

BYLAWS OF

REDWOOD REGION AUDUBON SOCIETY

A California Nonprofit Public Benefit Corporation

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ARTICLE 1. NAME

SECTION 1.1 - NAME OF THE CORPORATION

The name of the corporation is the Redwood Region Audubon Society, Inc. This corporation also may be identified as the Redwood Region Audubon Society.

ARTICLE 2. OFFICES

SECTION 2.1 - PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the corporation (principal office) is located at 879 9th Street, Arcata, in Humboldt County, California.

SECTION 2.2 - CHANGE OF ADDRESS

The board of directors (board) may change the principal office from one location to another within Humboldt County, California, by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Dated:

Dated:

Dated:

SECTION 2.3 - OTHER OFFICES

The board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 3. PURPOSES AND LIMITATIONS

SECTION 3.1 - PURPOSES

The purposes and objectives of this corporation shall be to engage in such educational, scientific, investigative, literary, historical, philanthropic and charitable pursuits as may be part of the stated purposes of the National Audubon Society, of which this corporation shall function as a Chapter. However, this corporation shall be a separate and autonomous organization and shall operate under the guidance, rather than the control of the National Audubon Society.

SECTION 3.2 - SPECIFIC PURPOSES

Within the context of the general purposes stated above, this corporation shall:

(a) Act to promote a wise, balanced, responsible and ethical use of natural systems on a local, national and global scale; and

(b) Protect the biotic and abiotic components of local, national and global natural systems.

SECTION 3.3 - LIMITATIONS

Limitations to the operation of this corporation are as follows:

(a) Notwithstanding any other provisions of these bylaws, this corporation 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 other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as provided in section 501(h) of the Internal Revenue Code of 1954, and this corporation shall not participate in, or intervene in (including publishing or distributing statements), any political campaign on behalf of any candidate for public office, except as provided in section 501(h) of the Internal Revenue Code of 1954.

(c) The property of this corporation is irrevocably dedicated to the purposes set forth in Sections 3.1 and 3.2 of these bylaws. No part of the net earnings of this corporation shall inure to the benefit of its directors, trustees, officers, private shareholders, members or to any individual.

(d) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to any organization (or organizations) organized and operated exclusively for charitable, educational or scientific purposes and that is tax exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4. MEMBERS

SECTION 4.1 - DETERMINATION AND RIGHTS OF MEMBERS

This corporation shall have the same classes of members as those maintained by the National Audubon Society and shall include: Regular Member, Family Member, Student Member, Sustaining Member, Supporting Member, Contributing Member, Donor Member, Life Member, and such other voting classes of Individual Membership as may be established by the National Audubon Society. All classes of member shall enjoy all the rights and privileges pertaining to both this corporation and the National Audubon Society, except as otherwise provided by these bylaws.

All members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Act.

SECTION 4.2 - QUALIFICATION OF MEMBERS

Any person dedicated to the purposes of this corporation and the National Audubon Society is qualified to become a member of this corporation upon timely payment of such dues and fees as the National Audubon Society may fix from time to time. Only members in good standing of the National Audubon Society and who have been assigned to the Redwood Region Audubon Society by the National Audubon Society shall be considered members in good standing of Redwood Region Audubon Society. Members of National

Audubon Society not assigned to Redwood Region Audubon Society are not eligible to be members of Redwood Region Audubon Society.

SECTION 4.3 - ADMISSION OF MEMBERS

Applicants shall be admitted to membership on making application therefor in writing to the National Audubon Society and payment of dues as prescribed in the following sections of this Bylaw and by eventual assignment by National Audubon Society to the Redwood Region Audubon Society. Membership in this corporation shall become effective on receipt by this corporation of membership records from the National Audubon Society.

SECTION 4.4 - FEES, DUES AND ASSESSMENTS

Annual dues of membership shall be established by the National Audubon Society. Membership dues shall be payable at the time of application and shall be effective on receipt by this corporation of membership records from the National Audubon Society, and annually thereafter.

SECTION 4.5 - NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 4.6 - MEMBERSHIP RECORDS

This corporation shall maintain records containing the name and address of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. Such records shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours upon five (5) days notice to the secretary of this corporation.

SECTION 4.7 - NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 4.8 - NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 4.9 - TERMINATION AND SUSPENSION OF MEMBERSHIP

(a) Causes of Termination: A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member, on reasonable notice to the corporation.
- (2) Expiration of the period of membership, unless the membership is renewed within six (6) months after the time it is payable.
- (3) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (4) Expulsion of the member under Section 4.9(c) of these bylaws based on the good faith determination by the board, or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

(b) Suspension of Membership: A member may be suspended under Section 4.9(c) of these bylaws, based on the good faith determination by the board, or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension: If grounds appear to exist for expulsion or suspension of a member under Sections 4.9(a) and 4.9(b) of these bylaws, the procedure set forth shall be followed:

- (1) The member shall be given thirty (30) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the board or by a committee authorized by the board to determine whether the expulsion or suspension should take place.

(3) The board or committee shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the board or committee shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

SECTION 4.10 - RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 5. MEETINGS OF MEMBERS

SECTION 5.1 - PLACE OF MEETINGS

Meetings of the members shall be held at any place within Humboldt County, California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

SECTION 5.2 - REGULAR AND ANNUAL MEETINGS

At least six (6) regular meetings of members shall be held each year. Regular meetings shall be held at intervals of at least twenty-one (21) days. The annual meeting of members shall be held in February of each year, unless the board fixes another date and so notifies members as provided in Section 5.4 of these bylaws.

SECTION 5.3 - SPECIAL MEETINGS OF MEMBERS

(a) Persons Authorized to Call: A special meeting of the members may be called for any lawful purpose and at any time by

the board or by the president, or by five (5) percent or more of the members.

(b) *Calling Meetings*: A special meeting called by any person (other than the board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or secretary of the corporation. Thirty (30) days written notice of such special meeting, stating objectives thereof, shall be given each member at the last known post office address, in accordance with Section 5.4 of these bylaws. The meeting shall take place no less than sixty (60) and no more than ninety (90) days after receipt of the written request.

(c) *Proper Business of Special Meeting*: No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 5.4 - NOTICE OF MEETINGS

(a) *General Notice Requirements*: Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given, in accordance with Sections 5.4(b) and 5.4(c) of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the board, at the time notice is given, intends to present for action by the members, but except as provided in Section 5.5 of these bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors or officers are to be elected shall include the names of all persons who are nominees when notice is given.

(b) *Notice of Certain Agenda Items*: Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals: (1) removing a director or officer without cause; (2) filling vacancies on the board; (3) amending the articles of incorporation; or (4) electing to wind up and dissolve the corporation.

(c) *Manner of Giving Notice*: Notice of any meeting of members shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by mail, or by other means of written communication, charges prepaid, and shall be addressed to each

member entitled to vote, at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's records and no address has been given, notice shall be deemed to have been given if either (1) notice is given to that member by mail or telegraphic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(d) Waiver of Notice of Meetings: The transactions of any meeting of members, however called and noticed, and wherever held shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present in person, and if, either before or after the meeting, each of the persons entitled to vote signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (b) of this section, the waiver of notice or consent shall state the general nature of the proposal.

SECTION 5.5 - QUORUM FOR MEETINGS

A quorum shall consist of five (5) percent of the voting members of the corporation. The board of directors may change the percentage required for a quorum without amending these bylaws. Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting in person, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, notice for the reconvening of the adjourned meeting shall be given pursuant to Section 5.4.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

SECTION 5.6 - MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the articles of incorporation of this corporation, or these bylaws require a greater number.

SECTION 5.7 - VOTING RIGHTS

Members entitled to vote at any meeting of members shall be any member in good standing as of the record date determined by these bylaws. Each member entitled to vote is entitled to one vote on each matter submitted to a vote by the members except that members in the class of Family Membership and in the class of Dual Life Membership, as well as the members in any other class of Membership whose annual dues are higher than those established for the class of Family Membership, shall be entitled to two votes per family, provided that at least two members of the family vote. Voting at duly held meetings may be by voice or ballot except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

SECTION 5.8 - RECORD DATE FOR NOTICE, VOTING, AND OTHER ACTIONS

For purposes of determining the members entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the record dates shall be sixty (60) days before the proposed action requiring voting or exercising of members' rights.

SECTION 5.9 - PROXY VOTING

Members entitled to vote shall not be permitted to vote or act by proxy, and no provision in the Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 5.10 - ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled

to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 5.4(c).

All written ballots shall also indicate the number of responses needed to meet the quorum requirements and, except for ballots soliciting votes for the election of directors and officers, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors and officers may be elected by written ballot. Such ballots for the election of directors and officers shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors or officers is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

SECTION 5.11 - NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS

(a) Nominations by Committee: The board of directors shall annually appoint a committee to select qualified candidates for election to the board and as officers of this corporation at least sixty (60) days before the date of election of directors and officers. This nominating committee shall make its report at least thirty (30) days before the date of the election and the secretary shall forward to members in accordance with section 5.4(c).

(b) Nominations by Members: Members representing one (1) percent of the voting power may nominate candidates for directors and officers by a petition, signed by those members within eleven (11) months preceding the next time directors and officers are to be elected, and delivered to an officer of the corporation. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of those candidates named by the nominating committee. If there is a meeting to elect directors and officers, any member can place a nomination from the floor at the time of the meeting.

(c) Election by Members: Officers and directors shall be elected by the members in January of each year. Cumulative voting for the election of officers and directors shall not be permitted. The candidates for directors receiving the highest number of votes up to the number of directors to be elected shall be elected. The candidates for officers receiving the highest number of votes for each office shall be elected. Each voting member shall cast one vote, with voting being by ballot only. If the officers and directors presented by the nominating committee are unopposed, they shall be elected by the membership instructing the secretary to cast a unanimous ballot in favor of the recommendations presented by the nominating committee.

ARTICLE 6. DIRECTORS

SECTION 6.1 - NUMBER

The corporation shall have not less than nine (9) and no more than thirteen (13) directors and collectively they shall be known as the board of directors. The board of directors shall include the five (5) elected officers and not less than four (4) and no more than eight (8) directors-at-large. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 6.2 - QUALIFICATIONS, ELECTION AND TERMS OF OFFICE

Any member in good standing may serve as director-at-large of this corporation. Directors-at-large shall be elected by the members in January and installed at a regular board meeting in February. Directors-at-large shall be elected for two (2) years and may succeed themselves. One-half (1/2) of the directors-at-large will be elected each year. Officers, who are also directors according to Section 6.1, shall hold the following terms according to the office held:

(a) The secretary and the treasurer shall hold terms as directors for a two (2) year term, concurrently with their term of office.

(b) The president and vice-president may hold up to four consecutive one-year terms concurrently with their term of office. The immediate-past-president shall hold as many one-year terms as the person who replaces him as president holds in that office.

SECTION 6.3 - POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities, policies and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

SECTION 6.4 - DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these bylaws.
- (e) Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 6.5 - COMPENSATION

Directors may receive no compensation for their services as directors. However, directors may be reimbursed for expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

SECTION 6.6 - RESTRICTION REGARDING INTERESTED DIRECTORS

No more than forty-nine (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 twelve (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 section shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 6.7 - PLACE OF MEETINGS

Meetings of the board shall be held at any place within Humboldt County, 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.

SECTION 6.8 - REGULAR MEETINGS

At least six (6) regular meetings of the board will be held each year for purposes of organization and transaction of other business. Regular meetings shall be held at intervals of at least twenty-one (21) days. Members in good standing may attend regular meetings of the board. However, members may be requested to leave the meeting upon the request of the board.

SECTION 6.9 - SPECIAL MEETINGS

Special meetings of the board may be called by the president, the vice-president, the secretary, or any two (2) directors, and such meetings shall be held at any place within Humboldt County, California that has been designated by resolution of the board, and in the absence of such designation, at the principal office of the corporation.

SECTION 6.10 - NOTICE OF MEETINGS

Regular and special meetings of the board shall be held upon at least four (4) days' notice by mail, e-mail or by fax or forty-eight (48) hours' notice when delivered personally or by telephone. If sent by mail, e-mail or fax, the notice shall be deemed to be delivered on its deposit in the mail, or in the case of e-mail or fax, upon being sent. Such notices shall be addressed to each director at his or her address as shown on the records of this corporation.

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.

SECTION 6.11 - WAIVER OF NOTICE AND CONSENT TO HOLD MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 6.12 - QUORUM FOR MEETINGS

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. 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 California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- (b) approval of certain transactions between corporations having common directorships;
- (c) creation of and appointments to committees; and
- (d) 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.

SECTION 6.13 - ACTION WITHOUT A MEETING

Any action that the board is required or permitted to take may be taken without a meeting if all of the members of the board

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 California Corporations Code 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. All such consents shall be filed with the minutes of the proceedings of the board.

If a majority of the board cannot physically assemble in time to vote on matters which require an immediate vote, a telephone poll may be taken of the board with votes transmitted orally to the officer or director taking the poll. Such a poll will be valid and in effect for taking actions which are required or permitted by the board as soon as a majority vote on the action has been reached for the action for which the poll is being conducted. However, written consent must be received by the officer or director conducting the poll within ten (10) days of the poll from each director polled indicating the vote that said director orally transmitted to the officer or director conducting the poll.

SECTION 6.14 - VACANCIES

(a) Events Causing Vacancy: A vacancy or vacancies on the board shall exist on the occurrence 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, convicted of a felony, or found by final order of judgement of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;

(3) the vote of the members to remove any director(s);

(4) the increase of the authorized number of directors;
or

(5) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

(b) Resignations: Except as provided below, any director may resign by giving written notice 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 as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

(c) Filling Vacancies: Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

(d) No Vacancy on Reduction of Number of Directors: No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 6.15 - NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 6.16 - INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 6.17 - INSURANCE FOR CORPORATE AGENTS

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 officer, 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 7. OFFICERS

SECTION 7.1 - NUMBER AND TYPES OF OFFICERS

The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and an immediate-past-president. Neither the secretary nor the treasurer may serve concurrently as the president.

SECTION 7.2 - QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member in good standing may serve as officer of this corporation. Officers shall be elected by members in January and shall be installed at a regular board meeting in February. The secretary shall be elected in the even numbered years and hold office for a two (2) year term. The treasurer shall be elected in the odd numbered years and hold office for a two (2) year term. The president, vice-president, and immediate-past-president shall hold office for up to four consecutive one (1) year terms. Terms of the president and immediate-past-president are sequential; succession from president to immediate-past-president is automatic. If the vice-president steps down before the president's current term has concluded, another person shall be nominated to fill the vice-president seat.

SECTION 7.3 - REMOVAL AND RESIGNATION

Since officers of this corporation serve also as directors on the board of this corporation, removal and resignation of officers shall be conducted according to Section 6.14 of these bylaws.

SECTION 7.4 - VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by Section 6.14 of these bylaws.

SECTION 7.5 - DUTIES OF PRESIDENT

Subject to the control of the board, the president shall be chair of the board of directors, an ex-officio member of all committees and the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or the bylaws may prescribe.

SECTION 7.6 - DUTIES OF PRESIDENT-ELECT

The vice-president shall assist the president in the carrying out of his or her duties and may be assigned to chair one of the standing committees by the president. If the president is absent or disabled, the vice-president shall perform all duties of the president. When so acting, the vice-president shall have all powers of and be subject to all restrictions on the president. The vice-president shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

SECTION 7.7 - DUTIES OF SECRETARY

The secretary shall:

(a) prepare and keep, or cause to be prepared and 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, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held, 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, and the number of members present or represented at members' meetings.

(b) keep or cause to be kept, at the principal office in Humboldt County, California, a copy of the articles of incorporation and bylaws, as amended to date.

(c) keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the board, a record of the corporation's members, showing each member's name, address, and class of membership.

(d) give, or cause to be given, notice of all meetings of members, of the board and of committees required by these bylaws to be given.

(e) keep the corporate seal, if any, in safe custody and have such other powers and perform such other duties as the board or the bylaws may prescribe.

SECTION 7.8 - DUTIES OF TREASURER

The treasurer shall:

(a) keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions.

(b) send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director or member in good standing at all reasonable times.

(c) 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 and the board, when requested, an account of all transactions as treasurer 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.

(d) prepare an annual report on the financial condition of the corporation, serve as chairperson of the finance committee, and supervise the preparation of an annual budget which will be presented before or at the regular meeting of the board before the end of the fiscal year.

(e) forward a copy of the annual report and annual budget to the National Audubon Society.

SECTION 7.9 - DUTIES OF IMMEDIATE-PAST-PRESIDENT

The immediate-past-president shall be a voting member of the board of directors, shall assist the president as a consultant, shall be the chairperson of the nominating committee, and shall have such other powers and duties as the board or the bylaws may prescribe. If the president and vice-president are disabled, the immediate-past-president shall perform all duties of the president.

SECTION 7.10 - COMPENSATION

Officers may receive no compensation for their services as officers. However, officers may be reimbursed for expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

ARTICLE 8. COMMITTEES

SECTION 8.1 - STANDING COMMITTEES

There shall be nine (9) standing committees referred to as the nominating committee, the membership committee, the program committee, the field trip committee, the conservation committee, the publicity committee, the education committee, the publications committee and the finance committee. The president, with the approval of the majority of the board, shall appoint chairpersons of standing committees. All standing committees shall be composed of at least three (3) persons who are members in good standing of the Redwood Region Audubon Society. All committee members shall be appointed by the board of directors and shall serve according to the boards' discretion. Terms of office for members of standing committees shall be for two (2) years or until their successors are appointed. If a chairperson of a standing committee cannot fulfill, for whatever reason, their term as chairperson of said standing committee, a new chairperson may be chosen by a majority vote of the board to fill out the term. No committee, regardless of board resolution, may:

(a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

(b) Fill vacancies on the board or on any committee;

(c) Fix compensation of the directors or committee members for serving on the board or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

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

(g) Expend corporate funds to support a nominee for director or officer;

(h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code; or

(i) take positions or actions contrary to the policies of this corporation.

SECTION 8.2 - NOMINATING COMMITTEE

The board of directors shall annually appoint a nominating committee, of not less than three (3) members, at a regular board meeting held at least sixty (60) days before elections are to be held, with the immediate-past-president to serve as chairperson. The names of the members of the nominating committee shall be made known to the membership of the corporation at least sixty (60) days before elections are to be held and suggestions for nominations for officers and directors may be submitted to the committee by any member of the corporation.

The nominating committee shall nominate candidates for officers and directors-at-large to succeed those whose terms of office expire. The nominating committee shall report on the names and qualifications of candidates for officers and directors-at-large to the members of this corporation at least thirty (30) days before elections are held.

When requested by the president, the nominating committee shall name candidates to fill vacancies and unexpired terms created by resignations, illness, death or other causes.

Nothing contained in this section shall prevent nominations by members of this corporation from the floor at the time of a meeting at which elections are to be held.

SECTION 8.3 - MEMBERSHIP COMMITTEE

The membership committee shall maintain close contact with the Membership Department of the National Audubon Society. This committee shall keep the corporation's membership records and shall conduct membership campaigns to enroll new members. This committee shall endeavor to retain those members who have become delinquent in the payment of their dues.

SECTION 8.4 - PROGRAM COMMITTEE

It shall be the duty of the program committee to make all plans and arrangements for the regular meetings of the members of this corporation, to keep informed of the programs of the National Audubon Society and to promote coordination of the programs of this corporation with the programs of the National Audubon Society in the furtherance of the objectives of this corporation and the objectives of the National Audubon Society on a national scale. This committee shall also promote interest and appreciation of the objectives of this corporation through lectures, discussions, exhibits, publications and meetings.

SECTION 8.5 - FIELD TRIP COMMITTEE

It shall be the duty of this committee to plan, organize and arrange for the proper conduct of field trips that may be participated in not only by the members of this corporation, but by non-members and friends.

SECTION 8.6 - CONSERVATION COMMITTEE

It shall be the duty of this committee to keep informed on local and national legislation and governmental administrative matters affecting the conservation of natural systems and advise the board of directors as to its findings and actions. It shall be the duty of this committee to endeavor to coordinate its recommendations with the policies of the National Audubon Society, insofar as conservation measures and policies of national scope are concerned and to keep the National Audubon Society informed of such recommendations.

SECTION 8.7 - PUBLICITY COMMITTEE

It shall be the duty of this committee to publicize, through newspaper, radio, television and other publicity media, the purposes and programs of this corporation.

SECTION 8.8 - EDUCATION COMMITTEE

The education committee shall maintain close contact with the Environmental Information and Education Division of the National Audubon Society. This committee shall encourage schools and colleges within this corporation's territory to conduct courses in, or otherwise stress, natural history, ecology and conservation. This committee shall conduct, or cause to be conducted, workshops in natural science for members and others, and shall cooperate in furthering the educational objectives and

programs of the National Audubon Society. It shall, through other means, inform and educate the public about the natural environment.

SECTION 8.9 - PUBLICATIONS COMMITTEE

It shall be the duty of this committee to publish a news bulletin for the members of this corporation and to prepare any other publications helpful to the ongoing programs of this corporation.

SECTION 8.10 - FINANCE COMMITTEE

It shall be the duty of this committee to plan the annual budget of this corporation, assist the treasurer in the preparation of financial reports, and make recommendations and plans for obtaining financial support for this corporation. The treasurer shall be the chairperson of the finance committee.

SECTION 8.11 - OTHER COMMITTEES

The corporation shall have such other committees, including additional standing committees, as may from time to time be designated by resolution of the board of directors. Such other committees may consist of persons who must be members of the board and, to the extent provided in board resolutions, shall have all the authority of the board, except for the restrictions outlined in Sections 8.1(a) through 8.1(i), and shall be clearly titled as "committees of the board".

SECTION 8.12 - MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, held, and taken in accordance with the provision of these bylaws concerning meetings and other board actions, except that the time for regular meetings of such committees and the 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 shall be kept and shall be filed with the corporate records. The board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the board, the committee may adopt such rules.

ARTICLE 9. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 9.1 - EXECUTION OF INSTRUMENTS

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, 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 monetarily for any purpose or in any amount.

The board of directors of this corporation shall not enter into any commitments binding on the National Audubon Society without authorization from the National Audubon Society. In like manner, the National Audubon Society shall make no commitments binding on this corporation without its consent.

SECTION 9.2 - CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president, or the vice-president, of the corporation.

SECTION 9.3 - DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 9.4 - GIFTS

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 10. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 10.1 - MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the meetings of it's members, board, and committees of the board; and
- (c) A record of each member's name, address, and class of membership.

The corporation shall keep at its principal office 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 10.2 - CORPORATE SEAL

The board of directors may adopt, use and at will alter, a corporate seal. Such seal shall be kept by the secretary of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 10.3 - DIRECTORS' INSPECTION RIGHTS

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 10.4 - MEMBERS' INSPECTION RIGHTS

Subject to Division 2, Part 2, Chapter 13, Article 3 (commencing at Section 6330) of the California Corporations Code and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five

(5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(b) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall make this list available to the member on or before the later of ten (10) days after 1) the demand is received or 2) the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts at the expense of the requesting member, or their agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.

SECTION 10.5 - ANNUAL REPORT

The board shall cause an annual report to be sent to the members and directors within one-hundred-twenty (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:

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

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

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

(d) The expenses or disbursements of the corporation for both general and restricted purposes.

(e) Any information required by Section 10.6 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 receives 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 and to any member who requests it in writing.

SECTION 10.6 - ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each director a statement of any transaction or indemnification of the following kind within one-hundred-twenty (120) days after the end of the corporation's fiscal year:

(a) Any transaction which (1) the corporation, its parent, or its subsidiary was a party, (2) an "interested person" had a direct or indirect material financial interest, and (3) involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either a director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest), or any holder of more than ten (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 the interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under these bylaws, unless that indemnification has already been approved by the members under Section 5238(e)(2) of the California Corporations Code.

ARTICLE 11. FISCAL YEAR

SECTION 11.1 - FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE 12. BYLAWS

SECTION 12.1 - AMENDMENT BY BOARD

Subject to the rights of members under Section 12.2 of these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. The board may not extend the term of a director beyond that for which the director was elected.

Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any bylaw provision that would

- (a) Fix or change the authorized number of directors,
- (b) Fix or change the minimum or maximum number of directors, or
- (c) Change from a fixed number of directors to a variable number of directors or vice versa.

If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by the greater vote.

Without the approval of the members, the board may not adopt, amend, or repeal any bylaws that would:

- (a) Increase or extend the terms of directors;

(b) Allow any director to hold office by designation or selection rather than by election by the members;

(c) Increase the quorum for members' meetings;

(d) Repeal, restrict, create, expand, or otherwise change proxy rights; or

(e) Authorize cumulative voting.

SECTION 12.2 - AMENDMENT BY MEMBERS

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

ARTICLE 13. RELATIONSHIP WITH NATIONAL AUDUBON SOCIETY

Section 13.1 MAINTENANCE OF CHAPTER STATUS

The National Audubon Chapter Policy shall govern the relationship between this corporation and the NATIONAL AUDUBON SOCIETY.

[The "Chapter Policy" is a document produced by NAS and approved by their BOD on 9 Dec 2001. It may be found by contacting NAS or on the web:

http://www.audubon.org/local/cso/chapterpolicy_120901.html]

Section 13.2 ENTERING INTO COMMITMENTS

This corporation shall not enter into any commitments binding upon the NATIONAL SOCIETY without written authorization by the NATIONAL SOCIETY, nor shall the NATIONAL SOCIETY, without written authorization by this corporation, enter into any commitments binding upon this corporation.

SECTION 13.3 - DISCONTINUANCE OF CHAPTER STATUS

This corporation may terminate its status as a Chapter of the NATIONAL SOCIETY, and the NATIONAL SOCIETY may terminate the status of this SOCIETY as a Chapter of the NATIONAL SOCIETY, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the NATIONAL SOCIETY'S Board of Directors on December 9, 2001.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of Redwood

Region Audubon Society, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of thirty (30) pages, as the bylaws of this corporation.

Dated:

Peter Paton, Director

Hal Genger, Director

Linda Doerflinger, Director

Chad Roberts, Director

Gloria Baxter, Director

Jim Clark, Director

Alan Franklin, Director

Stan Harris, Director

Lewis Klein, Director

Chet Ogan, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth above.

Dated:

, Secretary

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