

**OPERATING PROCEDURES OF
THE BEARDED COLLIE CLUB OF AMERICA CHARITABLE TRUST**

Adopted October 5, 2009 • Amended July 9, 2011

I. NAME

These procedures shall govern the operation of The Bearded Collie Club of America Charitable Trust (the "Trust"), a not-for-profit charitable trust formed under the laws of the State of Colorado.

II. OFFICES

The principal office of the Trust shall be located at 35859 Elkridge Run, Elizabeth, Colorado 80107. The Trust may also have other offices and keep the books and records of the Trust, except as may otherwise be required by law, in such other place or places, either within or without the State of Colorado, as the Trust may from time to time determine or the business of the Trust may require.

III. PURPOSE

The Trust is organized exclusively for health, charitable, scientific, prevention of cruelty to animals (dogs in particular) and educational purposes.

The purpose of the Trust shall be to promote the welfare of the Bearded Collie breed and shall be accomplished by, but not limited to, the following:

- Support canine medical research with an emphasis on health issues that affect Bearded Collies;
- Foster and promote the rescue, rehabilitation and placement of neglected or abandoned Bearded Collies;
- Promote education on the proper care, treatment, breeding, health, development and training of Bearded Collies; and
- Foster and promote the public's knowledge and appreciation of dogs in general and Bearded Collies in particular.

IV. TRUSTEES

Section 1: Powers, Qualifications. The business of the Trust shall be managed under the direction of the Trustees. The Trustees may exercise all such authority and powers of the Trust. The Trustees' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this Trust as specified in Article Third of the Declaration of Trust.

All Trustees must be members in good standing of the Bearded Collie Club of America, or one of its affiliate or regional clubs.

Section 2: Number, Term and Election. The initial Trustees shall be determined by two classes of Trustees. Board of Directors of the Bearded Collie Club of America shall be classified as "Class A Trustees". Members of the Bearded Collie Club of America in good standing shall be classified as "Class B Trustees".

The initial "Classes" of Trustees shall consist of the 2008-2009 Board of Directors of the Bearded Collie Club of America (the "BCCA Board"), whose terms shall end at the annual meeting of the Trust in Minnetonka, Minnesota in October, 2009. At that meeting there will be an election of new Trustees.

The first election of new Trustees shall be limited to seven (7) Trustees. Nominations from the current Trustees must be submitted to the Recording Secretary of the Bearded Collie Club of America, who shall serve as Acting Secretary of the Trust, no later than thirty (30) days prior to the annual meeting. All nominees must be members in good standing of the Bearded Collie Club of America and not under disciplinary procedure with the American Kennel Club. The election shall consist of two (2) votes; the first vote is to determine four (4) "Class A Trustees". With this vote, the two (2) who receive the greatest number of votes shall have four (4)

year terms (ending 2013); the remainder shall have two (2) year terms (ending 2011). The second vote shall determine three (3) "Class B Trustees"; the two (2) who receive the greatest number of votes shall have four (4) year terms (ending 2013); the remainder shall have two (2) year terms (ending 2011).

Beginning in 2011, there shall be no "Classes" of Trustees. All members in good standing of the Bearded Collie Club of America, or one of its affiliate or regional clubs, will be eligible to serve as Trustees. Members who are in good standing who would like to serve as a Trustee are encourage to contact a current Trustee to be nominated. Nominations from the current Trustees must be submitted to the Secretary prior to September 1. Trustees shall be elected alternating two-year periods of four (4) year terms by the Trustees at the annual meeting by a majority vote of the Trustees constituting a quorum. The number of Trustees may be varied but may never exceed fifteen (15) Trustees.

Section 3: Compensation. No compensation shall be paid to any Trustees. However the Trust may reimburse any officer or Trustee for any expenses authorized by the Trust which were incurred on behalf of the Trust.

Section 4: Resignation. Any Trustee may, by written instrument, signed and acknowledged, resign his or her office. Such notice shall specify the date on which the resignation shall become effective.

Section 5: Vacancies. Whenever for any reason a vacancy occurs on the Trust the remaining Trustees shall appoint a replacement.

Section 6: Honorary Trustees. The Trust may, from time to time, elect one or more honorary Trustees who shall be advisory members of the Trust. Any such election shall be for such term and based on such criteria as the Trust, from time to time, deems appropriate. All honorary Trustees shall be non-voting Trustees of this Trust.

V. MEETINGS OF THE TRUST

Section 1: Annual Meeting. If held, the goal shall be to meet in conjunction with the Bearded Collie Club of America, Inc. National Specialty show, if possible, at a place, date and hour designated by the Trustees, for the purpose of organization, the election of Trustees, the election of officers and the transaction of other business.

Section 2: Regular Meetings. The Trustees may hold meetings, in person or by mail, email or facsimile at such times as it may deem necessary or appropriate, but in no event no less than once in each year.

Section 3: Special Meetings. Special meetings of the Trustees, in person, by facsimile, by e-mail or by mail, for any purpose or purposes, unless otherwise prescribed by statute or by the By-Laws, shall be called by the Secretary upon the order of the Chairman acting alone or upon a written request, stating the purpose or purposes of the proposed meeting, signed by at least three Trustees. Business transacted at any special meeting of the Trust shall be limited to the purpose or purposes set forth in the notice of the meeting.

Section 4: Notice of Meetings. Written notice of any meeting of the Trust shall be issued by the Secretary to each Trustee not less than ten days before the meeting. Notice of any special meeting shall state the business to be brought before the meeting.

Section 5: Quorum and Manner of Act. The presence of at least a majority of the authorized number of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Trust or a committee thereof. Any one or more Trustees may participate in any meeting of the Trust by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting of the Trust.

VI. OFFICERS

Section 1: Designation. There shall be four (4) officers of the Trust, consisting of a Chairman, Vice Chairman, Secretary and Treasurer.

Section 2: Election, Term of Office, and Qualification. The officers of the Trust shall be elected annually by the Trustees at its annual meeting. Each officer shall serve at the pleasure of the Trust.

Section 3: Vacancy. In the event of a vacancy in any office, for any reason the Trustees may appoint a person to fill such vacancy; and the person so appointed shall hold office and serve until the next annual meeting of the Trust.

Section 4: Chairman. The Chairman shall preside at all meetings of the Trust. The Chairman shall have and exercise general charge and supervision of the affairs of the Trust, execute notes, contracts, mortgages and conveyances, and shall do and perform such other duties as may be assigned by the Trust. The Chairman shall act as Trust liaison to the BCCA Board.

Section 5: Vice Chairman. In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties and exercise the powers of the Chairman. The Vice Chairman shall chair committees on special subjects as designated by the Trust or the Chairman.

Section 6: Secretary. The Secretary shall attend and keep the minutes of all meetings of the Trust as well as send out meeting announcements, distribute copies of minutes and the agenda to each Trustee, and assure that the records of the Trust are maintained. The Secretary shall sign with the Chairman or Vice Chairman, in the name and on behalf of the Trust, any contracts or agreements authorized by the Trustees. The Secretary shall be subject to the control of the Trustees and shall do and perform such other duties as may be assigned by the Trust.

Section 7: Treasurer. The Treasurer shall make a report at each Trust meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, and help develop fundraising plans. The Treasurer shall have custody of all funds, property, and securities of the Trust, subject to such regulations as may be imposed by the Trust. When necessary or proper, the Treasurer may endorse on behalf of the Trust for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Trust at such bank or banks or depository as the Trust may designate. The Treasurer shall sign all receipts and vouchers; and, together with such other officer or officers, if any, as shall be designated by the Trust, shall sign all checks of the Trust and all bills of exchange and promissory notes issued by the Trust except in cases where the signing and execution thereof shall be expressly designated by the Trust to some other officer or agent of the Trust. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Trust with checks drawn on accounts in the name of the Trust. The Treasurer shall enter regularly on the books of the Trust to be kept for that purpose full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Trust, and shall exhibit such books at all reasonable times to any Trustee. The Treasurer shall be subject to the control of the Trustees and shall do and perform such other duties as may be assigned by the Trust.

Section 8: Compensation. No compensation shall be paid to any officers of the Trust. However the Trust may reimburse any officer or Trustee for any expenses authorized by the Trust which were incurred on behalf of the Trust.

VII. COMMITTEES

Section 1: Committee Formation. The Trust may create committees as it may deem necessary or advisable to assist in the conduct and management of the Trust's affairs and may define the powers and duties thereof. The chairman of each committee shall be a Trustee and shall be appointed by the Chairman. The other

members of any such committee need not be Trustees. The Chairman is an ex officio member of all committees. Each such committee shall at all times be subject to the control and direction of the Trustees.

Section 2: Finance Committee. The Treasurer is the chair of the Finance Committee, which includes three (3) other Trustees. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans and an annual budget with the Trust. The Trust must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Trust or the Executive Committee. The fiscal year shall commence on January 1 of each year and end on December 31. Annual reports are required to be submitted to the Trustees showing income, expenditures and pending income.

Section 3: Minutes. Each committee shall make periodic reports to the Trust and shall keep regular minutes of its proceedings.

Section 4: Action by Consent, Participation by Telephone or Similar Equipment. Unless the Trust shall otherwise provide, any action required or permitted to be taken by any committee may be taken without a meeting if all members of the committee consent in writing to the action. Unless the Trust shall otherwise provide, any one or more members of any such committee may participate in any meeting of the committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting of the committee.

Section 5: Changes in Committees, Resignations, Removals. The Trust shall have power, by the affirmative vote of a majority of the authorized number of Trustees, at any time to change the members of, to fill vacancies in, and to discharge any committee of the Trust. Any member of any such committee may resign at any time by giving notice to the Trust, provided, however, that notice to the Trust, the Chairman, the chairman of such committee or the Secretary shall be deemed to constitute notice to the Trust. Such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein acceptance of such resignation shall not be necessary to make it effective. Any member of any such committee may be removed at any time, either with or without cause by the affirmative vote of a majority of the Trustees.

Section 6: Meetings and Voting. Each committee of this Trust may establish the time for its regular meetings and may change that time as it from time to time deems advisable. Special meetings of any committee of this Trust may be called by the chairman of that committee, or by the Chairman. Ten days' notice by mail, telephone, facsimile or electronic mail shall be given of any special meeting of a committee. Appearance at a meeting is deemed to be a waiver of notice. A majority vote of the members of a committee of this Trust shall constitute a quorum and shall be sufficient for the transaction of the business of such committee.

VIII. DISSOLUTION

In the event of dissolution of the Charitable Trust, and after payment of all outstanding debts and obligations, all property and assets shall be distributed according to Article III, B of the Declaration of Trust.

IX. AMENDMENTS

These Operating Procedures may be amended, supplemented or repealed in any respect at any time by the Trust, at any meeting of the Trust, provided that any amendment, supplement or repeal proposed to be acted upon at any such meeting shall have been described or referred to in the notice of such meeting or an announcement with respect thereto shall have been made at the last previous Trust meeting.