

Health and Rescue Foundation of the Petit Basset Griffon Vendeen Club of America
Minutes of the Meeting
May 23, 2001 9:30am
Airport Hilton Kenner, Louisiana

Members Present:

Dottie Allen
Betty Barth (observer)
Bob Cohen
Jeanne Dumestre
Helen Ingher
Lauren Kovaleff
Sandy Mason
Jeffrey Pepper
Debbie Perrott
Mike Williquette
Linda Zaworski

Approval of the minutes of the meeting

Moved Lauren Kovaleff
Seconded Helen Inger
Motion approved

Fundraising Coordinator for the Foundation

Laura Williams sent her CV, discussion was given on whether it would be better to have her do fundraising for the club or just the foundation or both. The issue was deferred to be discussed at the Club meeting.

Foundation Reorganization:

Proposed amendments to the Bylaws were completed by Sandy Mason and Dan Smyth. The discussion and voting on this issue was deferred to the new Board: Jeanne Dumestre will make copies and distribute to members prior to the Saturday Foundation meeting.

Treasurer's Report:

See attached report
Sandy Mason also reported that she filed for taxes last year and we are up to date with our paperwork.
As Sandy Mason has resigned as treasurer, the foundation board thanked her for her work.

George Padgett Seminar Tapes for Sale for Foundation

Jeanne Dumestre announced that the videographers who are taping the National Specialty have generously agreed to tape the George Padgett Seminar for no initial cost. We will sell the videos and the money will go to the Health and Rescue Foundation of PBGVCA. The profit from the first 20 copies sold will go to the Health and Rescue Foundation of PBGVCA. Profits for any additional copies sold will be divided 75% to videographer and 25% to the Health and Rescue Foundation of PBGVCA.

Meeting adjourned at 10:20 am

Health and Rescue Foundation of the Petit Basset Griffon Vendeen Club of America

Minutes of the May 26, 2001 Meeting

Members Present:

Betty Barth
Robert Cohen
Jeanne Dumestre
Delberta Gogulski
Helen Ingher
Lauren Kovaleff
Sandy Mason
Mike Williquette
Linda Zaworski

The meeting was called to order at 7:15am by Betty Barth.
Prior to the meeting, each member was provided a copy of the Articles of Incorporation, the Bylaws and the proposed amended bylaws of the Health and Rescue Foundation of the Petit Basset Griffon Vendeen Club of America.

Sandy Mason explained the purpose of the changes of each amendment followed by voting or further changes. Copy of complete set of amended bylaws attached to this document. The minutes will reflect the proposed changes **in bold** in each section followed by the voting.

Article III Board of Directors

Section 1 Eligibility and Authority. All Corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. Each Director must be **a member in good standing** of the Petit Basset Griffon Vendeen Club of America, Inc, A Nebraska non-profit corporation, a citizen of the United States of America and must be an individual Directors shall be elected at the annual meeting of the Board of Directors of the Corporation by a majority vote of the directors constituting a quorum.

Moved by Lauren Kovaleff, seconded by Helen Ingher, unanimously approved

Section 2 Number and Term. The Directors of the Corporation shall be **comprised of the President, Vice President , Secretary and Treasurer of the foundation along with** no more than nine(9) and no less than three (3) other persons and may be increased or decreased by amendment of these Bylaws in the manner set forth in Article XIII herof. In no event shall the number be reduced to less than three (3). When the number of Directors is decreased by amendment adopted by the Board of Directors, Each Director in office shall serve until his or her term expires or until resignation or removal as herin provided. The term of office for each Director shall be **two years**, commencing on the

date of the annual meeting of the Corporation. **No Director may serve more than six consecutive years on the Board of directors in any capacity.**

Moved by Lauren Kovaleff,, seconded by Mike Williquette, unanimously approved

Section 3 Resignation of Director. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, The presiding officer of the Board of Directors, or to the President or Secretary of the Corporation. Resignation shall be effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board provides that the successor does not take office until the effective date. Any Director so elected by the Board of Directors shall hold office for the balance of the term of the Director that he or she replaced.**A Director's position becomes vacant if he or she is no longer a member of the Petit Basset Griffon Vendeen Club of America, Inc.**

Moved by Bob Cohen, seconded by Lauren Kovaleff, unanimously approved.

Section 4 Annual Meeting of Directors **The** Board of Directors shall meet forthwith for the purpose of organization, the election of directors, the election of officers and the transaction of other business; and if a quorum of the Directors is then present, no such prior notice of such meeting shall required to be given.

Moved by Lauren Kovaleff, seconded by Helen Ingher, unanimously approved

Article IV Officers

Section 1 Designation. The officers of the Corporation shall be a President, Vice President, a Secretary, a treasurer, and such other officers, with such powers and duties not inconsistent with these Bylaws, as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice President may be held by the same person.

Moved by Mike Williquette, seconded by Betty Barth, unanimously approved.

Section 2 Election, Term of Office and Qualification. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall serve at the pleasure of the Boad of Directors. The President and Vice President shall be members of the Board of Directors of the Corporation each officer must be a member in good standing of the Petit Bassett Griffon Vendeen Club of America, Inc.

Article IX Fiscal Year

The fiscal year of the Corporation shall commence **on October 1 of each year and end on September 30.**

Moved by Helen Ingher, seconded by Mike Williquette, unanimously approved.

Moved by Lauren Kovaleff , seconded by Linda Zaworski for Helen Ingher as President ,
unanimously approved

Moved by Helen Ingher , seconded by Mike Williquette for Lauren Kovaleff as Vice
President, unanimously approved.

Moved by Jeanne Dumestre, seconded by Helen Ingher for Dottie Allen to be Treasurer,
unanimously approved

Moved by Delberta Gogulski, seconded by Lauren Kovaleff for Jeanne Dumestre as
secretary, unanimously approved.

Moved by Helen Ingher , seconded by Lauren Kovaleff for Betty Barth, Bob Cohen and
Linda Zaworski for three additional directorships, unanimously approved.

Jeanne Dumestre will contact Kasmin Bittle to see if she would be willing to serve as a
Director.

Special thanks extended to Sandy Mason and Dan Smyth for their contributions to the
foundation.

Meeting adjourned at 8:05am.

Health and Rescue Foundation of the Petit Basset Griffon Vendeen Club of America
Agenda
October 5, 2001
Holiday Inn Express
Mesa, Arizona

3:15pm

Members Present:

Betty Barth

Helen Ingher

Dottie Allen

Bob Cohen

Lauren Kovaleff

Jeanne Dumestre

Linda Zaworski (arrived 3:35pm)

Not Present: Kasmin Bittle

Approval of Minutes from New Orleans May 23 & 26, 2001

Moved by Bob Cohen and seconded by Lauren Kovaleff

Treasurer Report See attached submitted by Dottie Allen

Discussion ensued whether we should have the Foundation accounts audited

Betty Barth moves that audit is done annually before or during the national and whenever there is a changeover in treasurer at a time other than the annual meeting.

Lauren Kovaleff. Motion Passed

Organizational Issues:

Lengthy discussion on the foundation bylaws/articles of incorporation and whether they meet 501c3 requirements

Jeanne Dumestre will contact two "experts" Ed Slezik and Doug Arthur to inquire of their fees and to ask their opinion if our current bylaws meet the requirements of a 501c3 organization.

Election Process: defer until advise on bylaws

Voting Protocol: action by consent is signed by all members

Fundraising Proposal: Dottie Allen moves that Laura Williams be appointed as Chair of the Fundraising Committee of Foundation . Jeanne Dumestre seconds. Lauren Kovaleff brought up issue of coordination of Fundraising between the club and the foundation if there are two fundraisers and the need to continue to have small fundraisers for the Foundation. Helen Ingher will clarify this with Laura Williams. Motion passed.

Treasurer protocol An annual audit of the records will be done and additional audit if treasurer changes at a time other than the annual meeting (see motion above). It was clarified that the treasurer may write checks upon request from the Health and Genetics Manager and the Chair of the Rescue Committee. This will be added to the policy

Health Issues: Relationship with Health and Genetics Committee (deferred until bylaws clarified)

Canine Health Foundation:

Participation in Glaucoma Study: see attached letter reported by Lauren Kovaleff

Donor Advised Program & Parent Club Program: Helen and Lauren will speak to Erika Werne to clarify the difference between the two programs at the CHF meeting in two weeks and report to the foundation board by email.

Rescue Issues: Clarifying reimbursement protocol: Rescue chair may request for funds directly to the foundation chair for reimbursement

6:15pm Motion to adjourn moved by Lauren Kovaleff and seconded by Bob Cohen