

**CALIFORNIA CHAPTER OF THE  
FOUNDATION FOR NORTH AMERICAN WILD SHEEP**

**History of Bylaws and Amendments**

<b>Date</b>	<b>Action</b>
August 29, 2001	Bylaws adopted by Sole Incorporator.
October 1, 2001	Bylaws adopted and ratified by Board of Directors
April 17, 2005	6.1, 6.4(b) and 6.5 amended to add Vice President Operations, etc.
July 15, 2006	6.3 amended: Term limits for Treasurer and Secretary removed
March 3, 2009	All prior By-Laws rescinded, new By-Laws adopted.

**CALIFORNIA CHAPTER OF THE  
FOUNDATION FOR NORTH AMERICAN WILD SHEEP  
BYLAWS**

**ARTICLE 1.  
NAME AND ORGANIZATION**

The name of this corporation shall be: CALIFORNIA CHAPTER OF THE FOUNDATION FOR NORTH AMERICAN WILD SHEEP (hereinafter the "Corporation" or "California Chapter"). This corporation has been organized under the Nonprofit Public Benefit Corporation Law of the State of California.

**ARTICLE 2.  
PURPOSES AND NATIONAL PREREQUISITES**

The purpose of this organization shall be as follows:

2.1. Purposes

a) To promote and enhance increasing populations of indigenous wild sheep on the North American continent;

b) To inform and educate the people of California, Canada, Mexico and the United States concerning North American wild sheep, their habitat, health, population densities, relocation, and general welfare;

c) To promote the professional management of North American wild sheep in order to augment the number and size of game herds, such professional management to include the use of regulated hunting as a legitimate tool of conservation and game management, to achieve optimum populations of indigenous species wherever possible throughout North America, and to safeguard against the decline or extinction of any of such indigenous species;

d) To protect, defend and preserve the lawful right and privilege of recreational hunting through education of mainstream America as to the conservation benefits of lawful hunting, and to vigorously respond in a positive manner to those anti-hunting individuals and groups who strive, either legally or unlawfully, to prohibit this legitimate recreation, recognizing

that well-regulated hunting with limited bag limits, controlled shooting hours and hunting seasons, in a management environment, is a viable, effective and practical tool of wise and efficient wildlife management that will assure a rational use of the earth's renewable resources and control the sustainable use of such resources by limiting overgrowth of dense game populations of abundant species.

e) To encourage all men and women hunters to be responsible conservationists who harvest animals humanely and utilize their meat without waste, while hunting under conditions of fair chase and good sportsmanship.

f) To participate and associate with other clubs, associations and organizations throughout the world which share goals, beliefs, and purposes common with those of this organization.

g) To engage in such other activities as may be appropriate in conjunction with the foregoing.

## 2.2. National Prerequisites

a) The California Chapter shall be composed of not less than five members, whose objectives and purposes are consistent with those of the Foundation for North American Wild Sheep.

b) The purposes and powers of The California Chapter shall be exercised in such a manner that the corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. The California Chapter shall take the appropriate steps necessary to obtain nonprofit status as defined in Section 501(c)(3) of the Internal Revenue Code.

c) The officers of The California Chapter shall conduct the affairs of the organization in an efficient manner, in accordance with these Bylaws, together with such policies and programs as may, from time to time, be adopted by the Foundation for North American Wild Sheep.

d) The California Chapter shall maintain proper records and shall promptly render reports concerning membership, finances, affiliations, facilities and activities as may be requested from time to time by the Foundation for North American Wild Sheep.

e) The California Chapter shall comply with the requests of the Board of Directors of the Foundation for North American Wild Sheep in matters where conformance to the National

Foundation's bylaws or established policies is required to achieve uniformity, or to avert working at cross purposes or in a counter productive manner with The Foundation for North American Wild Sheep.

f) The California Chapter shall be a separate nonprofit corporation with an individual tax identification number separate from The Foundation for North American Wild Sheep.

### **ARTICLE 3. MEMBERSHIP AND VOTING**

3.1. Membership. There shall be one class of members, which shall include Regular Members and Life Members. Each member shall have all of the rights of membership. The term "member" or "members" shall refer to Regular Members and Life Members, individually and collectively, as the context requires. Members who qualify as Life Members on or before June 30, 2002 shall further be designated as Charter Members. Life Members who assisted with the formation and organization of the California Chapter may also be designated as Founding Members at the discretion of the Board of Directors.

3.2. Eligibility. Membership shall be open to all persons that subscribe to the purposes and objectives of the Corporation as stated in Article 2 and meet such further eligibility requirements as shall be established by the Board from time to time.

3.3. Admission for Membership. All applications for membership must be in writing on a form specified by the President or the Board. Applications for membership must be submitted to and approved by the President or Board. The President or the Board may waive the requirement for a written application his, her or their discretion.

3.4. Record Date of Membership. The record date for the purpose of determining the members entitled to notice of and to vote at any meeting of members is ninety (90) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action (including but not limited to participation in the election of directors) is ninety (90) days prior to such action.

3.5. Voting Rights. Each member in good standing shall be entitled to cast one vote on every matter submitted to a vote of the members, including one vote for each Board of Director

position open for election. Neither voting by proxy nor cumulative voting will be permitted.

3.6. Certificates. A Certificate of Membership in such form as the Board may prescribe may be issued to an applicant upon election to membership, signed by the President or Vice President and the Secretary.

3.7. Transfer of Memberships. No membership may be transferred either by the member or by operation of law.

3.8. Dues. Dues for members shall be established by the Board of Directors. Until changed by the Board, the dues to become a Life Member shall be an aggregate of \$500 (which may be payable over a period of not more than one year as fixed by the Board) and the annual dues for a Regular Member shall be \$40. The Board of Directors shall have the discretion to establish multiple year memberships for regular members at a reduced amount. All Life Member dues payments shall be held as an endowment in trust in a separate account, the earnings from which shall be available to pay the expenses of the California Chapter; provided, however, that until June 30, 2003, the principal of such endowment shall be available to fund working capital needs of The California Chapter, all of which withdrawals to be reinstated to the endowment fund, without interest, on or before such June 30, 2003 date.

3.9. Membership for Period of Time.

a) Regular members shall have membership for a term of one or more years. Dues shall be payable annually or for multiple years as established by the Board of Directors. Regular Memberships shall run from August 1 to July 31 for the term of such paid regular membership, unless dues for the coming year or term are received by the corporation prior to the end of the year or term. If dues are received after such date, the former member may be readmitted as a member by the President, or by the Board in their discretion. Dues for regular members joining after August 1 shall not be prorated.

b) No Regular Member shall have a right to renew such membership. Renewal of a Regular Membership, whether or not annual dues are received on or prior the date as defined above, may be denied by action of the Board in its discretion. This denial shall be effective on August 1 of the next Regular Membership period.

c) Regular Members and Life Members may be expelled from the California Chapter (i) if they no longer meet the then eligibility requirements for membership, (ii) if any statement

made in their application questionnaire is untrue or misleading at the time made or at the time notice of expulsion is given, and (iii) for such other reasons as may be adopted by the Board as an amendment to these Bylaws.

3.10. Termination of Membership.

a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- i. The voluntary resignation of a member;
- ii. The death of a member;
- iii. The denial of renewal as set forth in Paragraph 3.9(b) of these Bylaws; and
- iv. The nonpayment of dues within the time period set forth in Paragraph 3.9(a) of these Bylaws.

b) A member may be expelled for cause, as set forth in Paragraph 3.9(c) provided such member is given both fifteen (15) days prior written notice of such action stating the reasons therefor and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by first-class mail to the last address of such member as shown on the records of the Corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at a place designated by the President of the Corporation by a committee composed of the President, Vice Presidents, Treasurer, and Secretary of the Corporation. The hearing shall be presided over by the President of the Corporation who shall perform the following duties:

- i. Read the charges against the subject member;
- ii. Hear any witnesses against the subject member;
- iii. Allow the subject member to make a statement in his or her own behalf;
- iv. Allow the subject member to provide witnesses in his or her own behalf; and
- v. Allow the members of the committee conducting the hearing to question the witnesses.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

3.11. Effect of Termination. All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach. Upon expulsion, neither a Regular Member nor Life Member shall receive any refund of dues paid to date, except that a Life Member who is expelled on the sole basis of failure to meet the current eligibility requirements of a member which failure would not have made such Life Member ineligible to be a member, at the time such Life Member became a Life Member, shall receive a refund of the Life Membership dues paid less the annual dues payable by Regular Members for the period such Life Member was a member.

3.12. Resignation and Reinstatements. A member may resign by filing with the Secretary his written resignation. Dues paid by him in advance shall not be refunded or pro-rated. Such resignation shall not relieve the resigning member of the obligation to pay dues or fees which have accrued up to the date of such resignation and which are unpaid. Reinstatement of a former member may be made in the same way that an applicant for membership may be accepted; however, such applicant for reinstatement shall, as a condition to his reinstatement, be required to pay all dues and fees which were previously due and unpaid by him at the time of his prior resignation.

#### **ARTICLE 4.**

##### **MEETINGS OF MEMBERS**

4.1. Place. Meetings of members shall be held at such location within the State of California as may be designated from time to time by the President or the Board of Directors.

4.2. Meetings. Regular meetings and events for the members shall be planned by the President or the Program Chairman, if one is appointed by the President, and the Board of Directors. No annual meeting of the members shall be required unless called pursuant to Section 4.3. The Board of Directors shall be elected by written or electronic ballot as provided in Section 5.7 unless a special meeting is called therefor pursuant to Section 4.3.

4.3. Special Meetings. Members shall only vote or otherwise take action as a member of this Corporation at a special meeting, duly called and noticed as provided in this Article IV, or by ballot as provided herein. Special meetings of members shall be called by the Board of Directors or the President of the Corporation and held at such times and places within the State of California as may be ordered by resolution of the Board of Directors. Ten (10) percent or more of the members of the Corporation may call special meetings for any lawful purposes.

4.4. Notice of Special Meetings. Notice of every meeting of members called pursuant to Section 4.3 shall be either e-mailed to the member's last-provided e-mail address, or personally delivered or mailed by first-class United States mail, postage prepaid, fifteen (15) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

To reduce expenses and provide maximum funds for the enhancement of wild sheep and the goals of the corporation, communication by e-mail is the preferred method of communication with those members who provide an e-mail address to the corporation. Should any e-mail be returned, the notice shall be mailed first-class United States mail to the member's last known address. It is the member's obligation to keep the corporation advised of his or her current e-mail and/or postal address.

In the event given by e-mail, mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary or Assistant Secretary of the Corporation, or any transfer agent specially designated by the Secretary or Assistant Secretary for the purpose herein mentioned, may execute an affidavit of the giving of the notice of the meeting of members.

Upon request in writing to the President, Vice Presidents, or Secretary by any person (other than the Board of Directors) entitled to call a special meeting of members, the officer forthwith (and in any event not more than 20 days after receipt of the request) shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board of Directors, not less than 35 nor more than 90 days after the receipt of the request.



No special meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

4.5. Contents of Notice. The notice shall state the place, date, and time of the special meeting and those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members.

4.6. Quorum. A quorum at any regular or special meeting of members, or for any action being determined by written ballot, shall consist of ten (10) percent (10%) of the voting power, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

4.7. Loss of Quorum. The members present at a duly called or held regular or special meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

4.8. Adjournment for Lack of Quorum. In the absence of a quorum, any regular or special meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 4.7 of these Bylaws.

4.9. Written Ballot. Any action that may be taken by the members at any special meeting of members may be taken without a meeting by written ballot as provided on Section 5513 of the California Corporations Code.

## **ARTICLE 5.**

### **BOARD OF DIRECTORS**

#### 5.1. Board of Directors; Number.

a) The property, affairs and business of the organization shall be managed by the Board. Collectively, the Directors shall be known as the Board of Directors.

b) The Board of Directors shall be not less than three nor more than thirty, with the exact number of directors to be fixed, within the limits specified, by approval of the Board of Directors by amendment of this Bylaw. Until changed by the Board of Directors, the exact number of directors of the Corporation shall be sixteen (16).

5.2. Qualifications. A majority of the Directors of the Corporation shall be residents of the State of California. With the exception of the initial Directors, the Directors shall also be members of the Corporation and shall meet all of the eligibility requirements of Regular Members. A Director must be a member of the corporation without lapse or interruption for a minimum of 24 months before the start of his or her term of office. For the purposes of this section, the length of membership of a member joining after August 1 and paying dues for a full year is measured by the actual date the member joins, not the period for which dues have been paid.

5.3. Term of Office. Each Director shall hold office for a two-year term ending on June 30 and until such Director's successor is elected and qualifies under Section 5.2 of these Bylaws. The Directors shall be divided into two groups so that as close as possible to one-half of the Directors are elected each year. The normal term of office shall commence on July 1 and end on June 30 of the second succeeding year. A Director may be removed effectively immediately by the Board for cause, (as specified in Paragraph 5.13(a) permitted by Section 5221 of the Corporations Code, or by the members.

5.4. Nomination. Any person qualified to be a Director under Section 5.2 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

5.5. Election. Directors shall be elected annually by written or e-mail electronic ballot as prescribed by these Bylaws. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve.

#### 5.6. Nominations

a) The Board of Directors shall appoint a Nominating Committee consisting of those members of the Board of Directors who are not running for re-election. The Board of Directors may also appoint to the Nominating Committee other members who are not on the Board of Directors and who do not wish to be considered for nomination, for the purpose of selecting

candidates for the Board of Directors. The Nominating Committee shall be appointed by March 15 of the election year. The Nominating Committee shall solicit the members for persons who are interested in being considered as candidates. Members who wish to be considered by the nominating committee shall provide information as may be requested by the Nominating Committee on or before first business day in April of the election year. The Nominating Committee in its sole discretion may consider factors in the selection of candidates including, but not necessarily limited to, the length of time (above the minimum requirement) the person has been a member, prior involvement and participation in the activities of the corporation and/or the national affiliate, educational background, employment experience, other background information reflecting a commitment to hunting and the enhancement of wild sheep, and the Nominating Committee's opinion on the member's ability to work constructively in the context of the Board of Directors. The Nominating Committee is not required to nominate a member as a candidate even though the member expresses interest in being nominated.

b) In lieu of nomination by the Nominating Committee, any member who meets the qualifications for serving as a director set forth in Section 5.2 may be placed on the ballot if requested in writing by the member and endorsed by a petition signed by a minimum of ten percent of the members. Such a request and petition must be submitted on or before May 1 of the election year. A person who is placed on the ballot by such request and petition shall be designated on the ballot as a candidate not nominated by the Nominating Committee, but who appears on the ballot by the member's request and petition. Upon written request by a member, the Chapter will confirm in writing the number of valid signatures required for such a petition.

c) There shall be no limit on the number of nominations for election as a Director.

5.7. Ballots. Not later than the first business day of June of each year, the Secretary shall cause to be mailed by e-mail or U.S. mail a ballot to each regular member in good standing. If the Secretary is a candidate for election, the Board of Directors shall name a Secretary Pro Tem for the purposes of performing the duties of Secretary relating to the election. The ballot shall list the names of those members nominated for election as Directors and shall provide blank spaces for three write-in candidates. Along with each ballot mailed out, there shall be instructions regarding the completion of same and the procedure for returning same to the Secretary. Nothing in this section shall be interpreted to preclude the ballots from being returned to the corporate office and then forwarded to the Secretary. Each member shall have one vote for each Director to be elected

but may not cast more than one vote for any one nominee. The ballots shall be tabulated by the Secretary and available for review by any member. However, prior to such a review, the Secretary shall redact such information as may be contained on the ballot that identifies the member casting the ballot. All Directors shall be elected at large.

5.8 Alternative Certified Election. In lieu of the procedure set forth in section 5.7 and by a written request signed by at least 20 percent (20%) of the members eligible to vote in the upcoming election, the election shall be conducted entirely by U.S. mail, by an independent third party, such as a CPA, selected by the Board of Directors. Such a request shall be made on or before the first business day in April preceding the election and shall designate a contact person for the group presenting the petition. Within 15 days of receiving such notice, the Secretary shall obtain an estimate for the cost of postage, ballot tabulation and election certification, and provide that estimate to the designated contact person. The contact person shall have 10 days after receipt of the estimate to pay the amount of the election costs to the corporation by cashiers check. If the payment is not received by the corporation when due, the election shall be conducted pursuant to section 5.7. If the payment is made when due, the mailing of ballots, tabulation, and certification of the election will be conducted by the independent third party.

5.9 July Meeting. All newly elected and outgoing Directors shall attend any Directors' meetings between the election and June 30. On or after July 1, the newly elected Directors shall have full voting authority and the Directors they replace shall not be allowed to vote or be elected to office.

5.10 Compensation. Directors shall not receive any compensation for their services as such. Nothing herein shall be construed to prevent any Director from serving the organization in any other capacity and receiving compensation therefor.

5.11 Expenses. All claims for reimbursement of expenses shall be made in writing to the Treasurer. The Board of Directors must approve payment of all expenses claimed by a member, officer or director. Such approval may be pursuant to an approved budget, pursuant to approved categories of expenses, or reimbursement for specific expenditures.

5.12 Meetings.

a) Meetings of the Board may be called by the President, a Vice-President, Secretary, or any two (2) Directors.

b) Place of Meetings. Regular meetings of the Board shall be held at such location in California as the President or Board of Directors shall determine, or by conference telephone call, or any combination of directors meeting personally and other directors participating by telephone. Meetings may be held outside the State of California in conjunction with an official meeting or convention of the corporation's national affiliate.

c) Regular Meetings. Unless rescheduled by the President, a regular meeting of the Board of Directors shall be held once each calendar quarter, in the second month of each calendar quarter.

d) Special Meetings. Special meetings of the Board may be called by the President, a Vice President, the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or e-mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to hold the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

e) Quorum. Not less than one-half of the Directors then in office constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

f) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting. Notwithstanding the foregoing, Paragraph 8.7 requires a majority of all Board members then in office to amend these Bylaws.

g) Conduct of Meetings. The President shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board.

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting. The minutes of the last preceding meeting of the Board of Directors shall be read, or distributed in advance, and approved at each meeting unless dispensed with by a vote of the Board of Directors.

h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

5.13 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

5.14 Removal of Directors.

a) Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- i. The Director has been declared of unsound mind by a final order of court;
- ii. The Director has been convicted of a felony or a serious game violation;
- iii. The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on Directors who perform functions with respect to assets held in charitable trust;
- iv. The Director has failed to attend three consecutive meetings of the Board; or
- v. The Director, at such time, does not meet the eligibility requirements of a Regular Member.

- vi. The Director, in the opinion of a minimum of two-thirds of the total number of the corporation's Board of Directors then in office as evidenced by their vote, is a disruptive, counter-productive or otherwise negative influence on the Board, and the mission of the corporation will be enhanced by the removal of the Director.

b) Removal Without Cause. Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

5.15 Resignation of Directors. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

5.16 Vacancies in the Board.

a) Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

b) Filling Vacancies by Directors. Except for a vacancy created by the removal of a Director pursuant to these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or (3) a sole remaining Director.

c) Filling Vacancies by Members. Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

d) Term. When a vacancy is filled it shall be for the remaining term of the Board member replaced or, if due to an

increase in the number of authorized Directors, for a term established by the Board so that the requirements of Paragraph 5.3 are met.

## **ARTICLE 6. OFFICERS**

6.1. Names and Qualifications of Officers. The officers of the organization shall be a President, a Vice President for Operations, a Vice-President for Northern California, a Vice-President for Southern California, a Secretary and a Treasurer, and such other officers as shall be elected from time to time by the Board. No two of said offices may be held by the same person.

6.2. Limitation of Powers. No officer may receive compensation for his services.

6.3. Term of Office. Officers shall be elected for a term of two years and serve at the pleasure of the Board. Any officer may be removed effective immediately upon the vote of a two-thirds majority of the Directors then in office at any regular or special meeting of the Board. Officers, other than the Secretary and Treasurer, shall be limited to two consecutive two year terms. The Vice President of Operations, Secretary and Treasurer may serve an unlimited number of consecutive terms.

### 6.4. Duties and Powers of Officers.

a) President. The President shall be the chief executive officer of the organization, and, subject to the authority of the Board of Directors, shall have general supervision and control of the organization's affairs. He (1) shall preside at all meetings of the members and of the Board of Directors and (2) may sign any contracts or other instruments approved by the Board of Directors.

b) Vice-Presidents. Each Vice-President shall report to the President and have a position of equal status within the hierarchy of the Chapter. Each Vice-President shall have such powers and perform such duties as the President may assign to him or her from time to time, with the Vice-Presidents for Northern and Southern California generally being responsible for coordination of activities, member outreach, and member recruitment in their respective regions, and the Vice-President for Operations generally being responsible to assist the President in the operation of the Chapter. In the absence or disability of the President, his duties shall be performed by a Vice-President, in the order designated by the Board of



Directors, and in the absence or disability of each Vice-President, by the Secretary.

c) Treasurer. The Treasurer shall (1) have charge and custody of and be responsible for all funds and securities of the organization from all sources and deposit all such money in the name of the organization in such depositaries as the Board may designate; (2) receive and give receipts for monies due and payable to the organization; (3) pay all just obligations of the organization upon approval by the Board of Directors (such approval to be pursuant to an approved budget, pursuant to approved categories of expenses, or for specific expenditures); any claim or bill over an amount in excess of \$500 shall require dual signatures, the Treasurer, if available, and one other officer or otherwise any two officers; (4) keep a complete record of all organization income and expenditures; (5) make a report to the Directors of the financial condition of the organization every fiscal quarter; (6) make an annual report of the financial condition of the organization for the immediately preceding calendar year; and (7) perform such other duties as may be assigned to him by the President or the Board of Directors. The Treasurer shall be the chief financial officer of the organization.

d) Secretary. The Secretary shall (1) keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose; (2) see that all notices of meetings of members and Directors are given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of organization records; (4) keep a register of the addresses of each member of the organization; (5) conduct correspondence; (6) read or summarize important correspondence and other communications at the meetings of the Board of Directors; and (7) perform such other duties as the Board of Directors may specify. Nothing in this section shall be construed to prevent the Board of Directors from delegating the primary responsibility for these tasks to corporation staff.

6.5. Time of Election. At the July Board of Directors meeting, the Directors shall elect from among themselves, to fill any then vacant or expiring term of office, a President, one or more Vice-Presidents, a Secretary, and a Treasurer.

6.6. Method of Voting. Voting shall be by secret ballot if requested by two Directors, except that in any event Directors present by conference telephone call as permitted by Paragraph 5.11(g) shall announce their votes. Cumulative voting shall not be permitted. Each officer shall be elected by a majority vote of those Directors present at the July meeting.

6.7. Committees. The President may create such standing or special committees as he may deem necessary or desirable to serve the organizations interests and appoint the chairman thereof. At least one member of the Board of Directors shall sit on each committee.

## **ARTICLE 7.**

### **CORPORATE RECORDS, REPORTS, AND SEAL**

7.1. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

7.2. Annual Report. On the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member as required by Section 6321(e)(2) of the California Corporations Code. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement for such fiscal year, with such detail and other information as required by Corporations Code Section 6321(a); (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transaction and indemnification's required by Corporations Code Section 6322. The annual report shall be accompanied by the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

7.3. Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if such transaction or indemnification took place.

## **ARTICLE 8.**

### **MISCELLANEOUS**

8.1. Authority. No person shall have any authority to expend money or bind the organization by any contract or instrument unless authorized by the Board of Directors.

8.2. Fiscal Year. The fiscal year of this organization shall commence on January 1 and end on December 31 of each calendar year.

8.3. Rules of Order. Except as otherwise specifically provided in these Bylaws, all meetings of the members, Board of Directors, and committees shall be governed by "Roberts Rules of Order (Revised)," insofar as they are appropriate.

8.4. Property Rights. No member, director, or officer shall have any rights, title or interest in any of the assets or property of this organization, except the right to make use thereof as a member in accordance with authority of the Board of Directors.

8.5. Dissolution of the Organization. Upon liquidation, dissolution, winding up, or abandonment of this organization, all of the property and assets of this organization shall be transferred as set forth in the Articles of Incorporation. Any such transfer or conveyance shall be executed in accordance with the laws of the State of California relating to the liquidation, dissolution, winding up, or abandonment of nonprofit organizations. In no event shall any properties or assets of this organization be conveyed or transferred to any member, upon the liquidation, dissolution, winding up or abandonment of this organization, except for full consideration.

8.6. Corporate Seal. The Board of Directors may adopt a corporate seal, which shall be in a form and design approved by the Board of Directors. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

8.7. Amendment. Except as otherwise required by the Articles of Incorporation or the California Nonprofit Corporation Law, these Bylaws may be amended by a majority of all members of the Board of Directors then in office, provided that the proposed amendment has been submitted in writing at the previous meeting of the Board, or has been sent in writing by mail to every member of the Board, not less than thirty (30) days prior to the next regular or special meeting of the Board at which such proposed amendment is to be discussed and voted upon.

CERTIFICATE OF SECRETARY  
OF  
CALIFORNIA CHAPTER OF FOUNDATION FOR NORTH AMERICAN WILD SHEEP  
a California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 18 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on March 3, 2009.

DATED: March 4, 2009

   S/Paul A. Brisso     
Paul A. Brisso, Secretary

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