

THE BYLAWS OF THE FRENCH BULLDOG FOUNDATION OF AMERICA

ARTICLE I NAME AND OBJECTS

The name of this Corporation is the French Bulldog Foundation of America ("FBDFA"). This Corporation is organized as a public benefit corporation and chartered pursuant to the Tennessee Nonprofit Corporation Act (Tenn. Ann. Code Chapters 51 through 68 of Title 48). The FBDFA is exclusively organized and operated under section 501(c)(3) of the federal Internal Revenue Code for charitable, scientific, literary, or educational purposes.

ARTICLE II MEMBERSHIP

Section 1. Membership in this Corporation shall be limited to persons who are in general agreement with the objects of this Corporation. All members must sign the FBDFA Code of Ethics.

Section 2. There shall be two classes of membership:

A. REGULAR members. In consideration for the work they perform for the Corporation, regular members shall be exempt from the payment of membership dues. Regular members shall have the right to hold office and vote only in the election of Directors and Officers. They may attend all meetings of any kind except meetings held in executive session unless they are also Directors or are specifically invited to attend an executive session meeting.

B. ASSOCIATE members. Associate members shall pay the required associate membership dues as designated by the Corporation. Associate members may not vote on Corporation matters or hold any offices and shall have no rights in deciding issues regarding the dissolution, redemption or transfer of property, duties or rights unless otherwise provided by law. Associate members are not entitled to attend Board meetings (also known as "regular meetings") unless they are invited guests. Associate member meetings shall be open to the general public and should be programmatic in nature.

Section 3. Completion of a Corporation membership application shall be required for admission as a regular or associate member of the Corporation. The identities of applicants for regular membership shall be stated at the next regular meeting. If any regular member objects to an application for regular membership then the application shall be suspended until it is either approved by the unanimous consent of all regular members or fails to be approved after three months from the date of submission or it is disapproved by failing to obtain the unanimous consent of all regular members, present and voting at any regular meeting or any special meeting called for that purpose, whichever should come first.

Section 4. Resignation from the Corporation shall be in writing to the President.

Section 5. Persons who have provided exceptional service to the Corporation may be granted honorary membership. They shall pay no Dues and shall have the right to attend all meetings. They may not serve as Officers or Directors or vote unless they are also regular members.

ARTICLE III DUES AND FINANCE

Section 1. Dues.

A. Annual associate membership fees, also called "Dues," shall be due and payable to the Treasurer by January 2nd of each year.

B. Dues shall be delinquent on the next February 1st after they have become due.

C. Dues from an associate member accepted for the first time from September 1st and until the next January 1st of each year shall also apply to that associate member's next year's Dues.

Section 2. Fiscal Year.

The fiscal year for the Corporation shall be from January 1st to December 31st.

ARTICLE IV OFFICERS

Section 1. Officers.

A. The elected officers shall be a President, a Vice-President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined.

B. The presiding officer at any meeting, and at his/her/their sole discretion, may appoint a Parliamentarian as Chair for the purpose of conducting meetings or giving the chair parliamentary advice.

Section 2. Qualifications.

All regular members in good standing shall be eligible to hold office.

Section 3 Term of Office.

Officers shall be elected for a two-year term or until their successors are elected. All Officers may succeed themselves for additional terms. Officers shall assume their duties for the next term until the close of the December meeting of the second year in office for that officer's seat. Officers who have previously been elected to an original one year term shall have their term extended by an additional year.

Section 4. Filling Vacancies.

If the office of President becomes vacant, the Vice-President shall succeed to the presidency. At the next regular meeting, an election shall be held to fill the vacancy of Vice-President or any other vacant office. Replacement Officers serve only the remainder of the term for the Officer they are replacing.

ARTICLE V NOMINATIONS AND ELECTIONS

Section 1. Nominations.

A. A Nominating Committee composed of three (3) Directors shall be elected by ballot by the November meeting, except if there are the same or fewer Nominating Committee candidates than seats, in which case the election of Committee candidates may be by voice vote or general consent. The Committee shall elect its Chairman.

B. The Nominating Committee shall report to the Directors at the December meeting at which time elections shall be conducted. Additional nominations from the floor shall be permitted at that time prior to the election.

Section 2. Election of Officers.

The election of Officers shall be by ballot at the regular meeting in December, except if there is only one nominee for a position to be filled, in which case the election may be by unanimous consent. In all other cases, a majority vote of regular members present and voting shall elect. Balloting shall be anonymous and may include "write-in" candidates. Ballots submitted during any meeting where some or all attendees appear via an Internet meeting service shall be submitted by email by the attendees and verified by the Secretary according to the attendee's official email address previously registered with the Corporation.

ARTICLE VI DUTIES OF OFFICERS

Section 1. Duties of Officers.

All Officers shall be regular members.

A. The President shall:

1. Prepare meeting agendas and preside over all meetings.
2. Appoint standing and special committees except the Nominating Committee.
3. Be an ex-officio member of all committees except the Nominating Committee.
4. At his/her/their sole discretion, appoint a duly qualified Parliamentarian to conduct any meeting or provide parliamentary advice to both the President and the members.
5. Assume such other duties as may be appropriate to the office.

B. The Vice-President shall:

1. Act for the President in his/her/their absence.
2. Assume the office of the President in the event that the office becomes vacant.
3. Assist the President in any duties assigned to him/her/them by the President.

A vacancy for Vice-President shall be filled by election at the next regular meeting.

C. The Secretary shall:

1. Record the proceedings of all meetings of the Corporation.
2. Provide each member of the Corporation who requests it with a copy of the Minutes, except for those meetings that are held in executive session.
3. Prepare correspondence as appropriate.
4. Maintain membership records.

D. The Treasurer shall:

1. Collect associate membership Dues.
2. Maintain a separate bank account for the Corporation.
3. Maintain a ledger and appropriate records.
4. Make periodic reports to the Corporation as appropriate.

E. If appointed, the Parliamentarian may conduct meetings or otherwise provide advice to the meeting chair and to any other member when requested. The Parliamentarian shall perform such other duties as requested by the President or the members.

Section 2. Records of Officers.

All Officers shall give the records related to their duties to their successors.

ARTICLE VII MEETINGS

Section 1. Regular Meetings.

Regular meetings shall be on the day and month and time determined by a standing rule of the Corporation.

Section 2. Annual Meeting.

The regular meeting held in the month of December shall be known as the Annual Meeting and shall be for the purpose of electing Directors and Officers and receiving reports of Officers and committees, as well as for any other business that may arise.

Section 3. Special Meetings.

Special meetings may be called by the President or upon the written request of two Directors to the Secretary. The purpose of the meeting shall be stated in the call and no other business may be transacted. Except in cases of emergency, at least fourteen calendar days' notice shall be given.

Section 4. Quorum.

Pursuant to Tenn. Ann. Code §48-57-203, two (2) of the Directors in attendance at a regular meeting shall constitute a quorum.

Section 5. Conduct of Meetings Generally.

Motions made at meetings of twelve or less Directors do not require a second and the chair may speak and vote without leaving the chair to do so. If twelve or less Directors are present, informal discussion may be allowed when appropriate at the discretion of the chair or by a Director "Raising a Question of Privilege" to do so for approval by the other Directors. Except in the Program Committee, a Board meeting with twelve or less Directors shall not meet as a "Committee of the Whole."

Section 6. Executive Session.

Anytime a majority of Directors present at a meeting decide that a certain matter requires privacy from the public, they may vote to require that the Directors meet in executive session. If the meeting is held electronically, this will require any auditory-only telephonic access to be disabled during the time the meeting is in executive session and password protection for access to the meeting.

Section 7. Electronic Meetings Preferred.

Except as otherwise provided in these bylaws, meetings shall be conducted through use of an Internet meeting service designated by the President that supports visible displays identifying the participants, identifies those seeking recognition to speak, permits displays showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes.

Section 8. Rules for Electronic Meetings.

Electronic meetings shall be subject to all rules adopted by the Board to govern them, which may include any reasonable limitations on, and requirements for, members' participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any unsuspended special rule or any bylaw of the Corporation.

Section 9. Voting.

Unless otherwise required by the Directors or the rules, voting shall occur by the electronic "raising of hands" feature of the Internet meeting service used. An anonymous vote conducted through email shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot. A committee of tellers consisting of three (3) members shall be elected for counting ballot votes. In all types of voting, "aye" and "no" votes shall be separately counted without a request for a counted vote; abstentions will not be counted. Individual member votes shall not be recorded in the minutes (a "roll call vote") unless requested by a

Director and approved by the majority whenever a “division” of the vote may be called. Because ballots are anonymous, there shall be no “division” of balloted votes.

Section 10. Option to Meet in Person.

Meetings of the Board may be held in person either: (a) when the President or Vice-President has obtained written consent for this from every Director, or (b) when ordered by the Board by a two-thirds vote with previous notice of a motion to do so having been given at a prior regular or special meeting.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Composition.

The Corporation shall have a maximum of twelve (12) Directors. Directors shall be elected in December, prior to the election of Officers, and shall be elected by the regular members for a two-year term or until their successors are elected. Directors who have previously been elected to an original one year term shall have their term extended by an additional year. All directors may succeed themselves for additional terms. Directors shall assume their duties for the next term upon the close of the December meeting of the second year in office for that Director’s upcoming seat. Any regular member in good standing in the Corporation shall be eligible for election to the Board of Directors. The President of the Corporation shall preside over meetings of the Board (which are simultaneously considered to be meetings of the regular members). Any reference to the “Board” in these rules is a reference to the Board of Directors. Any vacancy in the Board shall be filled by election at the next regular meeting for the remainder of the term of the open seat.

Section 2. Duties.

The Board of Directors shall be responsible for supervising the actions of the Officers taken on the day-to-day business of the Corporation, subject to ratification or disapproval by a majority vote of the Directors present and voting. Actions taken by the Board shall be the orders of the Corporation.

Section 3. Meetings.

The Board of Directors shall meet at the call of the President or any two Directors.

Section 4. Indemnity.

The Corporation shall require the indemnification of Directors, Officers, and committee and sub-committee members for liability to any person for any action taken, or any failure to take any action where a legal duty to do so exists, as a Director, consistent with Tenn. Ann. Code §48-52-106.

ARTICLE IX COMMITTEES

Section 1. Standing Committees.

A. The Program Committee shall be composed of all the Directors. The Program Committee shall choose its own Chair who need not be the presiding officer of the Board and, if composed of twelve (12) or fewer Directors, shall meet informally or, if more than twelve (12) Directors, as a Quasi-Committee of the Whole. The Program Committee is authorized to create sub-committees as they see fit. It shall be the duty of the Program Committee to plan the annual program of the Corporation through the next Annual Meeting. Reports of the Committee shall be submitted to the Corporation periodically, as needed. The Program Committee may form subcommittees that include voting members or non-voting non-members of the Corporation in the Committee's subcommittee membership at the Committee's discretion.

B. A Membership Committee composed of a number of Director(s) determined by the President shall be appointed at the Annual Meeting by the incoming President immediately after the appointment of the Program Committee. The number of Committee members may not be reduced or enlarged during the year of their appointment except by special order of the Board. It shall be the duty of the Membership Committee to investigate new applications for regular membership and report their findings to the Committee. The Membership Committee may form subcommittees that include voting members or non-voting non-members of the Corporation in the Committee's subcommittee membership at the Committee's discretion,

C. A Finance Committee composed of a number of Director(s) determined by the President shall be appointed by the incoming President at the Annual Meeting. The number of Committee members may not be reduced or enlarged during the year of their appointment except by special order of the Corporation. It shall be the duty of the Finance Committee to prepare a budget for the next fiscal year which begins on the first day of January, and to submit it to the Board at its regular meeting in October. It shall also be the duty of the Committee, with the assistance of a certified public accountant who is not a member, to review the accounts of the Treasurer at the close of the fiscal year and to report to the Corporation at the next Annual Meeting. The outgoing Treasurer shall serve as a non-voting consultant to the Committee. The Finance Committee may form subcommittees that include voting members or non-voting

non-members of the Corporation in the Committee's subcommittee membership at the Committee's discretion,

D. A Bylaws Committee composed of a number of Director(s) determined by the President may be appointed by the President if and when needed for amending or revising the Bylaws, as recommended by the Committee. The number of Committee members may not be reduced or enlarged during the year of their appointment except by special order of the Corporation. The Finance Committee may form subcommittees that include voting members or non-voting non-members of the Corporation in the Committee's subcommittee membership at the Committee's discretion.

Section 2. Special Committees.

Special committees may be created by the Board as necessary to carry on the work of the Corporation.

ARTICLE X DISSOLUTION

In the event of dissolution of this Corporation, the assets shall be liquidated and distributed to charitable, educational, or similar organizations which shall qualify under Section 501(c)(3) of the Internal Revenue Code or current statutes. None of these funds shall inure to the benefit of any individual members.


ARTICLE XI PARLIAMENTARY AUTHORITY


The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases where they are applicable and where they are not inconsistent with governing law, these bylaws, and any special rules the Board may adopt.

ARTICLE XII AMENDMENT

These bylaws may be amended at any regular meeting, or at any special meeting called for that purpose, by a two-thirds vote of the Directors present and voting, provided that the amendment(s) have been either submitted at the previous regular meeting or in the call to any special or regular meeting. The revision date of the bylaws shall pertain to the latest date on which a pertinent resolution was originally approved, not the date of any later approval of its form.

Dated: 1/14/26 ,

Signed by: 
Heather Macpherson,
President.

Attested to by: 
Euclid Panopolis,
Secretary.

DATES OF REVISION OF THE BYLAWS: 12/10/2026 (original enactment); 1/14/2026.

SPECIAL RULES OF ORDER

1. Order of Business.

The following shall be the general order of business at a regular meeting without requiring a vote to adopt the agenda, unless additional items are added by the President, Vice-President, or two Directors in consultation with the President and Vice-President for a particular regular or special meeting, at the Officers' agreed sole discretion:

- A. Call to Order.
- B. Roll Call (including a "quorum call").
- C. Adoption of the proposed agenda.
- D. Reading and approval of the minutes and resolutions (for form only) entered and passed at the previous regular or special meeting.
- E. Reports of Officers and standing committees.
- F. Reports of special committees and presentations or reports of Directors or guests specially called by the presiding officer on the agenda.
- G. Special Orders.
- H. Unfinished Business and General Orders.
- I. New Business called for by any Director according to the rules of procedure.
- J. Adjournment.

STANDING RULES OF THE CORPORATION

1. Date and Time for Regular Meetings.

The regular meetings of the regular members/Board of Directors shall occur monthly on the second Wednesday of each month at 6:00 PM Central Time. Unless the Board is in executive session, the Board's meetings are open to the public either through Zoom or the audio telephone line made available for that purpose.

2. Length of Meetings.

Except in emergencies or when urgency so requires, no meeting shall last more than two hours in length. Any unfinished business that is not under consideration by a committee or its subcommittee will be advanced to the agenda of the next regular meeting or for a special meeting called for that purpose.

STANDING RULES FOR REMOTE MEETINGS VIA ZOOM

1. Login information.

The Zoom Operator shall send by e-mail to every regular member at least one hour before each meeting the time of the meeting and the URL and other codes necessary to connect to the Zoom, and, as an alternative for use by non-members, a telephonic audio connection included by Zoom. The Zoom Operator shall also include a copy of, or a link to, these rules.

2. Login time.

The Zoom Operator shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.

3. Signing in and out.

Members shall identify themselves as required to sign into Zoom, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out or otherwise indicate they are not present upon any departure from the meeting before adjournment.

4. Quorum calls.

The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any member demands a quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than a quorum. Any member must be physically present in the meeting to vote and may not use another member as a proxy for this purpose.

5. Technical requirements and malfunctions.

Each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting.

6. Forced disconnections.

The chair may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes.

7. Assignment of the floor.

To seek recognition by the chair, a member shall press the “React” button and select “raise hand.” Upon assigning the floor to a member, the chair shall clear any online queue of members who had been seeking recognition. To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition. A member should not use the “raise hand” feature while another member is speaking unless the other member may be interrupted under a particular rule(s).

8. Interrupting a member.

A member who intends to make a motion or request that under a particular rule(s) may interrupt a speaker shall use the “raise hand” feature while the other member is speaking, and shall thereafter wait a reasonable time for the chair’s instructions before attempting to interrupt the speaker by voice (for example stating “point of order when necessary or “division” for a roll call vote).

9. Motions submitted in writing.

When a member intends to make a main motion, to offer an amendment, or to propose instructions to a committee, the Zoom Operator shall, before or after the member is recognized by the chair, post the motion in writing to the online area designated by the Zoom Operator for this purpose, preceded by the member’s name and a number corresponding to how many written motions the member has so far posted during the meeting (e.g., “SMITH 3:”; “FRANCES JONES 2:”). If a motion is posted in writing on Zoom through screen-sharing then it is not necessary for the chair to read it to the assembly when either stating or putting the question. If the motion is sufficiently complex, the Zoom Operator may request that the motion be sent to him/her/them by email and any amendments or other matters may be noted by the chair during screen sharing.

10. Display of motions.

The Zoom Operator shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Zoom Operator, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.

11. Voting.

Unless otherwise required by the members or the rules, votes shall be taken by using the “raise hands” feature. The chair’s announcement of the voting result shall include the number of members voting on each side of the question, always including the number of “no” votes, if any; it is not necessary to record who responded by acknowledging their presence without casting a vote since abstentions are not normally counted under the rules. Business may also be conducted by unanimous consent. Anonymous votes may be taken by balloting via email according to the requirements of the bylaws or any special rules.

12. Video display.

If the number of participants is too large for all to be displayed simultaneously: The chair, the Zoom Operator, or their assistants shall cause a video of the chair (whether or not the person of the chair is visible in the video) to be displayed throughout the meeting, and shall also cause display of the member currently recognized to speak or report. Whether a member wishes to appear physically in a video of themselves in addition to being identified as present shall be at their sole discretion.

MISSION STATEMENT OF THE FBDFA

At the French Bulldog Foundation of America, we are dedicated to advancing the health, welfare, and longevity of French Bulldogs above all else through scientific research, public education, and advocacy for ethical practices.

- Our mission prioritizes functional, healthy conformation and inclusivity for all French Bulldogs regardless of non-breed standard colors or traits;
- Supports the AKC Code of Sportsmanship, encourages participation in activities, such as performance, agility, functional conformation, and related programs without show ring politics;
- Promotes ethical breeders who conduct verifiable health tests (AND screening) of both parents in accordance with or exceeding the Orthopedic Foundation for Animals (OFA) recommended breed tests;
- Maintains a transparent Breeder Information list requiring verifiable certifications from public databases like OFA/CHIC to ensure compliance with these health standards;
- Aims to fund studies on breed-specific genetics and conditions and provide grants for health-related programs.

CODE OF ETHICS

1. PURPOSE

The purpose of this Conflict of Interest and Conflict of Issues Policy (“Policy”) is to:

- Protect the integrity, reputation, and charitable purposes of the FBDFA (“the Corporation”);
- Ensure that decisions are made solely in the best interests of the Corporation and in regard to French Bulldogs or other animals generally; and
- Provide clear procedures for identifying, disclosing, and managing:
 - * Personal and financial conflicts of interest; and
 - * Conflicts of issues, especially those involving animal breeding, animal use, and animal welfare standards.

This Policy is also intended to:

- Help the Corporation comply with section 501(c)(3) requirements, including avoiding private inurement and excess benefit transactions; and
- Align with the Tennessee Nonprofit Corporation Act’s provisions on “conflicting interest transactions” for directors and officers, Tenn. Code Ann. §§ 48-58-701–703, as they may be amended.

If there is any inconsistency between this Policy and applicable Tennessee law, the statute shall control.

2. SCOPE AND COVERED PERSONS

This Policy applies to:

- Members of the Board of Directors;
- Officers;
- Employees (full-time, part-time, temporary, and contract);
- Key volunteers; and
- Any other person with decision-making authority or access to confidential information, as designated by the Board.

All such individuals are referred to as “Covered Persons.”

Key persons or others given special decision-making authority or access to confidential information should be provided with notice that the Board considers them a Covered Person and be provided with a copy of these rules. Covered Persons are not required to sign a copy of this policy for them to be governed by it.

COVERED PERSONS EXCEPTION: Although Associate Membership by itself does not make someone a “covered person” under this Code of Ethics, the FBDFA may exclude persons from Associate or Regular Membership if, in the sole discretion of the Board of Directors, that person applying for or holding Associate Membership is not sufficiently aligned with the Mission Statement of the FBDFA due to that person’s statements or activities or any other matter that reflects poorly on their association with the FBDFA.

3. KEY DEFINITIONS

3.1 Conflict of Interest (Personal or Financial)

A conflict of interest exists when a Covered Person’s personal, financial, professional, or family interests could reasonably be seen as:

- Influencing, or appearing to influence, their judgment or actions on behalf of the Corporation; or
- Where they could result in a personal benefit from decisions made in their organizational role.

Examples include, but are not limited to:

- A Covered Person or their family member owning or working for a business that sells animals, breeding services, veterinary services, supplies, or consulting services;
- A Covered Person receiving fees, commissions, gifts, or other benefits from vendors, breeders, adopters, or donors in connection with their work for the Corporation; or
- A Covered Person participating in decisions regarding contracts, grants, or employment with the Corporation that affect themselves, their family, or a business they are connected to.

Under Tennessee law, these types of situations may be referred to as “conflicting interest transactions.”

3.2 Conflict of Issues

A conflict of issues exists when a Covered Person's activities, affiliations, or public positions on animal-related issues:

- Are inconsistent with, or undermine, the Corporation's stated mission, core values, or humane standards; or
- Reasonably create the appearance that the Corporation condones practices contrary to its mission.

Examples include:

- Publicly advocating for or participating in practices the Corporation opposes (such as inhumane breeding operations, animal fighting, inhumane training methods, or substandard housing/transport of animals);
- Serving in leadership roles in organizations that promote policies or practices clearly inconsistent with the Corporation's humane standards; or
- Making public statements, endorsements, or social media content that may reasonably be perceived as contrary to the Corporation's core animal welfare positions, where the Covered Person is identified with the Corporation.

3.3 Animal Breeding Activity

For purposes of this Policy, "animal breeding activity" includes:

- Owning, operating, or working in a business, kennel, cattery, breeding program, or breeding cooperative;
- Personally breeding animals for sale, show, sport, or other purposes; or
- Receiving any direct or indirect financial or reputational benefit from the breeding, sale, or transfer of offspring.

3.4 Ethical Breeding

"Ethical breeding" means animal breeding activity that, at a minimum, complies with:

- All applicable laws and regulations;
- The Corporation's written humane standards and breeding guidelines adopted by the Board; and

- Industry-recognized best practices for animal welfare, including (as applicable) appropriate housing, socialization, veterinary care, and genetic and health screening.

Ethical breeding expressly excludes high-volume or substandard operations, “puppy mills” or similar situations, sales through brokers or pet stores, or any situation the Board determines is inconsistent with the Corporation’s animal welfare mission.

3.5 Family Member and Related Entity

- “Family Member” means a spouse, domestic partner, parent, child, sibling, in-law, or any person sharing a household with the Covered Person.
- A “Related Entity” is any business, nonprofit, or other organization in which a Covered Person or Family Member has an ownership interest greater than five percent (5%) of all outstanding voter or membership shares, a significant governance role, or from which they receive compensation of any kind other than the reimbursement for costs only.

4. GENERAL DUTIES OF COVERED PERSONS

All Covered Persons owe the Corporation the duties of loyalty, care, and obedience, including:

- Acting in the best interests of the Corporation;
- Avoiding situations where personal or financial interests conflict with organizational duties;
- Disclosing potential conflicts promptly and fully; and
- Following this Policy and any related procedures adopted by the Board.

5. CONFLICTS OF ISSUES INVOLVING ANIMAL WELFARE AND BREEDING

5.1 Humane Standards and Mission Alignment

The Corporation is dedicated to promoting humane treatment and welfare of animals. Covered Persons must:

- Refrain from participating in or supporting activities that are clearly inconsistent with the Corporation’s humane standards (for example, cruel or inhumane breeding operations, animal fighting, or inhumane training or handling practices);
- Avoid public statements or actions that reasonably appear to endorse practices the Corporation opposes; and

- Disclose any roles or affiliations related to animal use in entertainment, research, or sport that may conflict with the Corporation's mission.

Where a conflict of issues is identified, the Board may require:

- Recusal from certain decisions;
- Limitation or modification of roles; or
- In significant cases, resignation from a Covered Person role.

5.2 Animal Breeding-Related Conflicts and Regulated Ethical Breeding Exception

Because of the high risk of reputational and ethical conflicts in animal breeding, the following rules apply.

5.2.1 Disclosure Requirement

Any Covered Person engaged in animal breeding activity, personally or through a Family Member or Related Entity, must disclose this fully, including:

- The nature and scale of breeding operations;
- Species and/or breeds involved;
- Whether animals are sold, traded, shown, or otherwise transferred; and
- Any overlapping relationships with the Corporation (for example, foster or adoptive homes, shelter intakes, or rescue partnerships).

5.2.2 General Restrictions

Unless expressly authorized by the Board after full disclosure and documented review, Covered Persons may not:

- Use Corporation resources (premises, equipment, staff, volunteers, social media, mailing lists, logo, or name) to advertise or support breeding operations except for generating lists of those persons for purposes of disclosing verification or investigation of their breeding or testing standards. The Corporation may determine standards for breeders or others to qualify for the use of a humane breeding service mark and shall police the use of that mark where appropriate;

- Participate in Corporation decisions that affect any breeding operation in which they or a Family Member or Related Entity are involved (including vendor contracts, partnerships, promotions, or joint events).

5.2.3 Regulated Certified Ethical Breeding Exception

The Corporation may, but is not required to, permit persons to be listed as engaging in ethical breeding under a regulated certified breeding exception if all of the following conditions are met:

1. Written Standards. The Board has adopted written ethical breeding standards and guidelines that are consistent with the Corporation's animal welfare mission and applicable law.

2. Full Disclosure. The Covered Person's breeding activities have been fully and publicly disclosed in writing, reviewed by the Board or a designated committee, and recorded in the minutes.

3. Determination of Ethical Breeding. The Board or designated committee has made a written determination that:

- The activities qualify as ethical breeding under this Policy and the Corporation's standards; and

- The activities do not undermine the Corporation's mission or public trust.

4. Recusal. Any member is recused from any Board or organizational decisions that could materially affect their own breeding operations or confer a financial advantage on those operations.

5. Periodic Review. The Board or designated committee conducts periodic (at least annual) review of the ethical breeding relationship to confirm continued compliance with this Policy and the Corporation's standards.

The Board may revoke the ethical breeding exception at any time if it determines that the certified person's activities are no longer consistent with the Corporation's mission, welfare standards, or best interests.

5.2.4 Corporate Positions on Breeding

The Board may adopt specific positions on animal breeding, such as opposition to high-volume commercial breeding, mandatory spay/neuter for adopted animals, or limiting breeding to situations that meet ethical breeding standards. Certified must not publicly use their organizational role to advocate for positions directly contrary to those adopted positions.

6. PERSONAL AND FINANCIAL CONFLICTS OF INTEREST

In addition to breeding-related conflicts, the following are examples of personal or financial conflicts of interest:

- The Corporation entering into a transaction or contract with a Covered Person, a Family Member, or a Related Entity (for example, for construction, veterinary services, training, consulting, fundraising, marketing, or technology services);
- Setting compensation or benefits for a Covered Person; or
- Awarding grants, sponsorships, or in-kind support to entities where a Covered Person has a significant role or financial interest.

No Covered Person with a conflict of interest may:

- Vote on any matter in which they have a potential conflict or the appearance of conflict; or
- Improperly influence the deliberation or voting of others on that matter.

Transactions involving directors or officers that constitute “conflicting interest transactions” under the Tennessee Nonprofit Corporation Act must be handled in a manner consistent with Tenn. Code Ann. §§ 48-58-701–703, as they may be amended.

7. DISCLOSURE AND APPROVAL PROCEDURES

7.1 Initial and Annual Disclosure

All Covered Persons must complete a Conflict of Interest and Conflict of Issues Disclosure Form upon joining the Corporation and annually thereafter, listing:

- Any animal breeding activity;
- All positions, interests, and relationships that might present a conflict of interest or conflict of issues; and
- Any changes since the last disclosure.

7.2 Ongoing Disclosure

Covered Persons must promptly update their disclosure in writing whenever a new potential conflict of interest or conflict of issues arises, including changes in breeding activities or animal-related affiliations.

7.3 Review Process

- Disclosures will be reviewed by the Board or a designated Committee.
- The reviewing body may request additional information and determine whether a conflict exists and, if so, what management steps are appropriate (such as recusal, restrictions, conditions, or other measures).

8. STANDARDS FOR BOARD OR COMMITTEE ACTION

When a potential conflict has been disclosed:

1. The interested Covered Person may present relevant information but must then leave the meeting during the discussion and vote.
2. The disinterested Board or committee members will determine:
 - Whether a conflict of interest or conflict of issues exists;
 - Whether the proposed action or relationship is in the Corporation's best interests and consistent with its mission and welfare standards;
 - Whether the transaction or relationship is fair to the Corporation; and
 - Whether alternative arrangements could avoid or lessen the conflict.
3. Decisions shall be made by a majority vote of disinterested Board or committee members present, in accordance with Tennessee law and the Corporation's bylaws.

9. RECORDS OF PROCEEDINGS

Minutes of the Board and committees addressing conflicts shall include:

- The name of the Covered Person involved;
- The nature of the conflict of interest or conflict of issues;
- Any information the Board or committee relied on in making its decision;
- The steps taken to determine whether a conflict existed;
- The final decision, including any conditions, recusals, or restrictions on participation; and
- The names of all persons present for the discussion and the results of any votes taken.

10. VIOLATIONS AND CORRECTIVE ACTION

If the Board or designated committee has reasonable cause to believe that a Covered Person has:

- Failed to disclose a conflict;

- Ignored a recusal requirement; or
- Engaged in activities seriously inconsistent with the Corporation's humane mission (including prohibited or unethical breeding activities),

then it shall:

1. Inform the Covered Person of the concern and provide an opportunity to explain; and
2. After considering the response and any additional information, determine whether a violation occurred and, if so, take appropriate corrective action, which may include:
 - Additional training or written warning;
 - Removal from specific responsibilities;
 - Termination of employment or volunteer service; or
 - Removal from the Board or officer position in accordance with the Corporation's bylaws and applicable Tennessee law.

11. WHISTLEBLOWER PROTECTION

Covered Persons and others are encouraged to report in good faith any suspected conflicts or violations of this Policy. The Corporation will:

- Prohibit retaliation against any person who makes a good-faith report; and
- Maintain confidentiality to the extent practical and consistent with a thorough review and applicable law.

12. ANNUAL ACKNOWLEDGMENT AND PERIODIC REVIEW

- Each Covered Person shall sign an Annual Acknowledgment form stating that they:
 - * Have received, read, and understand this Policy;
 - * Agree to comply with it; and
 - * Have disclosed all known potential conflicts.
- The Board shall periodically review this Policy and related practices to ensure continuing compliance with Tennessee law, IRS guidance for section 501(c)(3) organizations, best practices for nonprofit animal welfare organizations, and the Corporation's evolving mission and standards.

13. ACKNOWLEDGMENT

I, _____, acknowledge that I have received and read the Conflict of Interest and Conflict of Issues Policy of the French Bulldog Foundation of America, a Tennessee nonprofit corporation intended to be recognized as exempt under

section 501(c)(3) of the Internal Revenue Code. I agree to comply with this Policy and to disclose any potential conflicts as required.

Signature: _____ Date: _____