

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

CITY OF BEDFORD, COUNTY OF TARRANT, STATE OF TEXAS

ARTICLE I

OFFICE

Principal Office

The principal office of the corporation in the State of Texas shall be located in the city of Bedford, County of Tarrant. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require.

Registered Office and Registered Agent

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office of the corporation in the State of Texas and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

Classes of members

The corporation shall have one class of members:

1. Active voting members are individuals who are members in good standing of the National Brussels Griffon Club.

Voting Rights

Each active voting member (individual or family) shall be entitled to one vote on each matter submitted to a vote of the active voting members.

Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate meeting and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Resignation

Any member may resign by filing a written resignation with the Secretary.

Reinstatement

Upon written request signed by a former member, the Board of Directors may, by the affirmative voted of two-thirds of the members of the board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE III

MEETINGS OF MEMBERS

Annual Meetings

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

An annual meeting of the members shall be held during the national breed specialty each year, beginning with the year 2003, for the transaction of any business as may come before the meeting.

Special Meetings

Special meetings of the members may be called by the Board of Directors, or by not less than one-tenth of the members having voting rights.

Place of Meeting

The Board of Directors may designate any place, either within or without the state of Texas, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporation action may be taken.

Notice of Meeting

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered either personally or by postal mail or electronic mail, to each member entitled to vote at such meeting, not less than ten (10) days nor more than fifty (50) days before the date of such meeting, by or at the direction of the Board of Directors or persons calling the meeting. In case of a special meeting or when required by the statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Election of Board Members

Each voting member of the National Brussels Griffon Club board of directors shall be a Director of National Brussels Griffon Rescue. Additions to the number of Directors above the eleven (11) on the initial Board may be nominated either by voting members of the corporation, or by a two-thirds majority of the Board of Directors. Additions by the membership must be proposed by written petition addressed to the Secretary and signed by twenty percent of the members in good standing. Nominations must be accompanied by the written acceptance of the nominee signifying willingness to serve. A valid slate of nominees will be presented to the general membership in the form of a written ballot. The members will then either confirm or reject the slate of nominees, by returning their ballot by the date designated on the written ballot. A two-thirds majority of ballots received will pass the addition.

Information Action by Members

Any action required by law to be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV

BOARD OF DIRECTORS

General Powers

The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Texas or members of the corporation.

The names and city of residence of the persons constituting the initial board of directors are:

Marjorie Simon	Houston, TX
Linda McKellar	Bedford, TX
Carole Ross	San Juan Bautista, CA
Mark Weathers	Sand Springs, OK
Lisa Benn	Lakeland, FL

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

Lorene Vickers-Smith	Grand Ledge, MI
Bethann Lane	Lincolnshire, IL
Karen Wisnieski	Oak Harbor, WA
Donna Hois	Blue Mound, IL
Peggy Fischer	Houston, TX
Liz Harris	Sebago, ME

Number, Tenure and Qualifications

The number of Directors shall be no less than Eleven (11) and no more than Fifteen (15).

If any Director misses two (2) consecutive meetings he shall be automatically terminated, unless the Board of Directors votes to waive termination.

Regular Meetings

Regular meetings of the Board of Directors shall be held annually at the location of the national breed specialty without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the state of Texas, for the holding of additional regular meetings of the Board without other notice.

Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman or any six (6) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. Special meetings of the Board of Directors may be conducted by telephone, conference call, electronic mail or other electronic media, so long as at least a quorum has access to such media.

Notice

Notice of any special meeting of the Board of Directors shall be given at least (14) days previously thereto by written notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Rescue Emergency

The advice and consent of the Board of Directors may be required from time to time, to decide and authorize the appropriate action when urgent and material rescue circumstances occur. In such a case, where timely action is essential to rescue one or more Brussels Griffon, it shall not be necessary to call a special meeting of the Board. In such a case, the facts of the circumstances shall be communicated to every member of the Board. Said communication to the Board of Directors may be by any means, including postal mail, telephone, conference call, electronic mail or other electronic media. A majority of the Board of Directors responding to a Rescue Emergency message within 24 hours shall constitute a quorum for Board action. The Secretary shall receive copies or transcripts of all related Rescue Emergency messages in order to permit the Board's deliberations and decisions to be recorded in the minutes.

Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

Any vacancy occurring in the Board of Directors or any vacancy created by an increase in the number of Directors, shall be filled by the Board of Directors.

Compensation

Directors as such shall not receive any stated salaries for their services.

Informal Action by Directors

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE V

OFFICERS

Officers

The Board of Directors may elect or appoint officers to the corporation as it shall deem desirable, such officers shall have the authority to perform the duties prescribed for their position, by the Board of Directors. One person may hold more than one office. The initial officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Election and Term of Office

The officers shall be elected by the board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. Each officer shall serve a term as specified below, or until a successor has been elected.

President 2 years

Vice President 2 years

Secretary 3 years

Treasurer 3 years

Any officer may, if elected, serve more than one consecutive term.

Removal

Any officer elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed.

Vacancies

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President

The President shall be the principal executive officer of the corporation and shall in general supervise all of the business affairs of the corporation, as well as provide a role model of involvement in the activities of the corporation. In general, (s)he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

ARTICLE VI

COMMITTEES

Committees of Directors

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing, or removing any member of any such committee or any Director of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed on it by him by law.

Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the Board shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

Vacancies in the membership of any committee may be filled by appointment made in the same manner as proceeded in the case of the original appointment.

Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

ARTICLE VII

CONTRACTS, CHECKS DEPOSITS AND FUNDS

Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the President so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President, Treasurer or designated representative.

Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for general purposes or for any special purpose of the corporation.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end the last day in December in year.

ARTICLE X

SEAL

The corporation shall not have a corporate seal.

BYLAWS OF NATIONAL BRUSSELS GRIFFON RESCUE, INCORPORATED

A NON-PROFIT CORPORATION

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation act or under the provisions of the articles of incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two thirds majority of the Directors present at any regular meeting or at any special meeting, if at least 30 days written notice is given of an intention to alter, amend or repeal the bylaws or to adopt new bylaws at such meeting.

ARTICLE XIII

PURPOSES AND POLICY

The purpose of the organization is to rescue Brussels Griffons which have been abandoned, lost or abused, or might otherwise be neglected or euthanized. It is the policy of the corporation to promote the humane treatment of Brussels Griffons and companion animals reasonably believed to be Brussels Griffons by an authorized agent of the corporation. It is the policy of the corporation to provide humane care and treatment for all Brussels Griffons needing protection, to seek and to return lost Brussels Griffons to their owner, and to seek suitable homes for Brussels Griffons without owners. In its care and disposition of animals, National Brussels Griffon Rescue, Inc. shall provide veterinary care as needed, and shall spay or neuter each Brussels Griffon before placement. National Brussels Griffon Rescue, Inc. shall maintain and preferably exceed the minimum standards prescribed by The Humane Society of the United States.

Certification

I certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on November 15, 2002.