

**BYLAWS
OF
ENGLISH COCKER SPANIEL CLUB OF AMERICA HEALTH AND
RESCUE ORGANIZATION**

ARTICLE I. GENERAL

Section 1. Name. This Corporation shall be known as the English Cocker Spaniel Club of America Health and Rescue Organization (the "Corporation").

Section 2. Purpose. The Corporation is organized to carry out exclusively the purpose set forth in the Corporation's Articles of Incorporation.

Section 3. Corporation Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation, but nevertheless if in any instance a corporate seal be used, the same shall, at the pleasure of the officer affixing the same be either (a) a circle having on the circumference thereof "ECSCA Health and Rescue Org."

ARTICLE II. MEMBERSHIP

Section 1. Member. The sole member of the Corporation is the English Cocker Spaniel Club of America, a New Jersey nonprofit corporation, hereinafter referred to as the "Member". The Member shall have full voting rights.

Section 2. Action by Written Consent. Any action of the Member may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the proxy and duly authorized representative of the Member; provided, however, that actions required to be taken by the board of directors of the Member or a committee thereof may be taken without a meeting of such board or committee thereof if a consent in writing is executed by a majority of the members of such board or committee, as applicable.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of not less than three (3) or more than fifteen (15) persons. The board of directors of the Member shall determine, from time to time, the number of Directors of the Corporation within that range.

Section 2. Election and Term of Office. The board of directors of the Member shall elect the Board of Directors of the Corporation. A majority of the members of the Board of Directors shall be members of the English Cocker Spaniel Club of America. A Director shall serve for a two year term so long as his qualification under these Bylaws

shall exist, or unless he sooner resigns or is removed. The removal, resignation or death of any Board member shall not affect the transaction of Board activities. Any such vacancy shall be filled by the Member pursuant to Section 4 of this Article.

Section 3. Resignation and Removal. Any director of the Corporation may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof to the President of the Board, or the Secretary of the Corporation, or to the President of the Member, or Secretary of the Member. Such resignation shall take effect upon the date of receipt or at any later date specified in the notice of resignation. The acceptance of such resignation shall not be necessary to make it effective. A Director may be removed by the Member at any time, with or without cause.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors of the Member. A Director elected to fill a vacancy occurring in the Board of Directors shall be elected for the unexpired term of his predecessor in office, unless he or she sooner resigns or is removed.

Section 5. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, except for the powers reserved to the Member, as set forth in Article IV, Section 1 below or as required by applicable law to be subject to the approval of the vote of the Member. Subject to the laws of the State of New Jersey and the Articles of Incorporation and Bylaws of this Corporation, and the requirements of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), the Board of Directors shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of this Corporation.

Section 6. Place of Meetings. All meetings of the Board of Directors shall be held at such place as may be fixed from time to time by the President of the Board, or the Secretary of the Corporation, either within or without the State of New Jersey, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 7. Annual Meetings. Annual meetings of the Board of Directors shall be held at such date and time as shall be designated from time to time by the President of the Board or the Secretary and stated in the notice of meeting.

Section 8. Regular Meetings. Except as otherwise provided by law, regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the President of the Board.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President, or the Secretary on one day's notice to each director, either personally or by mail, by facsimile or email with confirmation of receipt, or by telephone; special meetings shall be called by the President, or the Secretary in like manner and on like notice upon the written request of three directors.

Section 10. Quorum. A majority of the members of the Board of Directors, shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by law, or the Articles of Incorporation on those Bylaws. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned withstanding the departure of one or more directors.

Section 11. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 12. Waiver of Notice. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when such attendance is to object to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of directors by executing a written waiver of notice either before or after the time of the meeting.

Section 13. Meetings by Conference Telephone. Any meeting of the Board of Directors may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in the meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE IV. RESERVED POWERS

Section 1. Powers of the Member. The Member shall have and exercise those powers hereafter described as well as those specific powers set forth in the Articles of Incorporation, other sections of these Bylaws, or by applicable law. The Member shall:

- (a) appoint or remove all members of the Board of Directors of the Corporation, which shall be done by vote of the Board of Directors of the Member;
- (b) review and approve mission statements and strategic plans;
- (c) approve the establishment of all new corporate or partnership entities created or joined by the Corporation;
- (d) review and approve operating and capital budgets of the Corporation;

- (e) approve all unbudgeted expenditures over thresholds and signature authority as established by policy of the Member;
- (f) approve the purchase or sale of any asset over thresholds and signature authority as established by policy of the voting Member, or the merger or consolidation of the Corporation with or into any other entity;
- (g) approve major contracts of a nature and size as determined by policy and signature authority of the Member;
- (h) approve all debt and guaranties of the Corporation of types and limits over thresholds and signature authority as established by policy of the Member;
- (i) approve the information technology infrastructure of the Corporation;
- (j) approval of any Board of Director compensation by the Corporation;
- (k) approval of any action, or the prohibition of any action, in each as is reasonably necessary to preserve the status of the Member and of the Corporation as organizations described in Section 501(c)(3) of the Code.

Section 2. Implementation. Whenever these Bylaws give to the Member the power to approve a specific item, action or matter, the Member shall also have the power to initiate, establish, modify and affirmatively mandate implementation of such item, action or matter.

ARTICLE V. COMMITTEES

Section 1. Committees to be Created. Subject to the requirements of these Bylaws, the Board of Directors may, from time to time, create committees to perform specific and designated functions and delegate to such committees the power to carry out their responsibilities. Such action by the Board of Directors shall be by resolution, adopted by a majority of the Directors. The Board may also delegate to each of the committees the responsibility and authority of establishing its procedures to be followed.

Section 2. Committee Quorums. Unless otherwise provided in the resolution of the Board of Directors creating a committee, a majority of such committee members shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. If a quorum is present when a committee meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more members of the committee.

Section 3. Appointment to Committees. Except as may be otherwise provided in these Bylaws, the members and chairmen of all committees and subcommittees shall be appointed by the President. Such committee members and the chairmen of all

committees shall annually be approved by the Board of Directors. Each committee appointed shall have a minimum of one (1) members. The chairman of any committee may invite additional individuals to meet with and assist the committee from time to time. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any executive session of the committee by a majority vote of the committee members present. The term of office for each committee member shall be from the time of appointment to the committee until the next annual meeting of the Board of Directors and until his successor, as a member of such Board committee, is elected, unless he sooner ceases to be a Director, or resigns, or is removed from the committee. There shall be no limitation on the number of terms a committee member may serve.

Section 4. Standing Committees. The standing committees of the corporation are an Executive Committee, a Finance Committee and such other standing committees as the Board of Directors may by resolution from time to time approve.

Section 5. Executive Committee.

A. Membership. The Executive Committee shall consist of at least three members of the Board of Directors, which shall include the President, together with such other Directors as are appointed under Section 3 of this Article. The President shall preside at all meetings of the Executive Committee.

B. Duties and Delegated Responsibilities. The Executive Committee shall have the following duties and delegated responsibilities, subject to any prior limitations imposed by resolution of the Board or by statute:

1. Meet as needed between scheduled Board meetings and take action as required on behalf of, and in place of the Board. All such actions shall be reported to the Board at the next regularly scheduled Board meeting.

2. Perform such other duties and delegated responsibilities as the Board may assign to the committee from time to time.

Section 6. Finance Committee.

A. Membership. The Finance Committee shall consist of at least one member who shall be appointed under Section 3 of this Article. Members of the Finance Committee need not be members of the Board of Directors.

B. Duties and Delegated Responsibilities. The Finance Committee shall have the following delegated duties and responsibilities, subject in each case to the budgetary and strategic parameters established by the Member:

1. Review budget policy, capital allocation policy and annual capital and operating budgets.
2. Review the financial statements of the Corporation and appraise its operating performance and that of specific clinics and services.
3. Review the financial feasibility of proposed projects and undertakings of the Corporation.
4. Perform such other duties and responsibilities as the Board may assign to the committee from time to time.

ARTICLE VI. OFFICERS

Section 1. Designation of Titles. The officers of the Corporation shall be a President, a Secretary and/or Treasurer, and such other officers as may be elected from time to time, who may, but shall not be required to be members of the Board of Directors. Any person may hold more than one office. Any office may be left vacant indefinitely so long as there is a President of the Board, a Secretary or a Treasurer is available to act.

Section 2. Appointment of Officers. The Board of Directors shall choose a President, a Secretary and a Treasury, who all shall serve at the pleasure of the Board of Directors. The Board of Directors at any time may appoint such other officers at the pleasure of the Board of Directors who shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Member or the Board of Directors who appointed the individual to the office initially.

Section 4. President. The President of the Board shall preside at all meetings of the Board of Directors and will be responsible for the general, day to day management of the affairs of the Corporation and shall exercise such authority to accept gifts, sign deeds and conveyances, contracts and agreements, collect revenues, and make routine expenditures as may be delegated by the Board or Directors, subject to the policies established by the Member. The President shall be responsible for the maintenance and management to the Corporation's activities as may be required by the Board of Directors.

Section 5. Secretary. The Secretary shall provide for the keeping of minutes of all meetings of the Board of Directors, and of all committees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; be custodian of the Corporation's records (except the books of account) and of the Seal of

the Corporation; and, in general, perform all duties incident to the Office of Secretary and such other duties as from time to time may be prescribed by the President.

Section 8. Treasurer. If required by the Member, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall keep in books belonging to the Corporation full and accurate accounts of all properties and financial transactions of the Corporation, and shall deposit all monies and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. Such officer shall be responsible for receiving and giving receipts for monies due and payable to the Corporation and for disbursing the funds of the Corporation and taking proper vouchers for such disbursements. The Treasurer shall render to the President and Directors at the meetings of the Board or whenever requested by them an account of all transactions as Treasurer and of the financial condition of the Corporation.

ARTICLE VII. GENERAL PROVISIONS

Section 1. Criteria for Action by the Board and the Corporation's Officers. In the conduct of their activities on behalf of the Corporation, no member of the Board of Directors or any officer shall act so as to deny any person an appointment to the Board or any committee, privilege, or treatment on the basis of sex, race, creed, disability, color, or national origin, or on any other arbitrary, capricious or discriminatory basis.

Section 2. Interpretation. Words used in these bylaws shall be read as the masculine or feminine gender, and as the singular or plural, as the context requires.

Section 3. Duality of Interest. No director, officer, or committee member shall have, or be deemed to have a conflict of interest due to his or her position as a director, officer, employee or committee member of a corporation, association, partnership, joint-venture or organization affiliated with this Corporation, the Member or any affiliate of the Member.

Subject to the foregoing, any director, officer, or committee member having a duality of interest which poses a possible conflict of interest involving a contract or other transaction presented to the Board or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of his interest to the Board or committee prior to its acting on such contract or transaction.

ARTICLE VIII. AMENDMENTS

The Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted only by the Member. Amendments to the Bylaws may be proposed by either the Member or the Board of Directors.

CERTIFICATION

I, Sharon Hartshorn, the duly elected and acting Secretary of the English Cocker Spaniel Club of America, hereby certify that pursuant to vote of the Board of Directors of the English Cocker Spaniel Club of America adopted at a meeting of the Board of Directors at which a quorum of the Directors was present and participating, the foregoing Bylaws of the corporation were adopted by the Board of Directors.

A handwritten signature in cursive script, reading "Sharon Hartshorn", written in blue ink. The signature is positioned above a horizontal line.

Secretary, English Cocker Spaniel Club of America