

BY-LAWS
OF
THE HUNTING RETRIEVER CLUB FOUNDATION, INC.

ARTICLE I

Purpose

The corporation shall endeavor at all times to promote the advancement of the education and training of hunters and their retrievers as an exempt entity under Section 501 of the Internal Revenue Code of 1986, as amended, without inurement to the private benefit of any person.

ARTICLE II

Offices

The corporation shall maintain continuously in the State of Illinois a registered agent at its registered office. The corporation may have such other offices, within or without the State of Illinois, as the business of the corporation may require from time to time.

ARTICLE III

Members

The corporation shall not have any members. However, the board of directors may designate one or more classes of members and the qualifications and rights of the members of each class at any time by amendment of this Article.

ARTICLE IV

Board of Directors

Section 1. General Powers. The corporation's board of directors shall manage its business and affairs except as otherwise provided in these by-laws.

Section 2. Number, Tenure and Qualifications. The corporation shall have at least five (5) directors at all times. The number of directors may increase or decrease (but not below three) at any time by amendment of this section of the by-laws.

Each director shall hold office until the next annual meeting of directors or until election and qualification of his/her successor. Officers of this corporation and nonresidents of Illinois can act as directors of this organization. The executive board of Hunting Retriever Club, Inc., a Michigan corporation (hereinafter "executive board"), shall have the sole right to appoint directors and officers of this corporation.

Section 3. Annual Meetings. The directors shall hold an annual meeting in June of each year, beginning with 1994, for the purpose of electing directors and officers and for the transaction of all other appropriate business. If the scheduled meeting falls on a legal holiday, the directors shall hold such meeting on the next succeeding business day. The board of directors may designate any place for any annual meeting.

Section 4. Special Meetings. The president or any director may call special meetings of the board of directors at any time. The person or persons authorized to call special meetings of the board of directors may fix any place, within or without the State of Illinois and convenient to a majority of the directors, for any such special meeting.

Section 5. Notice. Each director shall receive written notice of any annual or special meeting at least three (3) business days prior thereto at his/her address on the records of the corporation. Mailing of such notice shall constitute delivery upon deposit in the United States mail in a sealed properly-addressed envelope with postage prepaid. Delivery of notice by telegram shall occur upon receipt of the notice by the telegraph company. Any director may waive notice of any meeting at any time. The attendance of a director at any meeting shall constitute a waiver of notice except for his/her attendance to object to the transaction of any business at any irregularly or unlawfully called or convened meeting. Failure to specify the business of, or purpose for any regular or special meeting of the board of directors shall not invalidate any notice or waiver of notice.

Section 6. Action Without a Meeting. All the directors or all the members of any committee of the directors may take any action required at the annual or a special meeting of the directors or said committee without a meeting by a unanimous written consent setting forth the action so taken. Any such consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote in respect of any document filed with the Secretary of State or with anyone else.

Section 7. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any

meeting of the board of directors. If less than a majority of the directors shall attend any meeting, any director present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the directors at a meeting with a quorum shall constitute the act of the board of directors, unless a statute, these by-laws, or the articles of incorporation require the act of a greater number of directors. A director shall not act on any matter in which he/she has a pecuniary interest adverse to the corporation or in which he/she otherwise has a conflict of interest as a fiduciary of the corporation without the prior approval of a majority of the disinterested directors and only to the extent necessary to satisfy the voting requirements of this section.

Section 9. Vacancies. The executive board may fill any vacancy in the board of directors by appointment to fill that vacancy. A director elected to fill a vacancy shall hold his/her directorship for the unexpired term of his/her predecessor in office.

Section 10. Compensation. Directors may receive a nominal fixed sum (other than stated salaries) and reimbursement for expenses of attendance at each annual or special meeting of the board of directors. Notwithstanding the preceding provision, a director may serve the corporation in any other capacity and receive compensation therefor except as otherwise prohibited by law.

Section 11. Removal. The board of directors may remove any director by a unanimous vote of all other directors for cause at any time. "Cause" shall mean final adjudication of the commission of a fraudulent or dishonest act or other grossly negligent misconduct in rendering services in any capacity to the corporation.

ARTICLE V

Officers

Section 1. Officers. The officers of the corporation shall include a president, one or more vice presidents (determined by the board of directors), a treasurer, a secretary and such other officers elected or appointed by the board of directors. Each officer shall have the authority and duties enumerated in these by-laws or prescribed by the board of directors from time to time. Any person may hold any two or more offices at the same time except as otherwise prohibited by law.

Section 2. Election and Term of Office. The officers and the board of directors will be appointed by the Executive Board of Hunting Retriever Club, Inc. at the board's annual meeting. Appointments to fill any vacancies may be made at any meeting of the board. Each officer and director shall hold office for two years, coinciding with the terms of the executive board of Hunting Retriever Club Inc., or until his/her resignation or removal.

Section 3. Removal. The board of directors may remove any officer elected or appointed by it, whenever it determines that such removal serves the best interests of the corporation. Such removal shall not prejudice contract rights of the person so removed.

Section 4. President. The president shall act as the principal executive officer of the corporation and, subject to the direction and control of the board of directors, he/she shall control the affairs of the corporation. He/she shall discharge all duties incident to the office of president and such other duties prescribed by the board of directors from time to time. He/she shall preside at all meetings of the board of directors. The president shall execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board has authorized, with or without the seal of the corporation, individually or with the secretary or any other officer authorized by the board.

Section 5. Vice President. The vice president(s) shall assist the president in the discharge of his/her duties as the president may direct, and he/she/they shall perform such other duties as the president or the board of directors may assign from time to time. The vice president(s) shall perform the duties of the president in his/her absence or inability or refusal to act in accordance with the powers and duties enumerated herein or otherwise designated by the board of directors.

Section 6. Treasurer. The treasurer shall act as the principal accounting and financial officer of the corporation. He/she shall:

- (a) Control and maintain adequate books of account for the corporation;
- (b) Have charge and custody of all funds and securities of the corporation; and
- (c) Perform all the duties, e.g. monitor receipts and disbursements, incident to the office of treasurer and such other duties as the president or the board of directors may assign to him/her from time to time.

The treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety(ies) as the board of directors shall determine.

Section 7. Secretary. The secretary:

- (a) Shall record the minutes of the meetings of the board of directors;
- (b) Shall give all notices in accordance with the provisions of these by-laws or as required by law;
- (c) Shall maintain the corporate records and the seal of the corporation; and
- (d) Shall perform all duties incident to the office of secretary or such other duties as the president or the board of directors may assign to him/her from time to time.

Section 8. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries shall perform such duties as the treasurer, the secretary, the president or the board of directors may assign to them. Each assistant treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety(ies) as the board of directors shall determine.

ARTICLE VI

Section 1. Committees of Directors. The board of directors may designate one or more committees to exercise any aspect of 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 upon it or him/her by law.

Section 2. Other Committees. The board of directors may designate other committees, not exercising the authority of the board of directors, in the management of the corporation.

Section 3. Term of Office. Each member of a committee shall continue to act on such committee until the earlier of:

- (a) Appointment and qualification of his/her successor to the committee;

- (b) Termination of the committee; or
- (c) Removal of such committee member for any reason by the board of directors.

Section 4. Chairman. One member of each committee shall act as its chairman.

Section 5. Vacancies. The board of directors may fill any vacancies in the membership of any committee in the same manner as the original appointments.

Section 6. Quorum. Unless otherwise provided in these by-laws or 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 quorum shall constitute the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

ARTICLE VII

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by these by-laws, to enter into any contract or to 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.

Section 2. Checks, Drafts, Etc. The board of directors shall determine such officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, who shall sign all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation.

Section 3. Deposits. The board of directors shall select such banks, trust companies or other depositories for all funds of the corporation.

Section 4. Gifts. The board of directors may accept any contribution, gift, bequest or devise on behalf of the corporation for its general purposes or for any special purpose of the corporation.

ARTICLE VIII

Operations

Section 1. Inurement of Income. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons except that the corporation shall pay reasonable compensation for services rendered.

Section 2. Legislative or Political Activities. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code")) and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Operational Limitations. Notwithstanding any other provisions of these by-laws, the corporation shall not carry on any other activities not permitted to:

- (a) A corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- (b) A corporation eligible for contributions deductible under Section 170(c)(2) or Section 2055(a)(2) of the Code.

Section 4. Dissolution. Upon the dissolution of the corporation, the board of directors first shall pay or make provisions for the payment of all the liabilities of the corporation and thereafter dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes and qualifying as an exempt organization(s) under Section 501(c)(3) of the Code, as the board of directors shall determine. The circuit court of the county in which the corporation maintains its principal office shall dispose of any such assets, not so disposed of by the corporation, exclusively for such purposes or to such organization(s) as said court shall determine in accordance with this section.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its board of directors and committees of directors.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the first day of June and end on the last day of May of each year.

ARTICLE XI

Waiver of Notice

Whenever any provision of the General Not For Profit Corporation Act of Illinois or any provision of the articles of incorporation or the by-laws of the corporation require a notice, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall constitute the giving of such notice.

ARTICLE XII

Amendments

The board of directors shall have the power to alter, amend or repeal the by-laws or adopt new by-laws at any time. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XIII

Indemnification

The corporation shall indemnify, defend and hold harmless each of its directors and officers, whether or not then in office, against all expenses, including attorneys' fees, incurred by him/her in connection with the prosecution, defense or settlement of any action, suit or other proceeding in which he/she

participates on account of his/her present or former status as a director or officer of the corporation to the fullest extent permitted by the General Not For Profit Corporation Act of the State of Illinois. The preceding provision shall not apply to any matters which involved any action(s) by any officer or director in bad faith as determined in the sole discretion of a majority of the disinterested directors. The corporation may purchase insurance for such indemnification of the corporate officers and directors to the fullest extent permitted by law in the sole discretion of the board of directors.