


WAIVER OF NOTICE OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
NORTH TEXAS BASSET HOUND RESCUE

WE, the undersigned, being the Directors of North Texas Basset Hound Rescue (the "Corporation"), do hereby waive notice of the time, place and purpose of the organizational meeting of the Board of Directors of the Corporation to be held at 1416 W. Jeter Road, Argyle, Texas 76226, on May 1, 1997, at 4:00 o'clock p.m. and do hereby consent that said meeting may be held at said time and place and that any and all business that may come before the meeting may be then transacted.

DATED: May 1, 1997.



Harriet Richman, Director



Sharon Nance, Director



Margery Cook, Director

MINUTES OF THE ORGANIZATIONAL MEETING
OF THE BOARD OF DIRECTORS OF
NORTH TEXAS BASSET HOUND RESCUE

Call and Notice of Meeting

1. These are the minutes of the organizational meeting of the Board of Directors of North Texas Basset Hound Rescue, a Texas corporation. This meeting was held at 1416 W. Jeter Road, Argyle, Texas 76226, on May 1, 1997, at 4:00 o'clock p.m. The meeting was called by Harriet Richman, Sharon Nance and Margery Cook who constitute more than a majority of all of the incorporators named in the Articles of Incorporation.

Attendance and Quorum

2. The following persons, Harriet Richman, Sharon Nance and Margery Cook, named as Directors in the Articles of Incorporation, were present at this meeting. The Articles of Incorporation name these persons as the Corporation's initial directors; their attendance constituted a quorum.

Chair and Secretary

3. On motion duly made and seconded, by a unanimous vote, Harriet Richman was elected to act as Chair of the meeting and Richard Nance was elected to act as Secretary of the meeting. Both accepted the election and acted in their respective capacities.

Bylaws

4. A document consisting of 18 pages entitled "Bylaws of North Texas Basset Hound Rescue" was presented. After the document was discussed, on motion duly made and seconded, by a unanimous vote, the Board:

RESOLVED that the Bylaws presented to and considered at this meeting are adopted as the Corporation's Bylaws. The Secretary is directed to certify a copy of the Bylaws and insert them in the Minute Book. The Secretary is directed to certify another copy of the Bylaws and maintain them in the Corporation's principal office.

Seal

5. A corporate seal was presented to the meeting. On a motion duly made and seconded, by a unanimous vote, the Board:

RESOLVED that a corporate seal, consisting of two concentric circles containing the words "North Texas Basset Hound Rescue" together with the date of incorporation in one circle and the words "Non-Profit" and "Texas" in the other circle, is adopted as the corporate seal. The Secretary is instructed to impress the seal on the minutes of this meeting opposite the place where this resolution appears.

Officers

6. The Chair stated that nominations were in order for the election of officers. The following nominations were made: Harriet Richman, President; Sharon Nance, Vice-President; Margery Cook, Vice President; Richard Nance, Secretary-Treasurer. No other nominations were made. A motion to elect the nominees was made and seconded. By a unanimous vote, the nominees were elected. Each officer elected was present and accepted the office.

Bank Account

7. On motion duly made and seconded, by a unanimous vote, the Board:

RESOLVED that the Corporation establish in its name a bank account with the Northwest Bank of Roanoke in Roanoke, Texas. The Treasurer may establish accounts for the Corporation and may withdraw funds of the Corporation from its account by signing checks or other instruments. Funds may not be drawn from the Corporation without the signature of the President and the Treasurer. Northwest Bank is authorized to honor and pay any and all checks and other instruments so signed, including those drawn to the individual order of any officer or other persons authorized to sign the check or other instrument.

Organizational Expenses

8. On motion duly made and seconded, by a unanimous vote, the Board:

RESOLVED, that the Treasurer is directed to pay all the expenses of incorporation and organization of the Corporation.

Adjournment

9. On motion duly made and seconded, by a unanimous vote, the Board voted to adjourn the meeting.



Richard Nance, Secretary

APPROVED:



Harriet Richman, Chair of the Meeting