SAN JOAQUIN WILDLIFE SANCTUARY, INC.
SPECIAL MEETING OF THE BOARD OF DIRECTORS
AGENDA
MONDAY, NOVEMBER 18, 2024 AT 2:30 P.M.

Call to Order: November 18, 2024, 2:30 P.M., Irvine Ranch Water District's Board Room, 15600 Sand Canyon Avenue, Irvine.

Roll Call: Peer Swan*, Joyce Wegner-Gwidt, Mary Aileen Matheis, Brett Sanders, Kathleen Treseder **, Star Howard, Karen McLaughlin*, and Chris Obaditch***

* IRWD appointed Director
** City appointed representative/Director
*** Sea and Sage appointed Director

1. <u>APPROVAL OF MINUTES</u>

   Recommendation: Approve the minutes of February 15, 2024 Board meeting as presented.

2. <u>TREASURER'S REPORT – JULY 2023 THROUGH JUNE 2024 – LIN</u>

   Recommendation: Receive and file.

3. <u>DISCUSSION OR REVISING BYLAWS</u>

   At the last Board meeting, it was the consensus of the Board to update the Bylaws. This meeting will provide a status update.

4. <u>PLEIN AIR EVENT</u>

   Recommendation: Discuss upcoming Plein Air event and sponsorship opportunities, and take action to sponsor this event in a manner or at a level as deemed appropriate by the Board.

5. <u>BOARD AND / OR PUBLIC COMMENT</u>

6. <u>ADJOURNMENT</u>

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MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF
SAN JOAQUIN WILDLIFE SANCTUARY, INC.
FEBRUARY 15, 2024

The meeting of the Board of Directors of the San Joaquin Wildlife Sanctuary, Inc. was called to order by President Swan at 12:00 p.m., February 15, 2024.

Directors Present:	Peer Swan, Leslie Bonkowski, Karen McLaughlin (arrived at 12:13 p.m.), Star Howard, Chris Obaditch, Kathy Treseder, and Joyce Gwidt.
Directors Absent:	Mary Aileen Matheis, Joyce Gwidt, and Brett Sanders
Also Present:	Jonathan Aguayo and Trude Hurd of Sea and Sage Audubon, and Eileen Lin, Claudia Espinoza and Ian Swift of IRWD.

APPROVAL OF MINUTES

On MOTION by Howard, seconded by Treseder and unanimously carried, THE MINUTES OF THE AUGUST 3, 2023 MEETING WERE APPROVED AS SUBMITTED.

TREASURER'S' REPORT – JULY 2023 THROUGH DECEMBER 2024

THE TREASURER'S REPORT FROM JULY 2022 THROUGH DECEMBER 2024 WAS RECEIVED AND FILED.

STATE AND FEDERAL EXEMPT ORGANIZATION TAX FILING

On MOTION by Howard, seconded by Obaditch, and unanimously carried, THE STATE AND FEDERAL EXEMPT ORGANIZATIONAL FILINGS FOR FISCAL YEAR 2022/2023 WERE APPROVED IN THE SUBSTANTIAL FORM PRESENTED.

RESIGNATION OF DIRECTOR, SECRETARY AND TREASURER

THE RESIGNATION OF DIRECTOR, SECRETARY, AND TREASURER BONKOWSKI EFFECTIVE MARCH 15, 2024 WAS ACCEPTED WITH REGRET.

ELECTION OF DIRECTORS FOR TERMS ENDING JUNE 2023

President Swan commented that he would like to revise the Bylaws to reflect less Board members as it has been difficult to engage members for this Board when openings occur. He said he would like to have seven, and then in the future, change the number to five.

On MOTION by Obaditch, seconded by Swan, and unanimously carried, JOYCE GWIDT AND MARY AILEEN MATHEIS WERE ELECTED DIRECTOR WITH TERMS ENDING JUNE 2026.

APPOINTMENT OF SECRETARY AND TREASURER

On MOTION by Swan, seconded by Obaditch, and unanimously carried, Director McLaughlin was nominated and ELECTED SECRETARY EFFECTIVE MARCH 15, 2024. On MOTION by Obaditch, seconded by Gwidt and unanimously carried, DIRECTOR SWAN WAS NOMINATED AND ELECTED TREASURER.

OPERATIONS SUMMARY OF THE SAN JOAQUIN MARSH

Mr. Swift provided a summary of the San Joaquin Marsh operations on a variety of topics.

UPDATE ON AUDUBON ACTIVITIES

Mr. Aguayo updated the Board on Audubon activities noting that they have been conducting a lot of meeting via zoom. He said that in-persons events were also continuing including monthly bird walks by docents, monthly bird surveys as well as special events. He noted upcoming events including an Earth Day event scheduled for April 14, an annual dinner, summer barbecue, a plein air event, and holiday boutique.

Mrs. Hurd provided an overview of school programs and upcoming events including bat walks.

ADJOURNMENT

There being no further business, President Swan adjourned the meeting.

APPROVED and SIGNED this _____ day of __________, 2024.

Minutes prepared by past Secretary Leslie Bonkowski on March 6, 2024.

____
Peer A. Swan, President

____
Karen McLaughlin, Secretary

TREASURER'S REPORT
JULY 2023 - JUNE 2024

Month	Ending Balance	Deposits Additions	Withdrawals Subtractions	Interest	IRWD Rate of Return
July 2023	$961,043.26			$2,921.61	3.71%
August 2023	$964,185.74			$3,142.48	3.85%
September 2023	$967,395.82			$3,210.08	3.92%
October 2023(1)	$968,631.96		$2,000.00	$3,236.14	4.07%
November 2023	$971,927.96			$3,296.00	4.14%
December 2023	$975,464.87			$3,536.91	4.29%
January 2024	$979,027.32			$3,562.45	4.30%
February 2024(2)	$979,820.12		$2,749.40	$3,542.20	4.26%
March 2024	$983,214.32			$3,394.20	4.36%
April 2024(3)(4)	$987,213.47	$400.00	$25.00	$3,624.15	4.34%
May 2024(5)	$989,727.35		$1,105.00	$3,618.88	4.46%
June 2024	$993,493.19			$3,765.84	4.48%

1 Plein Air Award Winners - $2,000:
- Francis Difronzo - $300
- Mike Major - $200
- Don Krotee - $1000
- Sandra Morrison - $500

2 Sea and Sage Audubon Society - Reimbursement of Plein Air Event - $2,749.40
3 Donation from Blackbaud Giving Fund - $400
4 California Dept of Justice - Renewal Fee - $25
5 Davis Farr - Tax Preparation - $1,105

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Adopted 3/21/92 by Res. No. 1992-1
Amended 6/25/94 by Res. No. 1994-1
Amended 11/16/02 by Res. No. 2002-1
Amended and Restated /2024 by Res. No.

BYLAWS OF

SAN JOAQUIN WILDLIFE SANCTUARY, INC.

ARTICLE I

NAME

Section 1. Name. The name of the Corporation is "San Joaquin Wildlife Sanctuary, Inc."

ARTICLE II

OFFICES AND SEAL

Section 2. Offices. The principal office of the Corporation for the transaction of business is 15600 Sand Canyon Ave, Irvine, CA 92618~~shall be 18802 Bardeen Avenue, Irvine, California 92715~~. The Board of Directors of the Corporation (the "**Board of Directors**") may, however, fix and change from time to time the principal office from one location to another by noting the change of address in the minutes of the meeting of the Board of Directors at which the address was fixed or changed. The fixing or changing of such address shall not be deemed an amendment to these Bylaws.

Section 3. Seal. The Corporation shall have a seal, consisting of two (2) concentric circles with the words "San Joaquin Wildlife Sanctuary, Inc." and the date of incorporation of this Corporation.

ARTICLE III

PURPOSES AND LIMITATIONS

Section 4. General Purposes. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. This Corporation is organized exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Section 5. Specific Purposes. Within the context of the general purposes stated above, this corporation shall:

(1) Promote public awareness and understanding of the ecology of marsh environments;

(2) Provide an opportunity for on-site education about marsh environments; and

(3) Assist in preserving the natural environment of the San Joaquin Marsh.

Section 6. Limitations. Notwithstanding any other provision of these Bylaws, this Corporation, its directors, officers, employees or representatives, shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any 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 of 1986 or the corresponding provision of any future United states internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

Nor shall any substantial part of the activities of this Corporation consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

MEMBERS

Section 7. Statutory Members. This Corporation shall have no statutory members.

Section 8.~~ Associated Members. The Corporation may refer to persons as “founding members,” “lifetime members,” “contributing members,” “associate members” or other persons or entities associated with it as “members”, even though those persons or entities are not voting members, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code. By amendment of its Articles of Incorporation or of these Bylaws, the Corporation may grant some or all the rights of a member to any person or entity that does not have the right to vote, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.~~

Section 9.Section 8. Classifications. This Corporation ~~shall~~ may establish various classes of membership and related dues or assessments for those classes. ~~have four classes of associated members, designated as follows:~~

~~(a) Founding Members,~~

~~(b) Lifetime Members,~~

~~(c) Contributing Members, and~~

~~(d) Associate Members.~~

~~Any person dedicated to the purposes of this Corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.~~

Section 10.~~ Dues, Fees, and Assessments. Each associated member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments and~~

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~~amounts to be fixed from time to time by the Board. The Board may, in its discretion, set different dues, fees, and assessments for each class of associated members.~~

Section 11. ~~Good Standing. Those associated members who have paid the required dues, fees, and assessments in accordance with these Bylaws shall be associated members in good standing.~~

Section 12. ~~Termination of Membership. A membership shall terminate on occurrence of any of the following events:~~

~~(a) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board: or~~

~~(b)~~(a) ~~Failure of the associated member to pay dues, fees, or assessments as set by the Board within a specific period of time set by the Board after they become due and payable:~~

ARTICLE V

DIRECTORS

Section 13.Section 2. Powers.

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws, the Corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the Board's direction.

(b) Specific Powers. Without prejudice to the general powers set forth in subsection (a) of Section 13 of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

(1) Appoint and remove at the pleasure of the Board all the Corporation' officers, agents and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(2) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in another state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

(3) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

(4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the

corporate name, promissory notes, bonds, debentures, deeds of trust; mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 14.Section 3. Number. The Corporation shall have ~~eleven~~ ~~seven (11~~7) five (5) voting Directors. The Directors are collectively to be known as the Board of Directors. The number of Directors may be changed by an amendment to the Bylaws duly adopted by the Board of Directors.

The Board of Directors, by resolution, may establish one or more non-voting "Director Emeritus" positions and may fill those positions, as it deems fit from time to time. The purpose of this paragraph is to provide for an honorary position by which the Board may recognize an individual's outstanding service to the Corporation. A Director Emeritus may attend meetings, shall be entitled to the rights of Directors under Article VII hereof, and shall have such other appropriate rights and privileges as the Board may designate.

Section 15.Section 4. Restrictions on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months whether as a full-time or part time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in- law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity of enforceability of any transaction entered into by the Corporation.

Section 16.Section 5. Appointment of Directors~~Election, Designation~~ and Term of Office.

~~(a) Elected Directors. Nine (9) Directors shall be initially appointed by the incorporator of the corporation, and shall serve until the first annual meeting in June, 1992, and thereafter shall be elected by a vote of the Board of Directors, beginning with the June, 1992 annual meeting. Following the June, 1992 election, t~~T~~he term of office of each elected Director shall be three (3) years and staggered so that three (3) Directors shall be elected at each annual meeting of the Board; provided, however, that~~

~~(1) if any such annual meeting is not held or Directors are not elected at such meeting they may be elected at any adjourned meeting or special meeting held for that purpose and~~

~~(2) if the authorized number of elected Directors is increased by an amendment to these Bylaws, the additional Directors shall be elected by the members at a regular or special meeting held at the time of, or as soon as possible following, such amendment, and~~

~~(3) at the regular or adjourned meeting of June, 1992, the nine (9) Directors elected at such meeting shall, promptly following such election, classify themselves by lot into three (3) groups which shall have terms of office as follows: three (3) Directors shall shall have two (2) year terms and three (3) Directors shall have three (3) year terms, and~~

~~(4) Elections thereafter shall be for three (3) year terms and shall be held to fill the three (3) Director seats expiring at that time.~~

~~Elected Directors shall hold office until their respective successors are elected. Election shall be by ballot if requested by any Director, and otherwise shall be by voice vote. All elected Director seats to be filled shall be filled simultaneously at a single election. Every elected and designated Director shall have as many votes as there are elected Director terms expiring, and shall have the right to cumulate his votes and give them to one candidate or distribute them among as many candidates as he shall think fit. A number of Directors equal to the number of expiring terms shall be elected, who shall be the candidates receiving the highest numbers of votes.~~

(a) ~~Designated Directors. Two (2) Directors shall be initially appointed by the incorporator of the Corporation and shall serve until the first annual meeting in June, 1992 and thereafter shall be designated as follows:One Director shall be designated by~~ One director will be appointed by the Board of Directors of the Irvine Ranch Water District. Irvine Ranch Water District may appoint an alternate ~~D~~directors at its discretion.

(b) ~~Two (2) One Directors shall be designated~~ One director will be appointed by the governing board of the Sea and Sage Audubon Society. The Sea and Sage Audubon Society may appoint an alternate director~~s~~ at its discretion.

(c) One director shall be appointed by the City of Irvine. The City of Irvine may appoint an alternate Director at its discretion.

~~(b)~~(d) Two (2) Directors shall be appointed by the remaining Directors. ~~The remaining Directors may appoint alternate Directors at its discretion.~~

Following their appointment~~designation at the June, 1992 annual meeting~~, the term of office of each ~~designated~~ appointed Director shall be three (3) years.

Section 17.Section 6. Vacancies on The Board.

(a) Event Causing Vacancy. A vacancy or vacancies in the Board shall exist on the occurrence of any of the following: (1) the death or resignation of any Director; (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; (3) the increase of the authorized number of Directors; (4) the failure of a Director to attend three consecutive Board of directors meetings, regular or special; and (5) with respect to a designated Director, the person or entity designating a particular Director removes that Director by delivering written notice of such removal to the remaining directors.

(b) Resignations. Except as provided below, any Director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.

(c) Filling Vacancies. Vacancies on the Board will be filled by the entity or person who had designated the vacated or vacating Director in the case of a designated Director, and by election by the remaining Directors in the case of an elected Director.~~, or by the incorporator(s) in the case of the initially appointed Directors.~~

(d) No Reduction of Number of Directors on Vacancy. The removal of any Director before that Director's term of office expires shall not result in a reduction of the authorized number of Directors.

Section 18.Section 7. Directors' Meetings.

(a) Transparency. All meetings shall be held in compliance with California's open meeting law, the Ralph M. Brown Act ("Brown Act"), codified in California Government Code section 54950 et seq. While meetings of the Board of Directors are generally open to any member of the public, the Board of Directors may meet in closed session for those reasons expressly allowed under the Brown Act.

(b) Notice of Meetings. A notice stating the time and place of the meeting shall be sent to each director no later than the time the agenda is required to be distributed under Section 18(c). If the date, time or place of a regular meeting is changed, notice of the change shall be sent at least 72 hours in advance of the regular meeting date or the rescheduled date, whichever is earlier, to each director and to all newspapers of general circulation and radio and television stations that have requested notice of meetings pursuant to the Brown Act.

(c) Agenda of Meetings. The President or designee shall prepare the agenda of all meetings of the Board.

(1) A copy of the agenda shall be posted in a location freely accessible to the public, and delivered to each director, at least 72 hours before each regular meeting and at least 24 hours before each special meeting.

(2) A copy of the agenda, and of all documents distributed to the directors with the agenda (other than those exempt from disclosure under the California Public Records Act), shall be available for public inspection at Sanctuary's office at least 72 hours before each regular meeting and at least 24 hours before each special meeting. A copy of the agenda and such supporting documents shall also be available for public review at the meeting.

~~(a)~~(d) Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

~~(b) Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.~~'

~~(c)~~(e) ~~Annual~~ Regular Meetings. There will be two regular meetings of the Board held each year. A~~n annual~~ meeting of the Board shall be held in ~~June~~ February of each year~~, beginning with the year 1992~~. The purpose of this ~~annual~~ meeting is for organization, election of officers, and the transaction of other business including approving tax filings. ~~The annual meeting shall be considered a regular meeting as opposed to a special meeting.~~ Another meeting of the Board shall be held in September of each year. The purpose of this meeting is for organization and transaction of other business. Each meeting will be at the call of the President or Chair of the Board.~~Notice of this meeting is not required.~~

~~(d) Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.~~

~~(e)~~(f) Special Meetings.

(1) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the president or any vice president, or the secretary or any two Directors.

~~(2) Notice.~~

~~(i) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following method: (a) by personal delivery of written notice; (b) by first class mail postage prepaid; (c) by telephone, whether directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) by facsimile machine to either Director's residence or office; or (e) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.~~

~~(ii) Time Requirements. Notices sent by first class mail shall be deposited in the United States mail at least four days .before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or telegraph shall be delivered, telephoned, transmitted, or given to the telegraph company at least 48 hours before the time set for the meeting.~~

~~(iii) Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.~~

~~(f)~~(g) Quorum. ~~Fourive (54)~~ Three (3) Directors (or their alternates) shall constitute a quorum for the transaction of business, except to adjourn. Directors may be present and vote in person or virtually through audio-visual technology ~~or by proxy; provided, that proxies shall not be counted for purposes of determining a quorum, and each proxy shall specifically identify the matters on the agenda for which it is given~~. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the Brown Act and the California Nonprofit Public Benefit Corporation law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the Corporation and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

~~(g) Waiver of Notice. Notice of either a regular or special meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the~~

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~~purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.~~

(h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

~~Action Without a Meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the Nonprofit Corporation Law shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors~~.

Section 19.Section 8. ~~Compensation and~~ Reimbursement. Directors and members of committees may receive such ~~compensation, if any, for their services, and such~~ reimbursement of expenses~~,~~ as may be determined by the Board resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

Section 20.Section 9. Committees.

(a) ~~Standing Committees of the Board. The Board shall have at least the following three (3) committees: (i) Technical Committee, who shall review, advise and make recommendations to the Board on technical matters including the design of the Corporation's facilities for the achievement of its scientific and educational objectives, (ii) Governmental Relations Committee, who shall review, advise and make recommendations to the Board on matters including the interaction and cooperation among the Corporation and all interested governmental agencies for the achievement of mutual objectives, and (iii) Funding and Development Committee, who shall review, advise and make recommendations to the Board on matters including the raising of fu ds and encouragement of private and public sector support for· the Corporation. Each such committee shall consist of two or more Directors and such other persons as may be designated by the Board, to serve at the pleasure of the Board.~~

(b) ~~Other~~ Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more ~~other~~ committees, each consisting of two or more Directors and such other persons as may be designated by the Board who are not directors, to serve at the pleasure of the Board.

(c) Appointment and Powers. The number of Directors and non-Directors to serve on such committees and the manner of appointment shall be as determined by the Board from time to time. The Board may appoint one or more Directors as alternate members of any such committees, who may replace any absent member at any meeting. No committee, regardless of Board resolution, may:

(1) Fill vacancies on the Board or on any committee that has the authority of the Board;

(2) Fix compensation of the Directors for serving on the Board or on any committee;

(3) Amend or repeal Bylaws or adopt new Bylaws;

(4) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;

(5) Create any other committees of the Board or appoint the members of committees of the Board;

(6) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has material financial interest except as provided for in Section 5233(d)(3) of the California Corporations Code.

(d) Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws. concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VI

OFFICERS

Section 21.Section 10. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may appoint. When the duties do not conflict, offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The Corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers.

Section 22.Section 11. Election/Appointment of Officers. The officers of the Corporation shall be chosen annually by the board of directors and shall serve at the pleasure of the Board and each shall hold office until he shall resign or shall be removed or otherwise disqualified to serve or his successor shall be elected and qualified to serve.

Section 23.Section 12. Subordinate Officers. The Board may elect or authorize the appointment of such other officers than those hereinabove mentioned as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as the Board from time to time may authorize or determine.

~~Section 24.~~Section 13. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, an officer

may be removed with or without cause by the Board, and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal..

Section 25.Section 14. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any of the Corporation under any contract to which the officer is a party.

Section 26.Section 15. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office provided, however, that vacancies need not be filled on an annual basis.

Section 27.Section 16. Responsibilities of Officers.

(a) President. The President shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board or the Bylaws may prescribe. The President shall also be the chief corporate officer and, subject to the control of the Board shall supervise, direct, and control the Corporation's activities, affairs and officers.

(b) Vice President. In the absence of the president, the vice presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Secretary.

(1) Book of Minutes. The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

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(2) ~~Membership Records. The secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's associated members, showing each associated member's name, address, and class of membership.~~

(3) Notices, Seal and Other Duties. The secretary shall give, or cause to be given, notices of all meetings of the Board, and of committees of the Board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(d) Chief Financial Officer (Treasurer)

(1) Books of Account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

(2) Deposit and disbursement of Money and Valuables. The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate shall disburse the Corporation's funds as the Board may order, shall render to the president, chairman of the board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(3) Bond. If required by the Board, the chief financial officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement or removal from office.

ARTICLE VII

INDEMNIFICATION

Section 28.Section 17. Right of Indemnity. This Corporation shall indemnify to the fullest extent permitted by law or as may be amended from time to time, either prospectively or retroactively, its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 29.Section 18. Approval of Indemnity.. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the Board shall pursuant to Section 5238(e) seek other methods of determining whether the applicable standard of conduct set forth in Section 5238(b) or section 5238(c) has been met.

Section 30.Section 19. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 29 and 30 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that he advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE VIII

INSURANCE

~~Section 31.~~Section 20. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officers, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

Section 32.Section 21. Maintenance of Corporate Records. The Corporation shall keep:

(a) Adequate and correct books and records of account;

(b) Written minutes of the proceedings of its Board and committees of the Board; and

(c) A record of each associated member's name, address, and class of membership.

Section 33.Section 22. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 34.Section 23. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 35.Section 24. Annual Report. The Board shall cause an annual report to be sent to the directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds.

(3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes.

(4) The expenses or disbursements of the Corporation for both general and restricted purposes.

(5) Any information required by Section 37 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation received less than $25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

Section 36.Section 25. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to or as a separate document if no annual report is issued, the Corporation shall annually prepare and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Any transaction (1) to which the Corporation, its parent, or its subsidiary was a party, (2) which involved more than $50,000, and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(1) Any director or officer of the Corporation, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested parties involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans guarantees, indemnifications, or advances aggregating more than $10,000 paid during the fiscal year to any officer or director of the Corporation under Article VII of these Bylaws.

ARTICLE X

CONSTRUCTION AND DEFINITIONS

~~Section 37.~~Section 26. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

ARTICLE XI

GENERAL PROVISIONS

Section 38.Section 27. Dissolution. The Corporation may be dissolved by vote of the Board of Directors, or by the action of the Board of Directors in accordance with the provisions of California law. Upon the dissolution or winding up of this Corporation, and after payment or provision for payment, all debts and liabilities, the assets of this Corporation shall be distributed to an organization which has established tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and has similar purposes as the Corporation. If for any reason the Corporation is unable to locate such an organization or such an organization is unable or unwilling to accept the assets of the Corporation, said assets will be distributed to the Federal Government; to a state or local government for public purposes; or to a nonprofit fund, foundation, or Corporation which is organized and operated for charitable or civic purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 39.Section 28. Merger. The Corporation may merge with other Corporations organized solely for nonprofit purposes, qualified and exempt from Federal taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and from State taxation, upon compliance with the provisions of California law relating to merger and consolidation.

Section 40.Section 29. Payment of Money, Signatures. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 41.Section 30. Execution of Contracts. The Board, except as in the Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 42.Section 31. Fiscal Year. The fiscal year of the Corporation shall commence on the 1st day of July of each year and shall end on the 30th day of June of the next succeeding year.

ARTICLE XII

AMENDMENT TO BYLAWS

Section 43.Section 32. Amendments. These Bylaws may be amended by majority vote of the Board of Directors.

ADOPTED by the Board of Directors of San Joaquin Wildlife Sanctuary, Inc. on ________________________~~March 21, 1992~~.

By ____________________________________
Secretary

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