

BYLAWS
OF
THE RHODESIAN RIDGEBACK CHARITABLE FOUNDATION

ARTICLE I OFFICES

Section 1.1 Business Offices. The principal office of the corporation shall be located at 2721 Scenic Drive, Muskegon, Michigan 49445. The corporation may have such other offices, either within or outside Michigan, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the Colorado Revised Nonprofit Corporation Act (the “Act”) to be maintained in Colorado may be, but need not be, the same as the principal office if in Colorado, and the address of the registered office may be changed from time to time by the board of directors or by the officers of the corporation.

ARTICLE II NO MEMBERS

The corporation shall have no members, as provided by Article VI of the Articles of Incorporation.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers. The business and affairs of the corporation shall be managed by its board of directors, except as otherwise provided in the Act, the articles of incorporation or these bylaws.

Section 3.2 Initial Directors. The initial directors of the corporation, as appointed by the initial incorporator in the Organizational Resolutions of the Incorporator of The Rhodesian Ridgeback Charitable Foundation, effective December __, 2015, are: Jane N. Missimer, Judy Lichtman, Christopher Demery, Susan Newman, Bill Sahloff, and Rosann Sexton.

Section 3.3 Number, Nomination, Classes, Election, Tenure. The number of directors of the corporation shall be not less than 3 or more than 9. Any action of the board of directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws effecting such increase or decrease. Directors shall be elected by written ballot. Each candidate shall be voted on with a yes or no vote by each existing director. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board. After the initial term which shall be two years, the terms of the directors shall be staggered in accordance with the following provisions: The total number of directors shall be divided into two groups, with each group containing one-half of the total, as near as may be. The terms of directors in the first group shall expire at the end of the calendar year following their year of election, and the terms of the directors in the second group expire at the end of the second calendar year following their year of election. After the initial term and upon the expiration of the first staggered terms, directors shall be elected for terms of three years to succeed those whose terms expire.

Section 3.4 Vacancies. Any director may resign at any time by giving written notice to the chair of the board or to the president of the corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed in the manner provided by the Act. Any vacancy occurring in the board of directors may be filled by a vote of the remaining directors. A director elected to fill a vacancy shall be appointed for the unexpired term of such director's predecessor in the office.

Section 3.5 Annual Meeting & Regular Meetings. An annual meeting of the board of directors shall be held during the last four months of each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings. No notice shall be required other than such resolution.

Section 3.6 Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair of the board, the president or two or more directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.7 Notice. Except as allowed by Section 3.4, notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at the director's business address at least 24 hours prior thereto by the mailing of written notice by first class, certified or registered mail, or at least one day prior thereto by personal delivery of written notice or by telephonic, E-mail, telegraphic, telex or facsimile notice (and the method of notice need not be the same as to each director). If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid. If telegraphed, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. If transmitted by telex, email or facsimile, such notice shall be deemed to be given when the transmission is completed. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 3.8 Waiver of Notice. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.9 Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 3.10 Quorum and Voting. One third of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 3.11 Compensation. The board of directors shall not be compensated. Directors may be paid their reasonable expenses incurred in connection with attendance at board or committee meetings. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity, subject to the provisions of the articles of incorporation, the Internal Revenue Code (the "Code") and Section 8.5 of these bylaws.

Section 3.12 Meetings by Telephone. Members of the board of directors or any committee thereof may participate in a meeting of the board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 3.13 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing (which shall include written consent set forth in electronic mail), setting forth the action so taken, shall be signed by a majority of the directors or committee members entitled to vote with respect to the subject matter thereof, in compliance with the standards set forth in Section 3.9, above. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

ARTICLE IV COMMITTEES

Section 4.1 Committees. All committees so designated below shall be chaired by a director of the corporation.

Section 4.2 Executive Committee.

(a) *Designation*. There may, but shall not be required, an Executive Committee of the board of directors which shall consist of three directors, and such officers of the corporation, or other persons, as the board of directors shall deem appropriate and in the best interests of the corporation, which Executive Committee may be elected by the board with a two-thirds vote, for a term of one year. As appointed by the board of directors, the chair of the board or the president shall serve as chair of the Executive Committee.

(b) *Powers*. The Executive Committee shall have such powers to act on behalf of the board of directors of the corporation as may be delegated to the Executive Committee by the board of directors of the corporation.

Section 4.3 Audit Committee.

(a) *Designation.* There may, but shall not be required, an Audit Committee of the board of directors. The chair of the Audit Committee shall be the treasurer for the corporation and the term of the chair shall coincide with that of the treasurer. The Audit Committee may be elected by the board of directors of the corporation for a term of one year. No director shall serve more than three consecutive one-year terms as a member of the Audit Committee.

(b) *Powers.* The Audit Committee shall recommend to the board of directors annually whether or not and who shall be employed as the independent auditors of the corporation, shall visit with such auditors, shall receive and review the annual books, accounting compilation, accounting review or audit and related reports and shall perform such other duties as the board of directors may from time to time direct.

Section 4.4 Grant Committee.

(a) *Designation.* There may, but shall not be required, a Grant Committee of the board of directors which shall consist of a committee chair who shall be a member of the board of directors. The committee shall consist of at least one other member, who may or may not be a member of the board of directors. The committee chair and members shall be designated as the board of directors shall deem appropriate and in the best interests of the corporation

(b) *Powers.* The Grant Committee shall have such powers to act on behalf of the board of directors of the corporation as may be delegated to the Grant Committee by the board of directors of the corporation. If delegated, the Grant Committee shall review proposals on a semi-annual basis as set forth in its guidelines. The purpose of the Grant Committee is to set, and review, when necessary, the corporation's funding priorities, eligibility requirements and grant making guidelines and standards for the corporation. The Grant Committee may designate a secretary for committee meetings, and shall keep regular minutes of its proceedings. Such records shall be reported to the board from time to time as the board may require.

Section 4.5 Other Committees. The board of directors may designate such additional committees as it deems necessary or desirable. The board of directors shall appoint the members of such additional committees in the manner, for the terms and with such duties and functions as may be prescribed by the board of directors.

Section 4.6 Meetings. Each committee shall meet from time to time on the call of its chair, the chair of the board of the corporation or of any two or more members of the committee, such meetings to be held at the date, time and place as may be designated in the notice of the meeting given by the person so authorized by these bylaws. Notice of the date, time and place of each meeting of the committee shall be given to each member of the committee either in person, by mail, telegraph or telephone, no later than one day prior to the meeting; such notice need not state the purpose or purposes of the meeting. The committee shall keep regular minutes of its meetings and proceedings.

Section 4.7 Quorum. At any meeting of a committee, a majority of members thereof shall constitute a quorum. The acts of a majority of the members of the committee at a meeting at which a quorum is present shall be the acts of the committee.

Section 4.8 Vacancies. Vacancies on any committee shall be filled by the board of directors at a regular meeting of the board or at any special meeting called for that purpose.

ARTICLE V OFFICERS AND AGENTS

Section 5.1 Number and Qualifications. The elected officers of the corporation shall be a president, one or more vice-presidents, a secretary and a treasurer. The board of directors may also appoint such other officers as it deems necessary, including a chair of the board or one or more vice-chairs. One person may hold more than one office, except no person may hold the office of president and treasurer simultaneously. All officers must be at least eighteen years old.

Section 5.2 Election and Term of Office. The elected officers of the corporation shall be elected by the board of directors at each regular annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

Section 5.3 Compensation. Officers may receive compensation and may receive reimbursement for out-of-pocket expenses incurred in their officer-related duties. Any compensation must be reasonable compensation for services rendered to or for the benefit of the corporation, subject to the provisions of the articles of incorporation, the Code and Section 8.5 of these bylaws. However, during any period in which the corporation is a private foundation as described in section 509(a) of the Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Code.

Section 5.4 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 5.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 5.6 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the chair of the board, the president, the board of directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) *President.* The president of the board, if elected, shall (i) preside at all meetings of the board of directors; (ii) see that all orders and resolutions of the board of directors are carried into effect; and (iii) perform all other duties incident to the office of president of the board and as from time to time may be assigned to the president by the board of directors. Furthermore, the president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) see that all orders and resolutions of the board of directors are carried into effect; (iii) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the board of directors, and (iv) if there is no chair of the board, perform the duties of the chair.

(b) *Vice-President.* The vice-president, if any, shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice-president (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-president) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(c) *Secretary.* The secretary shall (i) keep the minutes of the proceedings of the board of directors and all committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) *Treasurer.* The treasurer shall (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

Section 5.7 Surety Bonds. The board of directors shall not be required to, but may as appropriate, require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all

books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the corporation.

ARTICLE VI INDEMNIFICATION

Section 6.1 Definitions. For purposes of this Article VI, the following terms shall have the meanings set forth below:

(a) *"Corporation"* means the corporation and, in addition to the resulting or surviving corporation, any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b) *"Expenses"* means the actual and reasonable expenses, including attorneys' fees, incurred by a party in connection with a proceeding.

(c) *"Liability"* means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to a private corporation or an employee benefit plan) or expense incurred with respect to a proceeding.

(d) *"Official Capacity"* when used with respect to a director of the corporation means the office of director in the corporation, and when used with respect to a person in a capacity other than as a director (even if such person is also a director) means the office in the corporation held by the officer or the employment relationship undertaken by the employee on behalf of the corporation in the performance of his or her duties in his or her capacity as such officer or employee. "Official capacity" does not include service for any other foreign or domestic corporation or for any partnership, joint venture, trust, other enterprise or employee benefit plan when acting directly on behalf of such other corporation, partnership, joint venture, trust, enterprise or plan as a director, officer, employee, fiduciary or agent thereof.

(e) *"Party"* means any person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding by reason of the fact that such person is or was a director, officer or employee of the corporation, and any person who, while a director, officer or employee of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan. A party shall be considered to be serving an employee benefit plan at the corporation's request if such party's duties to the corporation also impose duties on or otherwise involve services by such party to the plan or to participants in or beneficiaries of the plan.

(f) *"Proceeding"* means any threatened, pending or completed action, suit or proceeding, or any appeal therein, whether civil, criminal, administrative, arbitral or investigative (including an action by the corporation) and whether formal or informal.

Section 6.2 Right to Indemnification.

(a) *Standards of Conduct.* Except as provided in Section 6.2(d) below, the corporation shall indemnify any party to a proceeding against liability incurred in or as a result of the proceeding if (i) such party conducted himself or herself in good faith; (ii) such party reasonably believed (A) in the case of a director acting in his or her official capacity, that his or her conduct was in the corporation's best interests, or (B) in all other cases, that such party's conduct was at least not opposed to the corporation's best interests; and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under this Section 6.2, any party acting in his or her official capacity who is also a director of the corporation shall be held to the standard of conduct set forth in Section 6.2(a)(ii)(A), even if such party is sued solely in a capacity other than as such director.

(b) *Employee Benefit Plans.* A party's conduct with respect to an employee benefit plan for a purpose such party reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirements of Section 6.2(a)(ii)(B). A party's conduct with respect to an employee benefit plan for a purpose that such party did not reasonably believe to be in the interests of the participants in or beneficiaries of the plan shall be deemed not to satisfy the requirements of Section 6.2(a)(i).

(c) *Settlement.* The termination of any proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not of itself determinative that the party did not meet the applicable standard of conduct set forth in Section 6.2(a).

(d) *Indemnification Prohibited.* Except as hereinafter set forth in this Section 6.2(d), the corporation may not indemnify a party under this Section 6.2 either (i) in connection with a proceeding by the corporation in which the party is or has been adjudged liable for gross negligence or willful misconduct in the performance of the party's duty to the corporation; or (ii) in connection with any proceeding charging improper personal benefit to the party, whether or not involving action in the party's official capacity, in which the party was adjudged liable on the basis that personal benefit was improperly received by the party (even if the corporation was not thereby damaged). Notwithstanding the foregoing, the corporation shall indemnify any such party if and to the extent required by the court conducting the proceeding, or any other court of competent jurisdiction to which the party has applied, if it is determined by such court, upon application by the party, that despite the adjudication of liability in the circumstances in clauses (i) and (ii) of this Section 6.2(d) or whether or not the party met the applicable standard of conduct set forth in Section 6.2(a), and in view of all relevant circumstances, the party is fairly and reasonably entitled to indemnification for such expenses as the court deems proper in accordance with the Act.

(e) *Claims by Corporation.* Indemnification permitted under this Section 6.2 in connection with a proceeding by the corporation shall be limited to expenses incurred in connection with the proceeding.

(f) *Combined Proceedings.* If any claim made by the corporation against a party is joined with any other claim against such party in a single proceeding, the claim by the

corporation (and all expenses related thereto) shall nevertheless be deemed the subject of a separate and distinct proceeding for purposes of this Article.

Section 6.3 Prior Authorization Required. Any indemnification under Section 6.2 (unless ordered by a court) shall be made by the corporation only if authorized in the specific case after a determination has been made that the party is eligible for indemnification in the circumstances because the party has met the applicable standard of conduct set forth in Section 6.2(a) and after an evaluation has been made as to the reasonableness of the expenses. Any such determination, evaluation and authorization shall be made by the board of directors by a majority vote of a quorum of such board, which quorum shall consist of directors not parties to the subject proceeding, or by such other person or body as permitted by law.

Section 6.4 Success on Merits or Otherwise. Notwithstanding any other provision of this Article VI, the corporation shall indemnify a party to the extent such party has been successful, on the merits or otherwise, including, without limitation, dismissal without prejudice or settlement without admission of liability, in defense of any proceeding to which the party was a party against expenses incurred by such party in connection therewith.

Section 6.5 Advancement of Expenses. The corporation shall pay for or reimburse the expenses, or a portion thereof, incurred by a party in advance of the final disposition of the proceeding if (a) the party furnishes the corporation a written affirmation of such party's good-faith belief that he or she has met the standard of conduct described in Section 6.2(a)(i); (b) the party furnishes the corporation a written undertaking, executed personally or on behalf of such party, to repay the advance if it is ultimately determined that the party did not meet such standard of conduct; and (c) authorization of payment and a determination that the facts then known to those making the determination would not preclude indemnification under this Article have been made in the manner provided in Section 6.3. The undertaking required by clause (b) must be an unlimited general obligation of the party, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 6.6 Payment Procedures. The corporation shall promptly act upon any request for indemnification, which request must be in writing and accompanied by the order of court or other reasonably satisfactory evidence documenting disposition of the proceeding in the case of indemnification under Section 6.4 and by the written affirmation and undertaking to repay as required by Section 6.5 in the case of indemnification under such Section. The right to indemnification and advances granted by this Article shall be enforceable in any court of competent jurisdiction if the corporation denies the claim, in whole or in part, or if no disposition of such claim is made within ninety days after written request for indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification is made. A party's expenses incurred in connection with successfully establishing such party's right to indemnification, in whole or in part, in any such proceeding shall also be paid by the corporation.

Section 6.7 Insurance. By action of the board of directors, notwithstanding any interest of the directors in such amounts as the board of directors deems appropriate to protect itself and any person who is or was a director, officer, employee, fiduciary or agent of the corporation, or who, while a director, officer, employee, fiduciary or agent of the corporation, is

or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise or employee benefit plan against any liability asserted against or incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under applicable provisions of law or this Article. Any such insurance may be procured from any insurance company designated by the board of directors, whether such insurance company is formed under the laws of Colorado or any other jurisdiction, including any insurance company in which the corporation has an equity or any other interest, through stock ownership or otherwise. The corporation may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

Section 6.8 Right to Impose Conditions to Indemnification. The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as may appear appropriate to the board of directors in each specific case and circumstances, including, but not limited to, any one or more of the following: (a) that any counsel representing the party to be indemnified in connection with the defense or settlement of any proceeding shall be counsel mutually agreeable to the party and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the party to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified party's right of recovery, and that the party to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 6.9 Other Rights and Remedies. Except as limited by law, the indemnification provided by this Article shall be in addition to any other rights which a party may have or hereafter acquire under any law, provision of the articles of incorporation, any other or further provision of these bylaws, vote of the board of directors, agreement, or otherwise.

Section 6.10 Applicability; Effect. The indemnification provided in this Article shall be applicable to acts or omissions that occurred prior to the adoption of this Article, shall continue as to any party entitled to indemnification under this Article who has ceased to be a director, officer or employee of the corporation or, at the request of the corporation, was serving as and has since ceased to be a director, officer, partner, trustee, employee, fiduciary or agent of any other domestic or foreign corporation, or of any partnership, joint venture, trust, other enterprise or employee benefit plan, and shall inure to the benefit of the estate and personal representatives of each such person. The repeal or amendment of this Article or of any Section or provision hereof that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and each party covered hereby.

Section 6.11 Indemnification of Agents. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Article to the fullest extent permissible by the laws of Colorado. Unless otherwise provided in any separate indemnification arrangement, any such indemnification shall be made only as authorized in the specific case in the manner provided in Section 6.3.

Section 6.12 Savings Clause; Limitation. If this Article or any Section or provision hereof shall be invalidated by any court on any ground, then the corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of this Article that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the corporation as an organization described in section 501(c)(3) of the Code, or that would result in the imposition of any liability under section 4941 of the Code.

ARTICLE VII PURPOSE, RESTRICTIONS

Section 7.1 General. The purposes of the corporation is to: foster and promote the public's knowledge and appreciation of dogs in general and Rhodesian Ridgebacks in particular; further the understanding, care, and treatment of the diseases, genetic anomalies, and other ailments and injuries that affect dogs in general and Rhodesian Ridgebacks in particular; promote and assist in the development, publication and dissemination of educational materials about the proper care, treatment, breeding, health, development, general welfare and training of Rhodesian Ridgebacks; support and promote the study of and research on the history, character, breeding, genetics, and particular health problems of Rhodesian Ridgebacks; educate the public about responsible dog ownership; and to enhance the public's awareness of and promote participation in recreational activities available to dogs in general and to Rhodesian Ridgebacks in particular.

Section 7.2 Contributions, Special Funds. The corporation may accept contributions, grants, bequests or devises designated to and consistent with its purposes. The designation of funds shall not, however, restrict the corporation's ownership, dominion and control of the designated funds in any manner which is inconsistent with the corporation's duties and powers as an organization described in Section 501(c)(3) of the Code.

Section 7.3 Provisions Regarding Private Foundation Status. If the corporation is at any time deemed to be a private foundation pursuant to the Code, then the following provisions shall apply.

7.3.1 The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or the corresponding section of any future federal tax code.

7.3.2 The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code, or the corresponding section of any future federal tax code.

7.3.3 The corporation will not retain any excess business holdings as defined in section 4943(c) of the Code, or the corresponding section of any future federal tax code.

7.3.4 The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code.

7.3.5 The corporation will not make any taxable expenditures as defined in section 4945(d) of the internal revenue code or the corresponding section of any future federal tax code.

ARTICLE VIII MISCELLANEOUS

Section 8.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or by the authorized agent or attorney of any such person, for any proper purpose at any reasonable time.

Section 8.2 Public Accountability. The corporation shall provide for all financial reports necessary or desirable for a charitable organization exempt from tax under Section 501(c)(3) of the Code. The corporation may provide for an annual independent audit of its financial affairs. The corporation shall publish and make available to the general public all tax applications and returns as appropriate for a charitable organization exempt from tax under Section 501(c)(3) of the Code.

Section 8.3 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 8.4 Conveyances and Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 8.5 Conflicts of Interest.

(a) From time to time potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is the policy of the corporation to deal with such conflicts in as open and appropriate a way as possible.

(b) If any person who is a director or officer of the corporation is aware that the corporation is about to make a grant to or otherwise enter into any transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including, without limitation, as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (i) promptly inform those charged with approving the transaction on behalf of the corporation of such person's interest or position;

(ii) disclose any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (iii) not be entitled to vote on the decision to enter into such transaction. Notwithstanding the foregoing, the corporation shall not enter into any transaction in violation of the restrictions set forth in the corporation's articles of incorporation.

(c) In the event the corporation awards any grant or otherwise enters into any transaction that involves any actual or potential conflict of interest, the fact of the conflict and of compliance by all parties with the requirements of Section 8.5(b) shall be recorded in the minutes of the proceedings approving such grant or other transaction.

(d) The directors, officers, employees and agents of the corporation shall also faithfully observe and comply with any other policies or procedures adopted by the corporation from time to time to assure that conflicts of interests and any other matters bearing on the proper and ethical conduct of corporate affairs are appropriately and effectively monitored, disclosed and dealt with in furtherance of the best interests of the corporation.

Section 8.6 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 8.7 References to the Code. All references in these bylaws to provisions of the Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 8.8 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors; provided, however, that no alteration, amendment or repeal shall become effective in contravention of the Colorado Nonprofit Corporation Law or without any review or filing which may from time to time be required thereunder.

Section 8.9 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

CERTIFICATE

Effective this _____ day of December, 2015, the undersigned incorporator and director of The Rhodesian Ridgeback Charitable Foundation hereby certifies that the foregoing is a true and correct copy of the bylaws of the corporation, duly adopted by the board of directors and in full force and effect.

By: JANE N. MISSIMER
Its: Incorporator and Director