

AMENDED AND RESTATED BY-LAWS
OF
BUFFALO GREYHOUND ADOPTION, INC.

ARTICLE I

Members

Section 1. Members. The membership of Buffalo Greyhound Adoption, Inc., a charitable corporation within the meaning of the New York Not-for-Profit Corporation Law (hereinafter called the “Corporation”), shall consist of all persons elected to membership as hereinafter provided. Each person shall remain a member until the annual meeting of the members that takes place in the second year after such person becomes a member, unless the person elects in writing to remain a member prior to the date of such annual meeting, provided that such person’s membership may terminate earlier if it terminates by death, resignation or expulsion. Non-transferable certificates of membership may be issued to the members.

Section 2. Eligibility. Any person, corporation, joint stock association, limited liability company, unincorporated association or partnership which is interested in the purposes of the Corporation may become a member of the Corporation upon election by a majority vote of the entire board of directors of the Corporation at any meetings of the board of directors.

Section 3. Suspension and Expulsion. Any member of the Corporation may be suspended or expelled from membership for cause by a majority vote of the entire board of directors of the Corporation in the event of failure by a member to comply with any of the by-laws, rules, regulations or other decisions of the board of directors, provided however, no member shall

be suspended or expelled without due notice and an opportunity to appear and be heard at the meeting at which such action is proposed to be taken.

Section 4. Withdrawal. Any member may withdraw from the Corporation at any time by notice in writing to the president or the secretary. The consent of the Corporation to a withdrawal shall not be necessary.

Section 5. Compensation. Members shall not receive compensation for their services to the Corporation, but they may be reimbursed for any reasonable expenses incurred on behalf of the Corporation.

ARTICLE II

Meetings of Members

Section 1. Annual Meeting. The annual meeting of the members of the Corporation, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting, shall be held at a place and time designated by the board.

Section 2. Special Meetings. Special meetings of the members, except as otherwise provided by law, may be called at any time by the board of directors or the president, and shall be called by the president or the secretary at the request in writing of one-third or more of the directors then in office or at the request in writing of ten percent (10%) or more of the members entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the objects stated in the call and matters germane thereto.

Section 3. Notice of Meetings of Members. Written notice of the place, date and hour of each meeting of the members shall be given, personally, by mail, by facsimile telecommunications or by electronic mail, to each member entitled to vote at such meeting, and,

unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. If the notice is given personally, by first class mail, by facsimile telecommunications or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting. If the notice is mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his or her address as it appears on the list of members, or, if he or she shall have filed with the secretary of the Corporation a written request that notices to him or her be mailed to some other address, then directed to him or her at such other address. If sent by facsimile telecommunications or electronic mail, notice is given when directed to the member's facsimile number or electronic mail address as it appears on the record of members or to such other facsimile number or electronic mail address as the member may specify to the secretary of the Corporation. An affidavit of the secretary or other person giving the notice or of a transfer agent of the Corporation that the notice required by this Section has been given shall be prima facie evidence of the facts therein stated.

Section 4. Waiver of Notice. Notice of any meeting of the members need not be given to any members who submit a waiver of notice whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the member signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting without protesting prior to the conclusion of the meeting

the lack of notice of such meeting shall constitute a waiver of notice by him or her. The meeting shall be duly called and held if notice is given to, or is waived by, all absent members.

Section 5. Procedure. The order of business and all other matters of procedure at every meeting of members may be determined by the presiding officer.

Section 6. Quorum. At every meeting of members, except as otherwise provided by law or these by-laws, a quorum must be present for the transaction of any business and a quorum shall be ten percent (10%) of the total of the members entitled to vote.

Section 7. Adjournments. Members entitled to vote at any meeting of members, whether or not they constitute a quorum, shall have power by a majority vote to adjourn the meeting from time to time. Subject to any notice required by law, at any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted on the original date of the meeting.

Section 8. Voting. Except as otherwise provided in the Certificate of Incorporation or by law, each member shall be entitled at every meeting of the members to one vote. Except as otherwise provided by law or these by-laws, all questions that shall come before a meeting shall be decided by a majority of votes cast. Voting by proxy shall be prohibited.

Section 9. Inspectors of Election. Two inspectors of election, neither of whom shall be a candidate for the office of director if directors are to be elected at such meeting, may be appointed by the board of directors in advance of any meeting of members or by the person presiding at such meeting, and shall be appointed by the person presiding if such appointment is requested by a member present at such meeting and entitled to vote thereat. Such inspectors shall serve at such meeting and any adjournments thereof.

Section 10. List of Members. A list of members entitled to vote, certified by the corporate officer responsible for its preparation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election or person presiding thereat, shall require such list of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list to be members entitled to vote thereat may vote at such meeting.

Section 11. Action Without A Meeting. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent, setting forth the action so taken, of all of the members entitled to vote thereon. Such consent may be written or electronic. If written, the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the members. Written or electronic consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members.

ARTICLE III

RESERVED POWERS

The following are the rights and powers of the membership as prescribed by New York Not-for-Profit Corporation Law:

- (a) To approve and interpret the statement of philosophy and mission of the Corporation including the stated purposes of the Corporation as set forth in the Certificate of Incorporation, and to require that the Corporation operates in accordance with an agreed upon strategic plan and in conformance with the Corporation's philosophy, mission and stated purposes;
- (b) To approve and amend the Certificate of Incorporation and by-laws of the Corporation;
- (c) To approve any plan of merger, consolidation or reorganization of the Corporation;
- (d) To approve any plan of dissolution of the Corporation and the distribution of the assets of the Corporation upon dissolution;
- (e) To appoint and remove, with or without cause, the directors of the Corporation;
- (f) To appoint and remove, with or without cause, the president of the Corporation; and
- (g) To approve the sale, acquisition, lease, transfer, mortgage, pledge or other alienation of real or personal property of the Corporation which constitutes all or substantially all of the assets of the Corporation.

ARTICLE IV

Directors

Section 1. Number and Qualifications. The board of directors shall be composed of at least four (4) but not more than twelve (12) directors. No decrease in the number of directors shall shorten the term of any incumbent director. Any vacancy created by an increase

in the number of directors shall be filled as provided in Section 5 of this Article. Directors must be at least eighteen years of age and must be members in good standing.

Section 2. Election and Tenure. The directors of the Corporation to be elected, except as otherwise provided by law or these by-laws, shall be elected by a plurality of the votes cast at the annual meeting of the members entitled to vote thereon and shall hold office until their successors are elected and have qualified, provided that the President, Vice President, Treasurer and Secretary shall each be elected for a term of two years with the President and Treasurer being elected in even-numbered years and the Vice President and Secretary being elected in odd-numbered years.

Section 3. Resignation. Any director of the Corporation may resign at any time by giving his or her resignation to any officer of the Corporation. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 4. Removal. Any or all of the elected directors may be removed by a vote of a majority of the members present at any meeting.

Section 5. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in the board of directors, for any reason, may be filled by vote of a majority of the members entitled to vote thereon. A director elected to fill a vacancy shall be elected to hold office until the next annual meeting of the members at which the election of directors is in the regular order of business, and until a successor is elected or appointed and qualified.

Section 6. Compensation. No director, as such, shall receive any compensation, either by way of salary, fees for attendance at meetings, or otherwise, or shall be reimbursed for his or her expenses, except pursuant to authorization of the board of directors. This

Section shall not preclude any director from serving the Corporation in any other capacity or from receiving compensation for such services and reimbursement for his or her related expenses, provided, that no such director who may benefit from such compensation may be present at or otherwise participate in any board of directors or committee deliberation or vote concerning such director's compensation. Notwithstanding the foregoing, nothing in this Section shall prohibit the board of directors, or an authorized committee thereof, from requesting that a director who may benefit from such compensation, present information as background or answer questions at a board of directors or committee meeting prior to the commencement of deliberations, or voting relating thereto. Nothing in this Section shall be construed to prohibit a director from deliberating or voting concerning compensation for service on the board that is to be made available or provided to all directors of the Corporation on the same or substantially similar terms.

Section 7. Meetings of Directors. Meetings of the board of directors shall be held at such times and at such places as may be determined by action of the board of directors or in the absence of such action by any two directors, the chairperson of the board or the president pursuant to such notice as is required by Section 8 of this Article. It is expected, but not required, that the board of directors will meet approximately monthly.

Section 8. Notice of Meetings of Board of Directors.

(a) Notice of the time and place of each meeting of the board of directors shall be given by the chairperson of the board, the president or the secretary, or by two (2) directors calling the same, to each director not less than one (1) nor more than forty-five (45) days before the meeting by (i) mailing the notice, (ii) by facsimile, or (iii) by electronic mail, or (iv) by delivering the notice to each director personally or by telephone.

(b) If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the director at his or her address as it appears in the record of directors or to such other address as the director may specify to the secretary of the Corporation in writing from time to time. If sent by facsimile, notice is given when the sender transmits it to the director's facsimile number as it appears in the record of directors or to such other facsimile number as the director may specify to the secretary of the Corporation. If sent electronically, notice is given when the sender transmits it to the director's electronic mail address as it appears in the record of directors or to such other address as the director may specify to the secretary of the Corporation. If personally by telephone, notice is given when the sender speaks with the director directly or leaves the director a message in a voice mail box or with another person at the telephone number as it appears in the record of directors or such other telephone number as the director may specify to the secretary of the Corporation.

Section 9. Waiver of Notice of Meeting. Notice of a meeting of the board of directors, or a committee thereof, need not be given to any director who submits a waiver of notice, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver, or causing his or her signature to be affixed to such waiver, by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The attendance of any director at a meeting of the board of directors, or a committee thereof, without protesting prior thereto or at its commencement the lack of notice to him or her shall constitute a waiver of notice. The meeting shall be duly called and held if notice is given to, or is waived by, all absent directors.

Section 10. Quorum. At all meetings of the board of directors, except as otherwise provided by law, the Certificate of Incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the entire board, and the vote of a majority of the directors present shall decide any question that may come before the meeting. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this Section. A majority of the directors present at any meeting, although less than a quorum, may adjourn the same from time to time, without notice other than announcement at the meeting.

Section 11. Procedure. The order of business and all other matters of procedure at every meeting of directors may be determined by the presiding officer.

Section 12. Committees of the Board.

(a) The board of directors may create committees of the board. The board shall appoint the members of such committee of the board by a majority vote of directors at a meeting, except that in the case of any executive committee or similar committee, however denominated, the appointment shall be made by a majority of the entire board. Each such committee shall have the authority of the board to the extent provided in a board resolution or in the Certificate of Incorporation or by-laws, except that no committee of any kind shall have authority as to the following matters: (1) the submission to members of any action requiring members' approval under the New York Not-for-Profit Corporation Law; (2) the filling of vacancies in the board of directors or in any committee; (3) the fixing of compensation of the directors for serving on the board of directors or on any committee; (4) the amendment or repeal of these by-laws or the adoption of new by-laws; (5) the amendment or repeal of any resolution of the board of directors

which by its terms shall not be so amendable or repealable; (6) the election or removal of officers and directors; (7) the approval of a merger or plan of dissolution; (8) the adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction; and (9) the approval of amendments to the Certificate of Incorporation. Committees of the board shall include:

i. The Executive Committee

The Executive Committee shall be comprised of the officers of the Corporation. Except for those powers expressly prohibited in Article IV, Section 12(a), the Executive Committee shall have the power to transact all regular business of the Corporation between meetings of the board of directors. The Executive Committee shall coordinate the activities and general policies of the Corporation, shall make recommendations to the board of directors with respect to managing and conducting the affairs of the Corporation, shall review all operations, transactions and business to assure the best interests of the Corporation will be served, and shall meet and act as otherwise instructed by the board of directors.

ii. The Nominating Committee

The Nominating Committee shall review the qualifications, experience, and independence of potential directors and officers and submit candidates to the membership for election at the annual meeting of the members. Individual members may submit the names of potential candidates to the Nominating Committee for consideration.

(b) The board of directors may designate one or more directors as alternate members of a committee, who may replace any absent member or members at any meeting of such committee.

Section 13. Committees of the Corporation. Committees, other than committees of the board shall be committees of the Corporation. No such committee shall have the authority to bind the board of directors. The chairpersons and members of such committees of the Corporation, who may be non-directors, shall be appointed by the board of directors by a majority vote of directors at a meeting. Committees of the Corporation shall include:

i. The Adoption Committee

The Adoption Committee shall oversee all duties regarding the greyhounds, including finding responsible and loving homes for dogs. The Adoption Committee is responsible for organizing and overseeing any dog-related subcommittees. The Adoption Committee is responsible for procuring, slating, fostering, and placement of greyhounds and other dogs, as well as managing problems, lost, and returned dogs.

ii. The Public Relations Committee

The Public Relations Committee shall oversee any activities where Corporation is interfacing with the community, including educating the public about greyhounds and other sight hounds and informational events. The Public Relations Committee is responsible for organizing and overseeing any public relations sub-committees. The Public Relations Committee must ensure that the Corporation puts forth the appropriate image in the community.

iii. The Communications Committee

The Communications Committee shall oversee all communications of the Corporation and its systems, such as the website, newsletters, flyers, mail and phone systems. The Communications Committee is responsible for organizing and overseeing any communication sub-committees. The Communications Committee is also responsible for growing and retaining membership and reviewing membership applications.

iv. The Fundraising Committee

The Fundraising Committee shall oversee all projects and events that are established for the purpose of bringing money into the organization, such as fundraisers and merchandising events. The Fundraising Committee is responsible for organizing and overseeing any fundraising sub-committees.

Section 14. Annual Report. The board of directors shall keep a fair record of all of the transactions of the Corporation, a report of which, prepared in accordance with the provisions of the New York Not-For-Profit Corporation Law, shall be presented at each annual meeting of the members. The report shall be filed in the Corporation's records and a copy of the report shall be entered in the minutes of the proceedings of the annual meeting of members.

Section 15. Action Without A Meeting. Any action required or permitted to be taken by the board of directors, or any committee thereof, may be taken without a meeting if all members of the board of directors or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent, or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the consents thereto shall be filed with the minutes of the proceedings of the board of directors or the committee.

Section 16. Meetings by Conference Telephone or Electronic Video Screen Communication. Any one or more members of the board of directors, or of any committee thereof, who is not physically present at a meeting of the board of directors or committee may participate

by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board of directors or committee.

Section 17. Audit Oversight.

(a) If, at any time, the Corporation is required to file an independent certified public accountant's audit report with the attorney general pursuant to Section 172-b(1) of the New York Executive Law (or such successor provision thereto), the board of directors, or a designated audit committee of the board comprised solely of independent directors (as defined in the New York Not-for-Profit Corporation Law), shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements in accordance with the requirements of this Section.

(b) Only independent directors may participate in any board or committee deliberations or voting relating to matters set forth in this Section, provided that nothing in this paragraph shall prohibit the board or designated audit committee from requesting that a person with an interest in the matter present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.

Section 18. Policy Oversight.

(a) The Board shall adopt, and oversee the implementation of, and compliance with, the Corporation's conflict of interest policy and whistleblower policy, as required by the New York Not-for-Profit Corporation Law.

(b) Directors who are employees may not participate in any Board or committee deliberations or voting relating to administration of the whistleblower policy.

ARTICLE V

Officers

Section 1. Officers. At the annual meeting of the members of the Corporation, the members shall designate from the directors elected pursuant to Article IV, Section 2, officers of the Corporation which shall include: a president, a vice president, a secretary, a treasurer, and such additional officers as the members may deem desirable. The President and Treasurer shall be designated on even-numbered years and the Vice President and Secretary will be designated on odd-numbered years. Such additional officers shall exercise such powers and perform such duties as usually pertain to their respective offices or as are properly delegated or assigned to them from time to time by the members.

Section 2. Term of Office. The officers of the Corporation, unless otherwise determined by the directors, shall hold office for a term of two years from the date such officer is elected or until their successors are elected and have qualified. Any officer may be removed at any time with or without cause by the board of directors. Vacancies in any office shall be filled by the board of directors.

Section 3. The President and Vice President. The president shall be the chief administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation. The President shall preside at all meetings of the board of directors and the members. The president shall perform all such other duties as usually pertain to the office or are properly required by the board of directors. No employee of the Corporation shall serve as president of the board or hold any other title with similar responsibilities,

unless the board approves such employee serving as president of the board by a two-thirds vote of the entire board and contemporaneously documents in writing the basis for the board approval; provided, however, that no such employee shall be considered an independent director.

The Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the board.

Section 4. The Secretary and Assistant Secretaries. The secretary shall issue notices of all meetings of directors where notices of such meetings are required by law or these by-laws. The secretary shall attend all meetings of the board of directors and keep the minutes thereof. The secretary shall affix the corporate seal to and sign such instruments as require the seal or his or her signature and shall perform such other duties as usually pertain to the office or as are properly required by the board of directors.

The assistant secretaries, if any, or another officer or director of the Corporation may, in the absence or disability of the secretary, or at his or her request, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the board of directors shall prescribe.

Section 5. The Treasurer and Assistant Treasurers. The treasurer shall have the care and custody of all moneys and securities of the Corporation. The treasurer shall keep full and accurate accounts of all the moneys received by him or her and paid by him or her on account of the Corporation. The treasurer shall make and sign such reports, statements and instruments as may be required by the board of directors or by the laws of the United States or of any state in

which the Corporation operates, and shall perform such other duties as usually pertain to the office or as are properly required by the board of directors.

The assistant treasurers, if any, may, in the absence or disability of the treasurer, or at his or her request, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors shall prescribe.

Section 6. Officers Holding Two or More Offices. Any two or more of the above-mentioned offices, except those of president and secretary, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 7. Temporary Transfer of Powers and Duties. In case of the absence or illness of any officer of the Corporation, or for any other reason that the board of directors may deem sufficient, the board of directors may delegate and assign, for the time being, the powers and duties of any officer to any other officer or to any director.

Section 8. Compensation. The compensation, if any, of all officers shall be fixed by the board of directors or a committee thereof, provided, that no such officer who may benefit from such compensation may be present at or otherwise participate in any board of directors or committee deliberation or vote concerning such officer's compensation. Notwithstanding the foregoing, nothing in this Section shall prohibit the board of directors or an authorized committee thereof from requesting that an officer who may benefit from such compensation present information as background or answer questions at a board of directors or committee meeting prior to the commencement of deliberations or voting relating thereto. The compensation of other employees, if any, shall be fixed by the president or other officers or employees, subject to any limitations prescribed by the board of directors or a committee thereof.

ARTICLE VI

Indemnification

The Corporation shall indemnify each person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a director or officer of the Corporation, or, while a director or officer, serves or served, at the request of the Corporation, any other corporation, partnership, joint venture or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided, further, that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Corporation has given its prior consent to such settlement or other disposition.

The Corporation shall advance or promptly reimburse any director or officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon request by or on behalf of such person and receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

ARTICLE VII

Miscellaneous

Section 1. Form of Seal. The seal of the Corporation shall be in such form as the directors shall determine.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise provided by the board of directors.

Section 3. Amendment. These by-laws may be added to, amended, or repealed by at least a majority of the members present at any regular meeting or any special meeting, if at least seven (7) days' written notice is given of intention to add to, alter, amend or repeal at such meeting.