

**BYLAWS
OF THE
RHODESIAN RIDGEBACK RESCUE, INC.**

(formed under the Virginia Nonstock Corporation Act)

ARTICLE I
Offices

Section 1.01 Location. The principal office of the Corporation shall be located within the Commonwealth of Virginia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the Commonwealth of Virginia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II
Statement of Purpose and Governance

Section 2.01 Statement of Purpose. The Corporation shall be operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. The purposes for which the Corporation is formed are to provide services in the form of quality shelter and care of unwanted, neglected, and/or abused Rhodesian Ridgebacks until proper homes for said animals can be found.

Section 2.02 Governance. The Corporation shall be a non-membership organization and shall be governed by a Board of Directors as set forth below.

ARTICLE III
Board of Directors

Section 3.01 Power of Board and Qualification of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of the Board of Directors. A director need not be a resident of the Commonwealth of Virginia.

Section 3.02 Number of Directors. The number of directors constituting the entire Board of Directors shall be not less than one (1) or more than fifteen (15). The number of directors may be increased or decreased by amendment of the Bylaws or by a two-thirds majority vote of the Board of Directors.

Section 3.03 Election and Term of Directors. As provided in the Articles of Incorporation, at each annual meeting of the Board of Directors, the incumbent directors shall elect the succeeding year's directors. Each officer of the Corporation, by virtue of election to his or her officer

position, shall also be a member of the Board, and shall hold office for a term concurrent with the term of his or her officer position and until his or her successor has been elected and qualified. Each remaining director shall hold office for a term of one year until the next annual meeting of the Board or for the term for which he or she is elected and until his or her successor has been elected and qualified.

Section 3.04 Newly-Created Directorships and Vacancies. Newly-created directorships, resulting from an increase in the number of directors, and vacancies occurring in the Board for any reason, may be filled by the incumbent directors, subject to the provisions of Section 3.03 of these Bylaws, by a simple majority vote of the Board of Directors at any annual or special meeting. If the directors remaining in office constitute fewer than a quorum of the Board, the vacancy may be filled by the vote of a majority of directors remaining in office. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors and until his or her successor is elected and qualified.

Section 3.05 Removal of Directors. Except as otherwise provided in the Articles of Incorporation, any one or more of the directors may be removed with or without cause at any time by a two-thirds majority vote of the Board of Directors.

A director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes of the meeting, is the removal of the director.

Section 3.06 Resignation. Any director may resign at any time by delivering written notice to the Board of Directors, its chairman, the President or the Corporate Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 3.07 Quorum of Directors and Voting. Unless a greater proportion is required by law or by the Articles of Incorporation or these Bylaws, a majority of the number of directors in office shall constitute a quorum for the transaction of business or of any particular business, and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 3.08 Meetings of the Board. An annual meeting of the Board of Directors shall be held each year at such time and place, in or out of the Commonwealth of Virginia, as shall be fixed by the Board, for the election of officers and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board, if any, the Vice-Chairman of the Board, if any, the President, the Corporate Secretary, or any two directors.

Regular and special meetings of the Board of Directors may be held at such places in or out of the Commonwealth of Virginia.

No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each director as is prescribed by resolution of the Board.

A notice, or waiver of notice, need not describe the purpose of any special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 3.09 Actions by Directors in Lieu of Meetings. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken. For these purposes, facsimile signatures shall be considered actual signatures.

Section 3.10 Electronic, Telephone, and Similar Meetings. The directors may participate in and hold a meeting via electronic means, including without limitation, video conferencing, electronic mail and Internet relay chat or similar communication mediums, by means of which all persons participating in the meeting can hear, interact or communicate with each other. Participation in such meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.11 Compensation of Directors. The Corporation may not pay compensation to directors for services rendered.

ARTICLE IV

Committees

Section 4.01 Committees. A majority of the Board of Directors may create one or more committees and appoint the individuals who serve on them. Each committee may have two or more members who serve at the pleasure of the Board. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board, except that a committee may not exercise authority prohibited by law.

Section 4.02 Committee Rules. Sections 13.1-864 through 13.1-868 of the Virginia Nonstock Corporation Act as now in effect or as may hereafter be amended, or any other statutory provision governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members as well.

Section 4.03 Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a director with the standards of conduct described in § 13.1-870 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended.

ARTICLE V
Officers, Agents and Employees

Section 5.01 Officers. The Board of Directors shall elect by a majority vote a President, Vice President, Corporate Secretary and Treasurer and such other officers as determined by the Board of Directors. The same individual may simultaneously hold more than one office.

Section 5.02 Term of Office and Removal. Each officer shall hold office for a term of two years and until his or her successor has been elected and qualified. All officers shall be elected at the annual meeting of the Board. Any officer may be removed by the Board of Directors at any time with or without cause.

Section 5.03 Resignation. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

Section 5.04 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board of Directors and, to the extent not so provided, as generally to pertain to their respective offices.

A. *President.* The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. *Vice-President.* In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. *Corporate Secretary.* The Corporate Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors, and for authenticating the records of the Corporation, and shall give or cause to be given all notices in accordance with these

Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Corporate Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board of Directors may require, for which he or she shall be reimbursed.

Section 5.05 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.06 Compensation of Officers, Agents and Employees. The Corporation may not pay compensation to officers for services rendered. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

ARTICLE VI *Miscellaneous*

Section 6.01 Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 6.02 Corporate Seal. The corporate seal shall be in a form, bearing the name of the Corporation thereon and containing the words 'Corporate Seal' and 'Virginia' and the year the Corporation was formed, as may be approved from time to time by the Board of Directors.

Section 6.03 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04 Books and Records. The Corporation shall keep at its office correct

and complete books and records of the account, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.05 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation of the Corporation may be adopted, amended or repealed in whole or in part by a two-thirds majority vote of the Board of Directors pursuant to the procedure outlined in § 13.1-885 of the Virginia Nonstock Corporation Act as now in existence or as may hereafter be amended. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a by a two-thirds majority vote of the Board of Directors.

Section 6.06 Indemnification and Insurance. The Corporation may indemnify any director, any former director, any person who while a director of the Corporation may have served at its request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with the Corporation that his conduct was in the best interest of the Corporation; and in all other cases that his conduct was at least not opposed to the best interests of the Corporation; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Corporation in which the director, trustee officer employee or agent was judged liable to the Corporation, or (2) in which improper personal benefit is charged.

The Corporation shall upon order of a court of competent jurisdiction indemnify a director who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director of the Corporation, for reasonable expenses incurred by him in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of § 13.1-878 of the Virginia Nonstock Corporation Act are met.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to acts occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him which arises out of such person's status in such capacity or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or otherwise, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in edict or as may hereafter be amended ('the Code'). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.