

RING DOG RESCUE, INC.
BYLAWS

ARTICLE I
GENERAL PROVISIONS

1.1 Definitions. The following terms used in these Bylaws shall have the meanings set forth below.

- "Act" means the Virginia Nonprofit Corporation Act, Va. Code Ann. § 13.1-801, et. seq.
- "Board" means the Board of Directors of the Corporation.
- "Commonwealth" means the Commonwealth of Virginia.
- "Corporation" means the Ring Dog Rescue, Inc.
- "Director" means an individual serving on the Board.

1.2 Statutory Definitions. Other capitalized terms used in these Bylaws shall have the applicable meanings set forth in the Virginia Nonstock Corporation Act, Va. Code Ann. § 13.1-801, et. seq.

1.3 Name. The name of the Corporation shall be Ring Dog Rescue, Inc.

1.4 Corporate Offices. The principal office of the Corporation shall be located within the city of Richmond, Virginia. The Corporation may have any number of offices at such places as the Board may determine.

1.5 Purpose.

1.5.1 Not for profit. This Corporation is organized, and shall be operated and administered, as a nonprofit, tax-exempt organization qualifying under Section 501(c) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended. The Corporation is organized and shall be operated exclusively for the charitable purposes of rescue, rehabilitation, and re-homing of abandoned, abused, and otherwise homeless dogs, and to provide education regarding responsible dog ownership as within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

1.5.2 Principles. This Corporation is guided by and supports the principle that animals should have good homes, and animals that are diseased or otherwise unadoptable should be humanely euthanized. No animal should be sold or given away for research or experimentation or for any purpose other than as 1) a pet; 2) a service animal for the physically challenged; or 3.) a search and rescue or police animal.

ARTICLE II
BOARD OF DIRECTORS

2.1 Qualification of Directors. Each Director shall be a natural person of at least eighteen (18) years of age who has an interest in animal welfare, but who need not be a resident of the Commonwealth.

2.2 Powers. The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of, the Board of Directors, except as otherwise provided in the nonprofit corporation law of the Commonwealth of Virginia, the Corporation's Articles of Incorporation, or these Bylaws.

2.3 Duties. Directors shall comply with the general standards of conduct delineated in Section 13.1-870 of the Code of Virginia, which requires Directors of the Corporation to discharge all duties in accordance with good faith judgment of the best interests of the Corporation.

2.4 Number and Election of Directors. The Board shall consist of not fewer than three (3) and not more than thirty-five (35) Directors, and shall at all times maintain an odd number of Directors. The number of Directors shall be set by resolution of the Directors. Directors shall be elected by a quorum of existing Directors at the annual meeting of the Board of Directors. Vacancies arising between annual meetings may be filled by a vote of a quorum of Directors at special meetings called with notice of such purpose.

2.5 Term of Office. Directors shall serve for a term of two (2) years.

2.6 Term Limits. There shall be no limit on the number of terms a Director may serve.

2.7 Procedure for Nomination of Candidates for Directors. No person shall be eligible for election as a Director at a meeting of the Board unless he or she has been duly nominated in accordance with the following procedures: The President shall announce, at the meeting of the Board, the number of Directors to be elected at the meeting. The President shall also declare that nominations of candidates for election as Director are open, and shall call for nominations from the floor. Nominations may be made by any Director who is entitled to vote at the meeting. Nominations need not be seconded. After nominations have been made, the President shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

2.8 Removal of Directors. Any Director may be removed from office with twenty days written notice and without assigning any cause by the vote of a majority of the Board at any meeting of the Board. A Director who has been terminated, expelled, or suspended may be liable to the Corporation for dues, assessments, or fees as a result of obligations incurred or commitments made prior to termination, expulsion, or suspension.

2.9 Resignations. Any Director may resign at any time by giving written notice to the President. The resignation shall be effective upon receipt by the President or at such subsequent time as may be specified in the notice of resignation.

2.10 Vacancies.

2.10.1 Notice. When a vacancy arises on the Board of Directors for any reason the Secretary shall, within three days of such vacancy occurring, provide notice to all remaining Board members as provided in Section 8.1 herein.

2.10.2 Filling Vacancies. Vacancies in the Board, including vacancies resulting from an increase in the number of Directors, shall be filled by a vote of the majority of the remaining Directors as provided in Sections 2.3-2.5 herein. Each person so elected shall serve as a Director for the balance of the unexpired term.

2.10.3 Absences Resulting in Vacancy. If a Director is absent from four (4) consecutive meetings, unless excused, his or her position shall become vacant for the remainder of the term. The minutes shall note any excused absences. Imposition of this rule may be waived by a vote of the majority of Directors.

2.11 Compensation of Directors. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for their attendance at Board meetings may be paid or reimbursed by the Corporation.

2.12 Voting Rights. Every Director shall be entitled to one vote in person or by proxy.

2.13 Voting by Proxy. Any absent Director entitled to vote at any meeting of the Board may be represented and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the matter with respect to which the proxy is granted, must be signed and dated by the Director granting the proxy, and must be filed with the Secretary of the Corporation.

2.14 Special Classifications of Directors. The Board has the power to create special classifications of its Directors by resolution voted into effect by a two-thirds (2/3) supermajority vote.

2.15 Employees. The Board may, by a resolution adopted by a two-thirds (2/3) supermajority of the Directors, employ staff members and provide compensation for services performed. This compensation shall be determined by consideration of the fair market value of services performed.

2.16 Executive Director. The Board has the power to create the position of Executive Director by resolution voted into effect by a two-thirds (2/3) supermajority vote.

ARTICLE III

SEAL

3.1 Seal. The Board of Directors may choose to adopt and utilize a Seal of the Corporation in such form as the Board may determine.

3.2 Seal Not Required. Except as otherwise required by statute, the affixation of the Seal shall not be necessary to the valid execution, assignment, or endorsement by the Corporation of any instrument in writing.

ARTICLE IV
MEMBERSHIP

4.1 No Members. The Corporation shall have no members within the meaning of Virginia nonprofit corporation law.

ARTICLE V
COMMITTEES

5.1 Establishment and Powers. The Board may, by resolution adopted by a majority of the Directors, establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- The removal of any Director or Officer of the Corporation.
- The filling of vacancies in the Board.
- The adoption, amendment, or repeal of the Bylaws or Articles of Incorporation.
- The amendment or repeal of any resolution of the Board
- Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

5.2 Term. Each committee of the Board shall serve at the pleasure of the Board.

5.3 Committee Organization. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.

5.4 Nominating Committee. The Board of Directors may designate, at or within a reasonable time after the annual meeting of the Board, a Nominating Committee composed of independent Directors that shall be responsible for proposing persons for election as Directors at the next annual meeting of the Board, or in the event of a vacancy between annual meetings, may propose a replacement Director for election by the Board. The Nominating Committee shall also recommend persons for consideration as Officers to be elected at the next annual meeting of the Board.

ARTICLE VI
MEETINGS OF DIRECTORS

6.1 Place of Meetings. Meetings of the Board may be held at such place within or without the Commonwealth as the Board may appoint or as may be designated in the notice of the meeting.

6.2 Annual Meeting. Unless the Board provides by resolution for a different time and date, the annual meeting of the Board, for the election of Directors, the election of Officers, or the transaction of any other business which may be brought before the meeting, shall be held on the second Monday in January. If such a day is a legal holiday under the laws of the Commonwealth, the annual meeting shall be held on the next succeeding business day which is not a legal holiday under the laws of the Commonwealth.

Immediately after each election of Directors, the newly constituted Board shall meet without prior notice at the place where such election of Directors was held, or at any other place and time designated in a notice given as provided in Section 8.1, for the purposes of the election of Officers or the transaction of any other business.

6.3 Regular Meetings.

6.3.1 Number. The Board of Directors shall hold no fewer than five (5) regular meetings during each fiscal year.

6.3.2 Location, Date, and Time. Regular meetings of the Board may be held at such place and time as shall be designated by standing resolution of the Board.

6.3.3 Meeting Schedule. At the annual meeting of the Board, as provided in Section 6.2 herein, the Board shall adopt a resolution setting forth the dates, times, and locations of each regular meeting to take place during the current fiscal year.

6.3.4 Agenda. At each regular meeting, Directors shall transact such business as may properly be brought before the meeting.

6.3.5 Notice. Notice of the regular meetings need not be given.

6.4 Special Meetings of the Board. Special meetings of the Board may be called by the President or by any Director and shall be held at such time and place as shall be designated in the call for the meeting. Five days' notice of any special meeting shall be given to each Director pursuant to Section 8.1 or by telephone. Such notice shall state the date, time, location, and purpose of such special meeting.

6.5 Quorum. A majority of existing Directors shall constitute a quorum for the transaction of business. Vacant Director positions shall not be included in calculating a

quorum. A quorum must be obtained before any action may be taken by the Board of Directors. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board except where a two-thirds (2/3) supermajority is required by these Bylaws. The actions of the Board are valid only if a quorum is present at the time the vote is taken and recorded, regardless of the number of Directors present at any other time during the meeting.

6.6 Participation in Meetings. One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone, interactive computer network, or similar communications equipment by means of which all persons participating in the meeting can communicate with each other.

6.7 Organization. Every meeting of the Board shall be presided over by the President or, in the absence of the President, the Vice President. The Secretary or, in the absence of the Secretary, a person appointed by the President, shall act as Secretary. The Treasurer or, in the absence of the Treasurer, a person appointed by the President, shall act as Treasurer.

6.8 Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if consent or consents in writing setting forth the action so taken, are signed by all Directors and filed with the Secretary of the Corporation. The action shall be ratified and entered in the minutes at the next meeting of the Board of Directors.

6.9 Parliamentary Procedure. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will be the authority for all questions of procedure at any meeting of the Board of Directors

6.10 Voting. At a meeting at which a quorum is present, a simple majority affirmative vote of the Directors voting is required to pass a motion before the board. Votes shall be recorded by the Secretary as provided in Section 7.8 herein.

ARTICLE VII *OFFICERS*

7.1 Number. The Officers of the Corporation shall include a President, a Vice President, a Secretary, and a Treasurer. The officers may include such other officers as the Board may determine by resolution. Any number of offices may be held by the same person.

7.2 Qualification of Officers. The Officers shall be natural persons over the age of eighteen (18) who are Directors of the Corporation.

7.3 Election and Term of Office. The Officers of the Corporation shall be elected by a majority vote of Directors at any meeting of the Board, and shall serve a term of two (2) years.

7.4 Removal of Officers. Any officer may be removed from office without assigning any cause, by a two-thirds (2/3) supermajority of the Board at any meeting of the Board.

7.5 Resignations. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

7.6 The President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

7.7 The Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when doing so shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

7.8 The Secretary. The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. The Secretary shall see that the required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. Should the Board elect to adopt a Seal of the Corporation, the Secretary shall be its custodian and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its Seal. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

7.9 The Treasurer. The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks payable to the Corporation. The Treasurer shall deposit all funds of the Corporation, except such as may be required for the current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President. The Treasurer shall deliver to his or her successor all books, monies, and other property of the Corporation then in his possession. The Treasurer shall make reports of the finances of the Corporation annually and whenever requested by the Board of Directors.

ARTICLE VIII

NOTICE

8.1 Written Notice. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by telegram (with messenger service specified), Telex, or TWX (with answer back received), or courier service, charges prepaid, or by facsimile transmission, or by electronic mail to his or her address (or to his or her Telex, TWX, or facsimile number) appearing on the book of the Corporation or, in the case of Directors, supplied to him or the Corporation for the purpose of notice. If the notice sent by mail, telegraph, or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, or with a telegraph office or courier service for delivery to that person or, in the case of Telex or TWX, when dispatched. A notice of meeting shall specify the place, day, and hour of meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

8.2 Waiver by Writing. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

8.3 Waiver by Attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE IX

CONFLICTS OF INTEREST

9.1 Conflict Defined. A conflict of interest exists when the interests or activities of any Director, Officer or staff member may be seen as competing with the interests or activities of the Corporation; or the director, officer, or staff member derives a financial or other material gain as a result of a direct or indirect relationship.

9.2 Indirect Relationship. A director of the corporation has an indirect personal interest in a transaction if (i) another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction or (ii) another entity of which he is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

9.3 Disclosure Required. Any conflict of interest shall be disclosed to the Board of Directors by the person who has the conflict. When the conflict relates to a matter

requiring action by the Board of Directors, that person shall not participate in the discussion nor vote on the matter, but their presence may be counted if it is necessary in order to achieve the quorum.

9.4 Abstinance from Vote. When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board or its appropriate Committee and such person shall not vote on the matter, provided however, that any Director disclosing a conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a Committee thereof.

9.5 Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.

9.6 Minutes. The minutes of the meeting of the Board or Committee during which a conflict of interest was discussed shall reflect that the conflict was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its Committee, excluding the person concerning whose situation the doubt has arisen.

9.7 Annual Review. A copy of this conflict of interest Bylaw shall be furnished to each Director, Officer and staff member who is presently serving the Corporation, or who may hereafter become associated with the Corporation. This policy shall be reviewed annually for the information and guidance of Directors, Officers, and staff members. Any new Director, Officer, and staff member shall be advised of this policy upon undertaking the duties of such office.

9.8 Loans to Directors and Officers Prohibited. No loans or advances, other than customary travel advances, shall be made by the Corporation to any of its Directors or Officers.

ARTICLE X

LIABILITY AND INDEMNIFICATION

10.1 Definitions.

- "applicant" means the person seeking indemnification pursuant to this Section.
- "expenses" includes counsel fees.
- "liability" means the obligation to pay a judgment settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

- "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

10.2 Liability. To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no Officer or Director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or by or on behalf of Directors of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being or having been an Officer or Director of the Corporation unless he engaged in willful misconduct or a knowing violation of the criminal law, or his conduct was not in his official capacity with the corporation. Such relief from liability shall not apply in any instance in which it would be inconsistent with any provision of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may be amended.

10.3 Indemnification. The Corporation shall indemnify any Director or officer of the Corporation and who was or is a party or is threatened to be made a party to any proceeding (which shall include for the purposes of this Article any threatened, pending, or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation)) by reason of the fact that such person was or is an authorized representative of the Corporation against expenses (which shall include for purposes of this Article attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

10.4 Effect of Amendment or Repeal. The provisions of this Section shall be applicable to all proceedings commenced after the adoption hereof by the Directors of the Corporation, arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this Section shall have any effect on the rights provided under this Section with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Section and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such Director or Officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

10.5 Effect of Termination of Action. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall

not of itself create a presumption that the applicant did not meet the standard of conduct entitling him or her to indemnification.

10.6 Determination of Indemnification. Any indemnification under this Section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because the applicant has met the applicable standard of conduct set forth in Section 10.2 herein.

The determination shall be made:

- By the Board of Directors by a majority vote of a quorum of Directors who are not parties to the proceeding; or if not possible, then
- By majority vote of a committee selected by the Board of Directors (including those Directors who are applicants) consisting of three (3) or more Directors not at the time parties to the proceeding; or if not possible, then
- By special legal counsel selected by a majority vote of a quorum of Directors, in which selection Directors who are parties may participate

10.6.1 Change in Board of Directors. Notwithstanding the foregoing, in the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to this Section shall be made by special legal counsel agreed upon by the Board of Directors and the applicant. If the Board of Directors and the applicant are unable to agree upon such special legal counsel the Board of Directors and the applicant each shall select a nominee, and the nominees shall select such special legal counsel.

10.7 Determination of Reasonable Expenses. Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate as put forth in Section 10.6 herein regardless of whether the expenses are advanced to the applicant prior to final determination of indemnification, or are provided as a reimbursement after final determination.

10.8 Advancement of Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination if the applicant furnishes the Corporation:

10.8.1 A written statement of the applicant's good faith belief that he has met the standard of conduct required for indemnification; and

10.8.2 A written undertaking, executed personally or on the applicant's behalf, to repay the advance if it is ultimately determined that he did not meet such standard of conduct. This undertaking shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

10.9 Indemnification of Employees and other Persons. The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person who is or may become a party to any proceeding by reason that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer, or employee to the same extent as if such person were specified as one to whom indemnification is granted in section 10.2 herein.

10.10 Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation against any liability asserted against or incurred by him in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

10.11 Scope of Indemnification. Every reference herein to Directors, Officers, employees or agents shall include former Directors, Officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred by this Section on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

10.12 Reliance upon Provisions. Each person who shall act as a Director or Officer of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE XI
ANNUAL REPORT

11.1 Annual Report. The President and Vice President shall present the Board at its annual meeting a report, verified by the President and Vice President or by a majority of the Board. This annual report shall be completed within thirty (30) days of the close of the fiscal year. This report shall show, in appropriate detail, the following:

- The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE XII
TRANSACTION OF BUSINESS

12.1 Real Property. The Corporation shall make no purchase of real property nor sell, mortgage, lease away, or otherwise dispose of its real property, unless authorized by the vote of a two-thirds (2/3) supermajority of the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

12.2 Negotiable Instruments. All checks, drafts, demands for money, and promissory notes of the Corporation in the amount of five-hundred dollars (\$500.00) or less shall be valid when signed by any Officer of the Corporation. Any check, draft, or promissory note obligating the Corporation in an amount exceeding one-thousand dollars (\$1,000.00) shall be signed by two (2) individuals holding Officer positions. One (1) person holding two (2) Officer positions may not sign in both of the required capacities.

12.3 Prohibited Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in the furtherance of the corporation's purposes. No substantial part of the corporation's activities will involve political lobbying. Furthermore, absolutely no part of its activities will involve participation or intervention in any political campaign on behalf of any candidate for public office.

ARTICLE XIII
CORPORATE DISSOLUTION

12.5 Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
CORPORATE RECORDS

14.1 Corporate Records. The Corporation shall keep at its registered office or at its principal place of business (a) an original or duplicate record of the proceedings of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, and (c) appropriate, complete, and accurate books or records of account.

ARTICLE XV
AMENDMENTS

15.1 Amendments.

15.1.1 Bylaws. The Bylaws of the Corporation may be amended by a majority vote of the Directors at any meeting of the Board after written notice of such purpose has been given.

15.1.2 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a vote of a two-thirds (2/3) supermajority of the Directors at any meeting of the Board after written notice of such purpose has been given.

ARTICLE XVI

MISCELLANEOUS

16.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

16.2 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 provisions were omitted.

16.3 Number. The singular when used in these Bylaws shall also refer to the plural, and vice versa, as appropriate.

16.4 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

Bylaws Certificate

The undersigned certifies that he/she is the Secretary of Ring Dog Rescue, Inc., a Virginia nonprofit corporation, and that, as such he/she is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of fifteen (15) pages, including this page, constitute the Bylaws of the Corporation as of this date, duly adopted by the Directors of the Corporation at their May ____, 2007 special meeting, as amended from time to time prior to the date hereof.

Date _____

Signature _____
Tonya Irizarry, Secretary