BY-LAWS
OF
THE ENGLISH SPRINGER SPANIEL
FIELD TRIAL ASSN. FOUNDATION, INC.

ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of the corporation is The English Springer Spaniel Field Trial Assn. Foundation, Inc.

Section 2. Purpose. The purpose for which the corporation is organized is exclusively charitable, educational and scientific purposes, and further for the purpose of making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Service law). The aims of this corporation shall be pursued exclusively for charitable, education and scientific purposes, which are tax exempt under appropriate sections of the Internal Revenue Code, Section 501(c)(3), as set forth in the Articles of Incorporation.


1. To foster and promote the public's knowledge and appreciation of dogs in general and English Springer Spaniels in particular.

2. To further understanding of the diseases, genetic anomalies and injuries which affect dogs in general and English Springer Spaniels in particular.

3. To support and promote study of and research on the character, uses, history, genetics, breeding and related characteristics which establish the English Springer Spaniel as a distinct breed of dog.

4. To support and promote the study and practice of responsible breeding principles as applied to dogs in general and the English Springer Spaniel in particular.

5. To establish and maintain databases in support of the charitable, educational and research efforts promoted by this organization.

6. To develop information and make it available to the general public, English Springer Spaniel breeders, veterinarians and other dog care/training professionals, exhibitors and owners. Developed
information should include, but not be limited to, the proper care, treatment, breeding, health characteristics, physical development and appropriate behavioral training of English Springer Spaniels.

ARTICLE II
MEMBERSHIP AND DIRECTORS

Section 1. Corporation as a Non-Member Entity. Pursuant to the terms of the corporation’s Articles of Incorporation, the corporation is to have no members.

Section 2. Directors.

(a) General powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Wisconsin.

(b) Number, Tenure, and Qualifications. The number of Directors of the Corporation shall be not less than eighteen, fifteen of whom shall be “At Large Directors,” three of whom shall be “Liaison Directors,” and the remainder of whom shall be “Ex Officio Directors.” Except to the limited extent provided in Section 2(b)(i), below, each Director must be a member in good standing of the English Springer Spaniel Field Trial Association throughout his or her period of service on the Corporation’s Board. The term of office of, as well as other qualifications for, each type of Director shall be in accordance with the following:

(i) At Large Directors: Each At Large Director shall serve a term of three years, with five Directors in each of three classes, with staggered terms. Class I Directors shall be ones who (or whose predecessors) each commenced a one-year term in the first year of the Corporation’s existence; and, correspondingly, Class II and Class III Directors shall be ones who (or whose predecessors) each commenced a two-year or three-year term in such first year, respectively. In its slating of At Large Directors each year, the Nominating Committee shall strive to give priority to potential nominees who have a demonstrated record of service to the English Springer Spaniel Field Trial Association. In its discretion, though, the Nominating Committee each year may slate for the next Class of At Large Directors to begin a three year term one nominee who is not a member of the foregoing Association.

(ii) Liaison Directors. Each Liaison Director shall serve a term of one year. In its slating of Liaison Directors each year, the Nominating Committee shall nominate two persons who are current members of the Board of Governors of the English Springer Spaniel Field Trial Association (one of whom has a primary interest in the field side of the breed and one of whom has a primary interest in the show and/or non-field performance events sides of the breed) and one person who is a current member of such Association’s Genetics and Health Committee. Except for good cause
shown, the Nominating Committee shall slate each year as its three nominees for Liaison Directors those individuals who are recommended by the incumbent President of the English Springer Spaniel Field Trial Association. Specific recommendations for Liaison Directors shall be sought each year by the Nominating Committee from such President for purposes of maximizing coordination of goals and pursuits common to both the foregoing Association and this Corporation.

(iii) **Ex Officio Directors.** Each Ex Officio Director shall serve a term of one year. In its slating of Ex Officio Directors each year, the Nominating Committee shall nominate for such capacity each person who is also being slated for an elected officership post but who is not an incumbent and continuing At Large Director or is not otherwise being nominated to commence an At Large Director or Liaison Director position.

The slate of nominees for the Board shall be presented by the Nominating Committee at the Corporation's annual meeting, such slate to include a nominee for each At Large Director post for which the term of office is expiring (or for which a vacancy has occurred) and for each Liaison Director and Ex Officio Director post, each nominee to be an individual who has agreed to serve in the Board post for which he or she is slated. The Corporation's Board (including each incumbent Director whose term of office is to expire at the conclusion of the election) shall elect Directors for all open positions at each annual meeting. The term of office of each Director duly elected to the Board shall commence immediately at the conclusion of the election of new Directors and officers. Any Director whose term is concluding may succeed himself or herself on the Board.

(c) **Annual and Regular meetings.** An annual meeting of the Board of Directors of the corporation shall be held on the fourth Tuesday of February in each calendar year, at a place, date and hour as designated by the Board. The annual meeting of the Board of Directors of the corporation shall be held without any other notice than this by-law. The Board of Directors may also provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at a time and place to be designated by such resolution. The annual meeting and regular meetings of the Board of Directors may be conducted by telephone conference call. At the option of the Board, the annual meeting in any given year may be set to take place on another date up to one week earlier or one week later than the fourth Tuesday of February in such year.

(d) **Special Meetings.** A special meeting of the Board of Directors may be called by or at the request of the president or any two Directors at a time and place designated by the president or Directors.

(e) **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two days (or such greater number of days to the extent required by the Wisconsin Non-Stock Corporations Statute) prior to said meeting by written notice delivered personally or deposited postage prepaid in the United States mail or by email,
telegram, telex or facsimile transmissions to each Director at his address as shown on the
records of the corporation. Any Director may waive notice of any meeting. The
attendance of any 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.
The business to be transacted at the meeting not be specified in the notice or waiver of
notice of such meeting, unless specifically required by law or by these by-laws.

(f) Quorum. Four members of the Board of Directors, or a majority of the
Board of Directors, whichever is less, shall constitute a quorum for the transaction of any
business of the Board, but if less than a quorum of Directors is present at the meeting, a
majority of the Directors present may adjourn the meeting from time to time without
further notice.

(g) Board Decisions. 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 by-laws. Any action required or
permitted to be taken by majority vote at a meeting of the Board of Directors may be
taken by written consent executed by two-thirds of the Directors then in office. The
action so taken shall be effective on the date specified in the written consent or, if no
effective date is so specified, on the tenth day following the date of execution of the last
counterpart of such consent executed by a Director. The form of written consent sought
shall be furnished to each member of the Board of Directors and may be furnished in any
manner permissible for the giving of notice of a special meeting of the Board.

(h) Vacancies. Any vacancy occurring on the Board of Directors and in any
directorship to be filled by reason of an increase in the number of Directors shall be filled
by the Board of Directors. A director appointed to fill a vacancy shall serve for the
unexpired term of his predecessor in office.

(i) Compensation. Directors as such shall not receive any stated salary for
their services. Nothing herein contained shall be construed to preclude any Director from
serving the corporation in any other capacity and receive compensation therefore.

ARTICLE III
OFFICERS

Section 1. Officers. The officers of the corporation shall be president, one or
more vice-presidents (the number thereof to be determined by the Board of Directors), a
secretary, a treasurer, and such other officers as may be elected in accordance with the
provisions of this article. The Board of Directors may elect or appoint such other
officers, including one or more assistant treasurers, as it shall deem desirable, prescribed,
from time to time, by the Board of Directors. Any two or more offices may be held by
the same person, except the offices of president and secretary.
Section 2. Election and Term of Office. Except as provided in Section 3 of this Article III, the officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. The slate of nominees for each open officerhip position shall be presented by the Nominating Committee at the Corporation’s annual meeting, each nominee to be an individual who has agreed to serve in the officerhip post for which her or she is slated. The term of office of each officer duly elected by the Board shall commence immediately at the conclusion of the election of new Directors and officers. Any officer may succeed himself or herself in the same officerhip position, except that the president shall not serve more than four successive one-year terms as president. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. President-Elect. In any year in which the Nominating Committee slates an incumbent president for a fourth consecutive one-year term, such Committee shall also slate a president-elect. On election at the annual meeting to the post of president-elect, the individual elected to such post shall serve in such capacity for one year. During such year, the Nominating Committee shall slate the president-elect to be the next president; and, at the next annual meeting of the Corporation, such president-elect shall automatically become president.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by 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 so removed.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolution or other directives of the Board of Directors. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

ARTICLE IV
COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.
Section 2. Standing Committees. The President may appoint, on an annual basis, members of the Board of Directors to serve on such standing committees as are approved by the Board:

The President shall also designate the chairman of each standing committee. The President may also appoint other non-Board members to any standing committee on an ad hoc basis, but each such appointee shall be a non-voting member of the Committee to which is or she is appointed. Each standing committee, when formed, shall be self-organizing and shall elect a secretary and shall perform the function and discharge the duties as directed and outlined by the Board of Directors.

Section 3. Nominating Committee. At the annual meeting each year, the President shall appoint three individuals to constitute a Nominating Committee, designating one individual as the chair of such Committee. Such Committee shall present its slate at the next annual meeting, as well as strive to circulate its slate and accompanying report approximately thirty days prior to such next annual meeting. Each At Large Director on the Nominating Committee shall have more than one year remaining in his or her term on the Board (except in each case of an At Large Director who is in the final year of a three-year term and who has confirmed in writing to the President that he or she would not accept a re-nomination to the Board). Each Nominating Committee shall nominate, from the pool of eligible persons, one candidate for each open Board position and one candidate for each open officership position; and, correspondingly, such Committee shall procure the acceptance of each nominee so chosen. A member of the Nominating Committee may accept a slating for any officership position (except President or President-Elect) and/or a slating for any Liaison Director or any Ex Officio Director position. In any such instance, however, such Nominating Committee member shall abstain in all voting(s) at the Committee level as to his or her slating(s).

Section 4. Management Committee. At all times the officers of the corporation, plus one or two additional Directors, if appointed by the President, shall constitute the corporation’s Management Committee, which shall be responsible for day-to-day operations of the corporation and shall act on behalf of the Board in an emergency situation (until such time as the Board can be advised of the nature and character of the emergency). The Management Committee shall carry out such other duties as are delegated to it from time-to-time by the Board, but it shall not have authority to make major policy decisions. Each appointed member of the Committee (i.e., up to two at any given time) shall serve until the next annual meeting of the corporation.

Section 5. 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. The President shall have the authority and discretion to remove any committee person whenever, in his judgment, the best interests of the corporation shall be served by such removal.
ARTICLE V
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. 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 officer or officers, 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 treasurer or an assistant treasurer and countersigned by the president or a vice-president of the corporation.

Section 3. 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 depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for any purpose of the corporation.

ARTICLE VI
GENERAL PROVISIONS

Section 1. 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, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members of the Board of Directors. All books and records of the corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of January in each year and end at midnight on the 31st day of December each year.

Section 3. Seal. There shall be no corporate seal.

Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of applicable section of the Wisconsin Statutes or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing
signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5. Amendment of By-Laws. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least sixty (60) days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

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