

**CONSTITUTION,
THE NORTH AMERICAN WHIPPET RACING ASSOCIATION,
AN UNINCORPORATED ASSOCIATION**

I. NAME

The Name of this Association is The North American Whippet Racing Association.

II. PURPOSES AND POWERS

The purposes for which this Association is formed are:

(a) The specific and primary purposes are educational and recreational: To encourage and promote the Whippet in its historic role as a well trained racer competing against other Whippets in organized straight racing events over uniform distance, held on a flat, natural surface; to improve the Whippet breed by encouraging and promoting Whippet racing in the United States and Canada; to issue rules, maintain records, and award Championship certificates to outstanding racing Whippets; and to promote friendship and understanding between Whippet owners and Whippet racing clubs.

(b) The general purposes and powers are:

- (1) To sue and be sued in its own name.
- (2) To enter into and perform contracts in its own name, provided, however, that no Member of this Association shall be individually or personally liable for the debts or liabilities contracted or incurred by the Association in the acquisition of lands or leases or the purchase, leasing, designing, planning, erection, construction, repair or furnishing of buildings or other structures, to be used for the purposes of the Association, unless such Member in a writing signed by him or by his agent assumes such debt or liability, and, provided further, there is no presumption or inference that any Member of this Association has consented or agreed to the incurring of any obligation by the Association from the mere fact of joining or being a Member hereof, or signing its Bylaws.
- (3) To enter into any of the commercial transactions authorized by law,
- (4) To purchase, receive, own, hold, lease, mortgage, pledge, or encumber by deed of trust or otherwise, manage, and sell all such real estate and other property of every kind, nature, and description as may be necessary for the purposes and objectives of the Association.
- (5) To receive gifts of real or personal property, in trust or otherwise, and to take and receive by will real or personal property necessary for its purposes and objectives, subject to the laws regulating the transfer of

property by will, and to take and receive by will or deed all real or personal property not necessary for its purposes and objects and hold it, provided, however, that it dispose of such property upon dissolution of the Association.

- (6) To adopt, alter, or cancel an insignia and to register such insignia, alteration or cancellation thereof with any appropriate governmental office.
- (7) To adopt, use, and at will alter an Association seal, but failure to affix the seal shall not affect the validity of any instrument.
- (8) To adopt, amend, or repeal Bylaws in such manner as may be provided therein, provided, however, that the initial Bylaws of this Association may be adopted by the unanimous written consent of the Directors named in this Constitution or by the vote or written consent of a majority of the voting Members of this association.
- (9) Generally to have and exercise all other rights and powers now conferred, on such associations by law, or which do not contravene the law or public policy of the United States, or any state.

(c) The foregoing statement of purpose shall be construed as a statement of both purposes and powers, and the purposes and powers in each paragraph shall, except where otherwise expressed, not be limited or restricted by reference to or interference from the terms or provisions of any other paragraph, but shall be regarded as independent purposes and powers.

(d) Notwithstanding any of the forgoing provisions, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary nonprofit purposes of this Association as set forth in Paragraph (a) of this Article II.

III. PRINCIPAL OFFICE

The principal office of the Association for the transaction of its business is located in Alameda County, California.

IV. GOVERNING BODY

(a) The powers of the Association shall be exercised, its property controlled, and its affairs conducted by its Representative Members.

(b) The names and addresses of the first Representative Members of this Association are:

Name	Address:
David Rosenstock	540 Glenwood Highway Goldendale, Washington
Jean Balint	2045 San Luis Street Fairfield, California
David H. Gill, II	3417 Kenneth Drive Palo Alto, California

(c) The qualifications, the time and manner of electing, the terms of office, the duties and compensation, if any, and the manner of removing Representative Members and filling vacancies shall be as set forth in the Bylaws of this Association.

V. MEMBERS

(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 duly elected or appointed by each Club Member as specified in Section 2.01 (b) of the Association's bylaws.

(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.

VI. DISSOLUTION

This Association shall be dissolved and its affairs wound up by the vote or written consent of a seventy-five percent or more of its voting Members, and not otherwise.

VII. DEDICATION OF ASSETS AND DISTRIBUTION ON DISSOLUTION

(a) This Association is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the Members thereof and is organized solely for nonprofit purposes.

(b) The property, assets, profits, and net income of this Association are irrevocably dedicated to educational and recreational purposes and no part of the profits or net income of this Association shall even inure to the benefit of any Representative Member, officer, or Member thereof.

(c) On the dissolution or winding up of this Association, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational or recreational purposes relating to the Whippet breed, which as established its tax-exempt status under the Internal Revenue Code.

VIII. LIMITATION ON POLITICAL ACTIVITIES

No substantial part of the activities of this Association shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this Association participate in or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office).

IX. NET PROCEEDS FROM PUBLIC EVENTS

If this Association holds any events to which Members of the general public are invited to observe or participate in for a fee, the income from the general public, unless a proportional share of the expenses, will not benefit any individual person and will be paid over to an organization that is exempt from income tax under the Internal Revenue Code on an annual basis.

X. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in this Constitution, this Association shall be subject to the following limitations and restrictions:

(a) The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code.

(b) The Association shall not engage in any act of self-dealing, retain any excess business holdings, make any investment subject to taxation, nor make any taxable expenditure, as may be proscribed by the Internal Revenue Code.

XI. CONSTITUTION

(a) The original or a copy of this Constitution as amended to date shall be kept at the principal office of the Association, and shall be open to inspection by all Members or their agents at any reasonable time.

(b) This Constitution shall be amended only by resolution duly adopted by a majority of the Representative Members and by the vote of eighty (80) percent or more of the voting Members of the Association and not otherwise.

David Rosenstock, Organizer

Jean Balint, Organizer

David H. Gill, II, Organizer