Trustee or officer, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Foundation is advised in writing by its counsel that in its opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification

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shall not be exclusive of other rights to which the person may be entitled as a matter of law or by agreement.

- B. To the extent that any Trustee or officer of the Foundation is criminally charged as a result of any actions alleged to have occurred during the performance of or arising from their official duties, the Board may, and only upon the completion of such criminal proceedings and/or any civil action or suit that may reasonably result from such criminal proceedings or allegations, elect to indemnify for the fees and costs associated with the defense of such criminal and/or civil action if the person is adjudicated not guilty or charges are dropped. Notwithstanding the provisions of Article IV, Sections 9 and 10, and Article VI, Sections 8, 9 and 10, should any allegations of criminal activity be brought against any Trustee or officer that results from their actions while serving the Foundation, that person shall immediately be suspended from all positions held with the Foundation during the pendency of any prosecution and an interim Trustee elected by the other Trustees. This interim Trustee shall serve until the conclusion of the criminal proceedings or the regular expiration time of the position, whichever comes first. Should a Trustee or officer be convicted of any crime relating to or resulting from their activities on behalf of the Foundation, they shall immediately be removed from all positions held and a successor Trustee elected in accordance with Article IV, Section 11.

ARTICLE X, MISCELLANEOUS

SECTION 1 - Delegation of powers and duties of officers: In the case of the absence of any officer, or for any other reason the Board of Trustees may deem sufficient, the Board of Trustees may delegate the powers and or duties of any officer to any other officer, or to any Trustee, for any period of time necessary in order for the business of the Foundation to be completed, or the Board of Trustees may at any time appoint special assistants to any officer for the purpose of aiding such officer in the conduct of his or her duties, providing a majority of the Board of Trustees concurs.

SECTION 2 - Rules of order to govern at meetings: The rules contained in Robert's Rules of Order shall govern the meetings of the Trust in all cases where they are not inconsistent with this Operating Procedure.

SECTION 3 - Minutes: Records of the proceedings of each official meeting of the Board of Trustees shall be produced and retained by the Secretary. Copies of such proceedings shall be distributed to each member of the Board of Trustees within thirty (30) days after each meeting.

ARTICLE XI, TERMINATION OF THE FOUNDATION

In the event of the dissolution of this Foundation, any and all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be

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distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Foundation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.