

**AMENDED AND RESTATED BYLAWS OF THE NORTH AMERICAN WHIPPET
RACING ASSOCIATION, AN UNINCORPORATED ASSOCIATION**

Article I. OFFICES

Section 1.01 Principal Office

The principal office of the Association for the transaction of its business is located at 220 Trevarno Road, Livermore, Alameda County, California.

Article II. MEMBERS

Section 2.01 Classes of Membership and Rights

- (a) There shall be three (3) classes of membership as follows: Representative Members, Club Members and Affiliate Members. Representative Members and the Association's Officers shall have voting rights in the Association, and the voting rights of each Representative Member and the Association's Officers shall be equal. In all other respects, the membership and other rights, interests, and privileges of all members, regardless of class, shall be equal.
- (b) Representative Members shall be the Race Secretary, and one individual member experienced as a racing official, duly elected or appointed by each Club Member.
 - (i) No one person shall serve as the Representative Member of more than one club at any given time. In the case where a person serves as Race Secretary for more than one member club, only one of those clubs shall select that person as its Representative Member; the other member club(s) must select two people other than its Race Secretary to serve as its Representative Members.
 - (ii) An Officer of the Association shall not also serve as a member club's Representative Member. If an Officer is also a member club's Race Secretary, that club must select two people other than its Race Secretary to serve as its Representative Members.
- (c) A Club Member shall be a Whippet club, association, or corporation duly admitted to membership by the Association.
- (d) An Affiliate Member shall be a non-Whippet Sighthound club, association, or corporation duly admitted to membership by the Association for the sole purpose of sponsoring NAWRA race meets. An Affiliate Member has no voting rights in the Association.

- (e) The interest of any member of this Association is the personal property of that member, and no member shall have any interest in property held by the Association, regardless of the time or manner in which said property is acquired.

Section 2.02 Qualifications

- (a) An applicant for Representative Membership shall be the Race Secretary and one individual duly elected or appointed by a Club Member, and shall have at least three (3) years active experience with officiating in Whippet racing. The Club Member shall forward the NAWRA Secretary-Treasurer a document affirming that each applicant is either the Club Member's Race Secretary or a duly elected or appointed individual member.
- (b) An applicant for Club Membership shall be a Whippet club, association or corporation which has:
 - (i) previously sponsored National Race Programs held under the rules set forth by the American Whippet Club, or
 - (ii) held one duly scheduled Qualifying Race Meet under the Rules of the Association.
- (c) An applicant for Affiliate Membership shall be a non-Whippet Sighthound club, association or corporation which has:
 - (i) previously sponsored National Race Programs held under the rules set forth by the American Whippet Club, or
 - (ii) held one duly scheduled Qualifying Race Meet under the Rules of the Association.

Section 2.03 Admission

Qualified clubs shall be admitted to membership on making application therefore and on approval of the application by the Representative Members and Association Officers. Application for Club Membership and Affiliate Membership shall contain the statement that the applicant's directing officer and Representative Member have read the Constitution, Bylaws, and Rules of this Association, are familiar with and understand them, and that if admitted to membership, agrees to be bound thereby.

Section 2.04 Fees, Dues, and Assessments

Application Fee

There shall be a one-time charge of \$50.00 to each Club Member applying for membership in the Association. No such fee shall be levied against clubs applying for Affiliate Membership.

Dues and Assessments

Club Membership and Affiliate Membership in the Association is subject to assessments, which shall be levied and collected in the form of a \$1.00 per capita charge for each Whippet entered in a race sponsored by the Club Member or Affiliate Member pursuant to the Rules of the Association.

Section 2.05 Termination of Membership

By Resignation or Nonpayment of Dues and Assessments

- (a) The membership of any Club Member or Affiliate Member of the Association shall automatically terminate (1) on its written request for such termination mailed to the Representative Members; or (2) by its failure to pay its dues or assessments when they become due and within thirty (30) days thereafter; or (3) by its failure to provide results of a Whippet Race held pursuant to the Rules of the Association within ten (10) days of the date of the Race.

Rights on Termination

- (b) All rights and interest of a Club Member or Affiliate Member in the Association shall cease upon termination of membership as herein provided. All rights and interest of a Representative Member shall cease upon termination of the membership of the Representative Member's sponsoring Club Membership.

Reinstatement

Any Club Member or Affiliate Member whose membership is terminated may have its membership reinstated on such terms as the Representative Members deems appropriate by filing a written request therefore.

Section 2.06 Suspension and Expulsion

- (a) The Representative Members are authorized to suspend or expel from membership a Club Member or a Representative Member for good cause.
- (b) "Good cause", as used in this section, means:

- (i) Any conduct that brings the Association into public disrepute or violates the purposes for which this Association is formed;
 - (ii) Any wilful failure or refusal to abide by the Constitution, Bylaws, or Rules of this Association;
- (c) Definitions.
- (i) A "suspension" requires compliance with Subparagraph (b)(2) of this section and in addition all voting rights of the Representative Member are terminated.
 - (ii) An "expulsion" requires compliance with Subparagraph (b)(2) of this section and in addition thereto the membership of the Club Member and Representative Member in this Association is immediately and conclusively terminated, provided, however, that such member shall not be relieved of any liability for the payment of dues and assessments accruing prior to the hearing on charges against it.
- (d) Procedure.
- (i) Proceedings against a member may be initiated by a resolution of a majority of the Representative Members specifying charges, and served by personal service or by mail on the Representative Member and President of the Club Member, and, if by mail, a Return Receipt shall be required. Said Resolution shall specify a hearing date not less than fifteen (15) days, or more than forty-five (45) days after passage and service of the resolution of the Representative Members.
 - (ii) The Member shall be entitled to participate in the hearing. The hearing shall be informal and the rules of evidence and rules of judicial procedure need not be observed. The hearing shall be presided over by the President of the Association who shall (a) read the charges against the subject member; (b) required that the charges be verified by the testimony of the person making them, and such witnesses as the President deems appropriate; (c) allow the subject Club Member, by its Representative Member, to cross-examine each witness; (d) allow the Club Member, by its Representative Member, to make a statement in its own behalf, and call witnesses in its own behalf; (e) allow the Representative Members to question witnesses; and (f) rule on the admission and exclusion of evidence and on questions of hearing procedure.
 - (iii) After the hearing is closed, the Representative Members shall vote on whether to impose discipline or dismiss the matter. The vote imposing discipline or dismissing the matter shall be final.

Article III. CONDUCT OF BUSINESS

Section 3.01 Meetings

Due to the non-profit nature of the Association, the lack of compensation of its officers and members, and the vast distances between Representative Members and Member Clubs, meeting of Representative Members shall be kept to a minimum, and business of the Association and elections shall be conducted by mail. However, the National Race Director is authorized to schedule meetings at such place as he or she may designate.

Section 3.02 Meetings and Notices

In the event a meeting of Representative Members is to be held, written notice of the time and place of meeting shall be delivered by United States mail to the Representative Member at least (7) days prior to such meeting.

Section 3.03 Voting

Voting shall be by mail on ballots mailed to members by the Secretary-Treasurer. Proposals appearing on the ballot must include the name of the author of the proposal. Each Representative member and Association Officer shall sign and mail his or her ballot back to the Secretary, provided, however, that election of the Officers by the Representative Members shall be by secret ballot.

Section 3.04 Conduct of Meetings

In the event a meeting of Representative Members is held,

- (a) The meeting shall be presided over by the Association's Race Director, or, in the Race Director's absence, by a chairman chosen by the Representative Members present. The Secretary of the Association shall act as secretary of all meetings, provided that in the absence of the Secretary the presiding officer shall appoint another person to act as Secretary.
- (b) Any such meetings shall be governed by Robert's Rules of Order, insofar as such rules are not in conflict with these Bylaws or the Constitution of this Association, or with the law.

Article IV. REPRESENTATIVE MEMBERS

Section 4.01 Qualifications

Any Representative Member of this Association is qualified if (1) he has at least three (3) years' active experience with officiating in Whippet racing, and (2) is designated by a Club Member as its Representative Member or its Race Secretary.

Section 4.02 Election or Appointment, and Term of Office

Representative Members, other than those named in the Constitution, shall be elected or appointed by the Club members each January. Each Club member shall advise the Secretary-Treasurer in writing of the names, addresses and telephone numbers of its Representative Members.

Section 4.03 Duties and Compensation

It shall be the duty of the Representative Members:

- (a) To perform any and all duties imposed on them collectively or individually by law, by the Constitution of this Association, or by these Bylaws.
- (b) To employ and supervise such officers, agents, and employees as may be necessary.
- (c) To register their addresses and telephone numbers with the Secretary of the Association.
- (d) Representative Members shall serve without compensation.
- (e) Any two (2) Representative Members, by joint or written request presented to the Secretary-Treasurer, may require any decision or act of the National Race Director be placed before the Representative Members and Association Officers for approval or reversal.

Section 4.04 Removal

Representative Members serve at the pleasure of the Club Member electing or appointing them, and can only be removed by their respective Club Member.

Section 4.05 Vacancies

A vacancy of Representative Member shall be filled by election or appointment of the Club Member whom the Representative Member represented. The Club Member shall provide the Association with notice, as set forth in Section 4.02.

Article V. OFFICERS

Section 5.01 Number and Titles

The officers of the Association shall be a National Race Director, a Registrar-Recordkeeper, and a Secretary-Treasurer.

Section 5.02 Qualifications

Any person with five (5) years active experience in Whippet racing, and officiating at Whippet races, is eligible to be an officer hereof.

Section 5.03 Election and Term of Office; Vacancy

The National Race Director, Registrar-Recordkeeper, and Secretary-Treasurer shall be elected by the Representative Members by written ballot. Nominations shall be made in writing by two Representative Members and approved by the nominee, and mailed to the Secretary-Treasurer in odd-numbered years between December 1st and January 1st. The Secretary-Treasurer shall prepare and mail ballots to the Representative Members on January 10th and the Representative Members shall vote promptly and mail the ballots back to the Secretary-Treasurer. The Secretary-Treasurer shall tally the ballots on January 20th, and mail notice of the results of the election to the members within two days of tallying the ballots. The Secretary-Treasurer shall preserve the ballots for a sixty-day period, during which time they shall be available for inspection by any Representative Member.

Section 5.04 Compensation

Officers shall serve without compensation.

Section 5.05 Removal

Any or all officers may be removed from office at any time by the vote of a majority of the Representative Members.

Section 5.06 Duties of National Race Director

The National Race Director shall be the chief executive officer of the Association and shall in general, subject to the control of the Representative Members, supervise and control the day-to-day affairs of the Association. He shall perform all duties incident to his office and such other duties as may be required by law, or by the Constitution of this Association, or by these Bylaws, or which may be assigned to him from time to time by the Representative Members.

Section 5.07 Duties of the Registrar-Recordkeeper

The Registrar-Recordkeeper shall register Whippets participating in the Race Program, shall maintain and publish records of each race meet held by Club Members pursuant to the Association's Rules governing Whippet racing, shall issue racing champion titles to the owners of those Whippets which complete the requirements set forth in the rules monthly, and shall keep such other statistical records as required by the Representative Members.

Section 5.08 Duties of the Secretary-Treasurer

The Secretary shall:

- (a) Keep at the principal office of the Association the original of its Bylaws, as amended, and keep the original of the Constitution, as amended.
- (b) Keep in the Minutes Book the minutes of all meetings of the Representative Members, and those in attendance.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law.
- (d) Be custodian of the records of the Association.
- (e) Keep at the principal office of the Association a book containing the name and address of each Representative Member, of each Club Member, and of each Affiliate Member.
- (f) Have charge and custody of, and be responsible for, all funds and assets of the Association, and deposit all such funds in the name of the Association in such bank or depository as shall be selected by the Board of Representative Members.
- (g) Receive and give receipt for moneys due and payable to the Association.
- (h) Disburse the funds of the Association as directed by the Board of Representative Members.

- (i) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (j) Render to the National Race Director and Representative Members an account of any and all transactions as requested.
- (k) Prepare, mail, receive, preserve, and tally ballots as provided for in Section 3.03 and Section 4.03(e).
- (l) In general, perform all duties incident to the office of Secretary-Treasurer and such other duties as may be required by law, by the Constitution of this Association, or by these Bylaws, or which may be assigned to him from time to time by the Board of Representative Members.

Article VI. COMMITTEES

Section 6.01 In General

The National Race Director shall appoint such committees, and designate Members to serve on such committees.

Section 6.02 Rules Committee

The Rules Committee shall be chaired by a Representative Member and shall consist of three (3) additional Members selected from the Representative Members. It shall facilitate the formulation of Rules for Whippet Racing, including designation of regions, and from time to time amendments thereto, for approval by the Representative Members and Officers.

Section 6.03 Regional Race Coordinators

Regional Race Coordinators shall be responsible for scheduling race meets within their respective regions, and shall resolve conflicts between racing dates within their region.

Section 6.04 Protest Committee

A Protest Committee shall be appointed to hear and review, and render decision upon the merits of, each protest filed against an official race meet.

Article VII. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 7.01 Execution of Instruments

The National Race Director shall enter into any contract and deliver any instrument in the name of and on behalf of the Association.

Section 7.02 Checks and Notes

Except as otherwise determined by resolution of the Representative Members, or as otherwise required by law, the constitution of this Association, or these Bylaws, checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Association shall be signed by the Secretary-Treasurer or by the National Race Director of the Association.

Section 7.03 Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Representative Members may select.

Article VIII. BYLAWS

Section 8.01 Adoption, Amendment and Repeal

These Bylaws shall become effective on their being signed by the original Representative Members as named in the Constitution, and may be amended or repealed, in whole or in part, and the new Bylaws adopted by the vote of two-thirds of the Representative Members and Officers of the Association.

Section 8.02 Certification and Inspection

The original of the Bylaws, as amended, certified by the Secretary-Treasurer of the Association, shall be recorded and kept in a book which shall be kept in the principal office of the Association, and such book shall be open to inspection by the Representative Members and Club Members at all reasonable times during business hours.

ADOPTION

We, the undersigned, are all of the persons named as first Directors in the Constitution of this Association, and hereby consent to, and do, adopt the foregoing Bylaws as Bylaws of said Association.

David Rosenstock, Organizer

Jean Balint, Organizer

David H. Gill, II, Organizer

Certification

I, David H. Gill, II, hereby certify:

I am the acting Secretary-Treasurer of THE NORTH AMERICAN WHIPPET RACING ASSOCIATION, AN UNINCORPORATED ASSOCIATION, and that the foregoing bylaws constitute the Bylaws of said Association as duly adopted on February 27, 1988, by the unanimous written consent of the Directors named in the Constitution of this Association.

Dated: February 27, 1988

Secretary

Certification

I, Gina Caspersen, hereby certify:

I am the acting Secretary-Treasurer of THE NORTH AMERICAN WHIPPET RACING ASSOCIATION, AN UNINCORPORATED ASSOCIATION, and that the foregoing bylaws constitute the Bylaws of said Association as duly amended on October 19, 2001, by the Representative Members of this Association.

Dated: October 19, 2001

Secretary

Certification

I, Gina Caspersen, hereby certify:

I am the acting Secretary-Treasurer of THE NORTH AMERICAN WHIPPET RACING ASSOCIATION, AN UNINCORPORATED ASSOCIATION, and that the foregoing bylaws constitute the Bylaws of said Association as duly amended on January 10, 2002, by the Representative Members of this Association.

Dated: January 10, 2002

Secretary