

**BYLAWS OF
PEKINGESE CHARITABLE FOUNDATION, INC.
A NEW YORK NOT-FOR-PROFIT CORPORATION**

ARTICLE I

NAME

The name of the corporation is The Pekingese Charitable Foundation, Inc., a New York based not for profit 501 c 3 corporation The corporation shall hereinafter in these Bylaws be referred to as the "Foundation."

ARTICLE II

OFFICE

Registered Office and Registered Agent

Section 1: The principal office of the Foundation shall be located in the 399 Hawley Road, North Salem, 10560 State of New York, or such other location as the Board of Directors may designate.

Section 2: The registered agent of the Foundation for the purpose of service of process shall be Nancy Ferguson-Guttenberg, Esq. at the principal office of the Foundation, 399 Hawley Road, North Salem, New York 10560.

Section 3: The Foundation will maintain a registered office and registered agent in New York. The Board may change the registered office and the registered agent pursuant to the New York Corporations Not-For-Profit Law.

ARTICLE III

PURPOSES OF THE FOUNDATION

The Corporation is organized exclusively for charitable, scientific, and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from federal income tax under such Section or by a Foundation, contributions to which are deductible under Section 170(c)(2) of such Code, or the corresponding provisions of any future United States Internal Revenue Law.

Specific Purposes: The purpose of the Foundation is to develop, carry out, and maintain charitable activities relating to the health and welfare of the Pekingese breed of dog, including the following:

- Fund raising for monies to be donated to health studies of diseases/conditions specific to the Pekingese breed.
- Fund raising for monies to be used in the rescue and re-homing of unwanted and abandoned Pekingese dogs.

Section 1: Not For Profit: The Foundation has not been formed for pecuniary profit, or financial gain, and no part of the assets, income or profit of the Foundation is distributable to, or inures to the benefit of, its directors, officers, committee members or other private persons. This shall not prevent the payment of reasonable compensation to employees and others for services rendered.

Section 2: Health Purpose. to promote, support and encourage research on health issues related to the Pekingese breed. To educate veterinarians and owners of Pekingese in recognizing, treating, controlling and/or eliminating health problems in the Pekingese. These problems are collectively referred to as the "Health" Purpose" in these Bylaws.

Section 3: Welfare Purpose. through volunteers to rescue, care for and endeavor to re-home Pekingese that have been abandoned or voluntarily surrendered by their owners, in accordance with guidelines established by the Welfare Committee of the Foundation and to educate the public with regard to responsible stewardship of the Pekingese breed, Pekingese adoptions, and sponsorship opportunities. Volunteers will not be compensated for their efforts, but reasonable expenses for the care, treatment, and preparation for adoption of the dogs or for humane euthanasia if the health of the dog warrants, may be reimbursed in accordance with the guidelines adopted by the Welfare Committee of the Foundation and on prior approval by the Welfare Committee (these purposes are collectively referred to as the “Welfare Purpose in these Bylaws)

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. Qualification of Directors. Each director shall be at least eighteen (18) years of age and shall have a record of significant contributions of time, effort or funds to the foundation or to the Pekingese breed .

Section 2. Powers and Duties. The Board of Directors shall have the general power and responsibility to control and manage the business, affairs and property of the Foundation, subject to applicable law and the Foundation’s Certificate of Incorporation. It shall have full power, by majority vote of the directors present and voting at any duly constituted meeting, to adopt rules and regulations governing the action of the Board of Directors. Specific notice regarding rules and regulations to be considered at a regular meeting of the Board of Directors need not be given. The Board of Directors shall have full authority with respect to the distribution and payment of the monies received by the Foundation from time to time.

Section 3. Number, Election, Term of Office and Removal. The number of directors shall be not fewer than five (5), the number to be fixed from time to time by resolution of the Board adopted by the affirmative vote of a majority of the Board of Directors present and voting. The regular term of office shall be four years. The assignment of a new director to a particular class (year) may result in a first term of less than four years, but shall not be less than three years. Assignment of new directors to classes (years) shall maintain classes (years) of approximately uniform size. Board members may serve a maximum of three consecutive four year terms of office. One class shall be elected to regular terms at each annual meeting. All elections shall be by ballot. Mail ballots may be used if approved at least thirty days in advance by the affirmative vote of a majority of the entire Board of Directors. Directors whose term or class expire shall be elected at the annual meeting of the Board of Directors by the affirmative vote of a majority of the Directors present and voting, and each shall continue in office until the next annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified or until his or her either death, resignation or removal. Since Board membership is more than honorary and does involve active participation in Board meetings, three consecutive unexcused absences from regularly scheduled Board meetings, irrespective of terms of service, shall constitute a resignation from the Board of Directors.

Vacancies on the Board of Directors, for whatever reason, may be filled at any regular meeting of the Board, by a majority of the Board of Directors present and voting providing that prior notice has been given of such intent.

Any director may be removed at any time with or without cause providing prior notice has been given to the Board and to the Director of one month and a maximum of three months prior to such a vote.

Section 4. Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the Foundation or at such other place as the Board of Directors shall designate on such day generally in March, but not later than June and no more than six (6) months after the end of the Foundation’s most recent fiscal year as the Board of Directors shall designate. Notice of the time, place and purposes of such annual meeting shall be given by the Secretary personally, by

telephone, e-mail or facsimile, or by mailing a copy thereof by first class mail or delivering the same to each director not less than thirty (30) days before such annual meeting.

Section 5. Other Meetings; Notice. Regular meetings shall be held in March, June and September and/or as deemed necessary. There shall be one regular meeting to be held in December or January. Notice of regular meeting shall be given by the Secretary by telephone, email or fax or by mailing a copy thereof by first class mail or by delivering the same to each Director not less seven (7) days before each such meeting. Other meetings of the Board of Directors may be called by the President or by any director upon verbal or written demand of not less than one-fourth of the entire Board of Directors, with such meeting to be held at the principal office of the Foundation or at such other place as may be designated in the notice of such meeting. Meetings may also be held by teleconference. Notice of the time, place and purposes of any such meeting shall be given by the Secretary personally, by telephone, e-mail or facsimile, or by mailing a copy thereof by first class mail or delivering the same to each director not less than seven (7) days before such meeting.

Section 6. Waiver of Notice of Meeting. Notice of any meeting of the Board of Directors may be waived orally or in writing, before or after the meeting. Attendance of any meeting without protest regarding defects in notice of any meeting or written approval of the minutes of any meeting shall be equivalent to waiver of notice thereof.

Section 7. (a) Action Without a Meeting. Any action permitted to be taken by the Board of Directors may be taken without a meeting if three fourths of the members of the Board of Directors consent verbally or in writing to the adoption of a resolution authorizing the action. The resolution and any written consents thereto by the members of the Board of Directors shall be filed with or recorded in the minutes or the proceedings of the Board of Directors.

(b) **Meetings by Conference Telephone.** The members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by means of teleconferencing or similar communications equipment by means of which all persons participating in the meeting can communicate with each other and such participation shall constitute presence in person at such meeting.

Section 8. Quorum; Adjustment of Meetings. At all meetings of the Board of Directors, a majority of the entire board, (but no less than two (2) members) of the entire board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting, at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors unless a greater vote is required by law.

Section 9. Organization. The President of the Foundation shall preside at all meetings of the Board of Directors or, in the absence of the President, the Vice-President, or in the absence of the President and the Vice-President, a Chairperson shall be chosen by a majority of the directors present. The Secretary of the Foundation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary, the person presiding at the meeting may appoint any person to act as Secretary of the meeting.

Section 10. Compensation. No officer or director of the Foundation shall receive, directly or indirectly, any salary, compensation or emolument therefrom for his or her services as officer or director or in any other capacity except for expenses incurred at the request of the Executive Committee, unless authorized by the affirmative vote of a majority of the entire Board of Directors.

Section 11. Resignation. Any director may resign at any time by giving written or oral notice to the President or the Foundation. Such resignation shall take effect at any time specified therein and,

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. All Board members shall promptly be notified of any resignation.

Section 12. Director Emeritus. The Board of Directors may designate a former member as Director Emeritus.

Section 13. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws and any special rules or Order the Foundation may adopt.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Qualifications. The Executive Committee shall be composed of Officers and the immediate past president.

Section 2. Powers and Duties. Between meetings of the Board of Directors, the Executive Committee shall have the authority to act on matters requiring attention but not in conflict with any action of the Board or in any matter reserved by law to the Board of Directors.

Section 3. Meetings. Meetings may be called by the President or at the request of any two members; two days' notice shall be given. A quorum shall be a majority. The agenda shall be disseminated to all board members and any board member who wishes may be included in the meeting.

Section 4. Reporting. The committee shall report all actions within seven (7) days to the entire Board of Directors.

ARTICLE VI NOMINATING COMMITTEE

Section 1. Appointment and Duties. Immediately following the annual election of officers, and prior to the next quarterly meeting, the President shall appoint an annual Nominating Committee of three and two alternates. The committee will nominate candidates for vacancies on the Board created by the expiration of term and for positions as officers of the Foundation to be filled at the annual meeting. Written nominations by the Committee shall be delivered to the Secretary 60 days prior to the Annual Meeting. The Secretary will forward to the Board of Directors the nominating committee's report. Additional written nominations signed by a minimum of two Board members for a position on the Board of Directors or for the position as officer, will close 21 days prior to the Annual meeting. There shall be no nominations made thereafter.

Section 2. Potential Candidates. At any time, any two Directors may submit to the Nominating Committee a signed recommendation of a person they believe could be a new Director. The chair of the Committee shall determine the potential candidate's interest and willingness to serve and send to such person descriptive material regarding the Foundation and its work, a director's profile, and any other material it deems necessary, and shall ask for a brief biography of the candidate. The Nominating Committee shall present its recommendations to the Board of Directors for its review, discussion and action.

Section 3. Notification. No person except the President shall notify a candidate of nomination or election to the Board of Directors.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the Foundation shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and such other officers, if any, as the Board of Directors may from time to time appoint or elect. One person may hold more than one office in the Foundation, except that one person may not hold both the offices of President and Secretary or President and Treasurer. No instrument required to be signed by more than one officer shall be signed by one person in more than one capacity.

Section 2. Election, Term of Office and Removal. The initial officers of the Foundation shall be selected by the initial directors of the Foundation. Thereafter, the officers of the Foundation shall be elected at the annual meeting of the Board of Directors immediately following the election of directors and shall hold office for two years. Officers may not serve more than two consecutive two-year terms in the same office, beginning with the election years as specified subsequently. The maximum terms of office for the President, Treasurer and Second Vice President, will end in odd-numbered years, starting in 2007. The maximum terms of office for the First Vice President and Secretary will end in even-numbered years, starting in 2006. Any officer of the Foundation may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office.

Section 3. Other Agents. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, compensation, if any, as the Board of Directors may from time to time determine.

Section 4. Vacancies. Any vacancy in any office may be filled by the Board of Directors at any meeting. Any officer so elected shall hold office until the next annual meeting.

Section 5. President; Powers and Duties. The President shall be the chief executive officer of the Foundation and shall preside at all meetings of the Board of Directors. The President shall generally manage and supervise the affairs of the Foundation. The President shall keep the Board of Directors fully informed, and shall freely consult with them concerning the activities of the Foundation. The President shall present a financial report at the annual meeting of the Board of Directors.

The President shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Foundation all contracts authorized either generally or specifically by the Board of Directors. The President shall perform all duties incident to the office of President, subject to the direction of the Board of Directors and such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 6. Secretary; Powers and Duties. The Secretary shall act as secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings in the books proper for that purpose and shall distribute copies of such minutes to all Directors within three weeks after each meeting. As a procedural, not as part of the bylaws, a draft is to be sent within one week of the meeting, by facsimile or email, with corrections/additions returned to the secretary again within another week by facsimile or email. The Secretary shall attend to the giving and serving of all notices of the Foundation. The Secretary shall perform all duties incident to the office of the Secretary subject to the direction of the President and such other duties as shall from time to time be assigned to him or her by the President or by the Board of Directors.

Section 7. First Vice-President; Powers and Duties. The First Vice-President shall assume the powers and duties of the President in the absence, incapacity or death of the President.

Section 8. Second Vice-President; Powers and Duties. The Second Vice-President shall assume the powers and duties of the President in the absence, incapacity or death of the President and the absence, incapacity or death of the First Vice-President.

Section 9. Treasurer; Powers and Duties. The Treasurer shall have the custody of all funds, securities, and evidences of indebtedness and other valuable documents of the Foundation, which may come into his or her hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Foundation, and shall deposit all moneys and other valuable effects of the Foundation in the name and to the credit of the Foundation 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 his or her accounts and shall distribute copies of the most recent financial statements to all Directors prior to each regularly scheduled Board meeting. The Treasurer shall at all reasonable times exhibit his or her books and accounts to any officer or director of the Foundation, and shall perform all duties incident to the office of Treasurer subject to the direction of the President and such other duties as shall from time to time be assigned to him or her by the President or by the Board of Directors. The Treasurer shall, if so required by the Board of Directors, give such security for the faithful performance of his or her duties as the Board of Directors may require.

ARTICLE VIII **COMMITTEES**

The Board of Directors may establish categories of non-voting committees from individuals who indicated their interest in the purposes and programs of the Foundation. Rights and privileges of such individuals may vary from category to category and shall be determined by the Board of Directors.

ARTICLE IX **ADVISORS**

Section 1. Advisors. The Board of Directors may appoint from time to time any number of persons as advisors of the Foundation to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board of Directors and shall have only such authority or obligation as the Board of Directors may from time to time determine.

Section 2. Compensation. No advisor of the Foundation shall receive, directly or indirectly, any salary, compensation or emolument there from for any service rendered to the Foundation by such advisor, unless authorized by the concurring vote of two-thirds of all the directors then in office. No director or officer of the Foundation shall be eligible for appointment as a paid advisor.

ARTICLE X **CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.**

Section 1. Checks, Notes, Contracts, Etc. The Board of Directors is authorized to select such banks or depositories, as it shall deem proper for the funds of the Foundation. The Board of Directors shall determine who, if anyone, in addition to the President, the Secretary and the Treasurer, shall be authorized from time to time on the Foundation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments. Any checks written for over \$500.00 shall require two signatures.

Section 2. Investments. The funds of the Foundation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable.

Section 3. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Foundation.

ARTICLE XI

BOOKS

Section 1. Books. There shall be kept at the principal office of the Foundation correct books of account of the activities and transactions of the Foundation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings of the Board of Directors.

ARTICLE XII FISCAL YEAR

The fiscal year of the Foundation shall end with the thirty-first day of December of each year.

ARTICLE XIII INDEMNIFICATION

Section 1. Indemnification. The Foundation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she (or a person of whom he or she is the legal or personal representative or heir or legatee) is or was a director, officer, employee or other agent of the Foundation, or of any other organization served by him or her in any capacity at the request of the Foundation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. Such right or indemnification shall be a contract right which may be enforced in any manner such person may elect.

Section 2. Other Indemnification Rights. Such right of indemnification shall not be exclusive of any other rights which those indemnified may have or hereafter acquire under any bylaws, agreements, resolution of directors, provisions of law or otherwise.

Section 3. Insurance. The Board of Directors shall have the power to authorize the Foundation to purchase and maintain insurance (i) to indemnify the Foundation against liability incurred by the Foundation in connection with the activities of the Foundation, (ii) to indemnify the Foundation for any express obligation which it incurs as a result of the indemnification of any person under the provisions of this Article, and (iii) to indemnify any person who is or was a director, officer or employee of the Foundation, or the legal representative for such a person, against all expenses, liability and loss incurred by or asserted against such person in such capacity of arising out of such status, whether or not the Foundation would have the power to indemnify such person.

Section 4. Amendments. The Board of Directors may from time to time adopt further bylaws with respect to indemnification permitted by the laws of the State of New York .

ARTICLE XIV AMENDMENTS

These Bylaws or any part thereof may be amended or repealed at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors present and voting, provided that notice of intention to amend the Bylaws and the proposed changes shall have been contained in the notice of the meeting.