

BY-LAWS
OF
THE TIBETAN TERRIER HEALTH AND WELFARE FOUNDATION

ARTICLE I

Purposes

The Tibetan Terrier Health and Welfare Foundation, Inc. (the “Foundation”) is a nonprofit corporation organized under the laws of Colorado exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The purposes and objectives of the Foundation shall include, but not be limited to, the following:

- 1) to provide financial support for the health and welfare of the Tibetan Terrier breed by funding medical and genetic investigations conducted by universities, veterinary schools and other institutions involved in canine research
- 2) to maintain a data bank containing information relating to health problems and genetics distinctive to Tibetan Terriers and to make such data available to breeders to assist them in their breeding programs as well as to Tibetan Terrier owners and their veterinarians.
- 3) to support the dissemination of educational information concerning the care and treatment of health problems affecting Tibetan Terriers
- 4) to provide a rescue fund for the welfare of Tibetan Terriers in support of the rescue operations conducted by the Tibetan Terrier Club of America (the “TTCA”)

Notwithstanding any other provision of these articles, the Foundation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Foundation, and shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal revenue law.

ARTICLE II

Directors

Appointment of Directors: The business and affairs of the Foundation shall be vested in and exercised by a Board of Directors appointed by the Board of Directors of the TTCA (the “TTCA Board”) The Foundation’s Directors (the “Foundation Board”) shall consist of seven (7) individuals having specific skills or other qualifications to benefit the

Foundation and its purposes. One of the Directors shall be the Chairperson of the TTCA Health committee and one shall be the Chairperson of the TTCA Breed Rescue Committee. If the President of the TTCA has not been appointed as a Director of the Foundation, the TTCA President shall be entitled to participate in the meetings of the Foundation Board *ex officio* without the right to vote. All Directors of the Foundation Board need not be members of the TTCA. The initial Directors shall be appointed by the TTCA Board by majority vote to serve until the next annual meeting of the TTCA Board. Thereafter the appointment of Directors shall take place at the annual meeting of the TTCA Board by a majority vote of the TTCA Board. Subsequent vacancies may be filled prior to the annual meeting date of the TTCA Board of Directors by written ballot. Any Director may be removed by the vote of a majority of the TTCA Board.

Terms: In order to provide staggered terms for Directors and to assure continuity of the Foundation Board, commencing with the annual meeting of the TTCA Board following the organization of the Foundation, three of the appointed Directors shall be designated as expiring at the end of a one-year term; two shall be designated as expiring at the end of a two year term, and two shall be designated as expiring at the end of a three year term. Thereafter each Director appointed to succeed those initial Directors whose terms expire shall be appointed for a two year term. Each Director shall serve until a successor has been appointed and there shall be no limitations upon the number of consecutive terms to which a Director may be appointed.

Expense Reimbursement: Directors may receive reimbursement for expenses incurred in the performance of their duties, if any, for their services as Directors or Officers. Any such reimbursement of expenses shall be determined by the Foundation Board to be just and reasonable.

ARTICLE III

Officers

Appointment of Officers: A President, Vice-President, Treasurer and Secretary shall be appointed by the Foundation Board from among themselves who shall have the duties specified below. Other officers may be appointed by the Foundation Board to perform such duties as may be conferred upon them and such officers need not be members of the Foundation Board. All officers shall hold office for such terms as the Board of Directors may prescribe. Any two or more offices may be held by the same person. Any officer may be removed summarily with or without cause at any time by the Foundation Board. Any officer may resign by delivering written notice to each of the members of the Foundation Board. Unless such resignation specifies a later date, it shall become effective upon delivery of the notice. Vacancies may be filled by the Foundation Board.

Duties of the President: The President shall serve as chief executive officer of the Foundation subject to the ultimate authority of the Foundation Board. The President shall preside at all meetings of the Foundation Board as chairman of the meeting and shall have the power to call special meetings of the Foundation Board. The President shall

perform such other duties as may be prescribed from time to time by the Foundation Board.

Duties of the Vice-President: The Vice-President shall have the powers and duties as may from time to time be assigned to him by the President, and shall assume the duties of the President in the event of absence or inability to serve of the President.

Duties of the Secretary: The Secretary shall keep a record of all meetings, conferences and decisions made by the Foundation Board and be the custodian of all records of the Foundation. The Secretary shall perform such other duties as may be assigned from time to time by the Foundation Board or the President.

Duties of the Treasurer: The Treasurer shall be responsible for all funds of the Foundation and shall deposit all monies in the name of the Foundation in such banks as shall be selected by the Foundation Directors. The Treasurer shall disburse all funds as may be directed by the Foundation Directors; shall make an annual report and financial statement for the Foundation and shall be responsible for all required IRS filings.

ARTICLE IV

Committees

Appointment of Committees: The Foundation Directors may appoint such special committees as it may deem necessary or advisable to assist in the conduct and management of the Foundation's affairs and may define the powers and duties of such committees.

ARTICLE V

Meetings

Meetings of the Foundation Board: The Foundation Board shall meet at such place as designated by them from time to time as deemed necessary. The Foundation Board may also conduct its business by means of U.S. mail, facsimile transmittal, electronic mail, or by telephone conference call. All Directors participating shall be deemed to be present in person at such meeting. The Foundation Board may adopt such rules as it sees fit for the regulation of its meetings

Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present the affirmative vote of the majority of the Foundation Board present at the meeting shall be the act of the Foundation.

ARTICLE VI

Amendments

By-Law Amendment: These By-Laws may be amended by the unanimous written consent of the Foundation Board

ARTICLE VII

Dissolution

Dissolution of Foundation: The property of the Foundation is irrevocably dedicated to educational scientific, or charitable purposes and part of the net income or assets of the Foundation shall ever inure to the benefit of any Director or officer of the Foundation. Upon the dissolution of the Foundation, its assets remaining after payment of all debts and liabilities incurred by the Foundation shall be distributed for one or more exempt purposes with the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Foundation may be dissolved by a $\frac{3}{4}$ vote of the TTCA Board.