

Bylaws of the Santa Clara Valley Audubon Society, Inc.,
A California Nonprofit Public Benefit Corporation

Article I. Name

Section 1.01 The name of this corporation shall be Santa Clara Valley Audubon Society, Inc. (SCVAS) (known as the corporation).

Article II. Principal Office

Section 2.01 The principal office for the transaction of the business of the corporation shall be located in Santa Clara County, California. The Board of Directors (known as the Board) may change the principal office from one location to another within the county.

Article III. Objectives and Purposes

Section 3.01 Purpose

- (a) The purpose of SCVAS shall be to engage in any educational, scientific, conservation, literary or other charitable pursuits that conform to the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 3.02 Objectives

- (a) The objectives of this corporation shall be to promote the conservation and restoration of natural resources, primarily in Santa Clara County, and to educate the public regarding the value and function of birds, other wildlife, and native habitats.

Article IV. Membership

Section 4.01 Classes

- (a) This corporation shall have two classes of members, designated as Supporting and National:
 - (i) Supporting Member – Any person who supports the purposes of the corporation and is accepted for membership (by the Board or its designee) shall be a Supporting Member with timely payment of the established dues.
 - (ii) National Member – So long as this corporation is a chapter of the National Audubon Society, any person who is not a Supporting Member but is entitled to membership in this corporation under National Audubon

Society rules shall be a National Member, providing this corporation has received notice thereof from National Audubon Society.

Section 4.02 Honorary Memberships

- (a) The Board may authorize the corporation to issue Supporting Memberships for no dues or reduced dues, in specified circumstances. These memberships are known as Honorary Memberships. The Board shall also set the rules for any Honorary Membership.

Section 4.03 Members in Good Standing

- (a) Members in good standing of this corporation are:
 - (i) Supporting Members who have paid the required dues,
 - (ii) Honorary Members, and
 - (iii) National Members who have paid any required dues and fees to this corporation and (so far as is known to this corporation) are current in payment of dues to National Audubon Society.

Section 4.04 Nonvoting Associates

- (a) The Board may establish one or more categories of nonvoting associates who may be referred to as members. However, as used in these Bylaws, the terms “member” and “membership” refer only to members in good standing.

Section 4.05 Non-transferability

- (a) Memberships in this corporation may not be transferred or assigned.

Section 4.06 Dues

- (a) The Board may:
 - (i) set dues levels for Supporting Members and fees for members of either class;
 - (ii) establish policies on delinquent dues and fees; and
 - (iii) authorize different benefits for the classes of members and for different dues levels, provided that all members in good standing shall have equal voting rights pursuant to these Bylaws. Two or more persons paying dues at a “family” or other group rate shall hold an indivisible interest in a single membership.

Section 4.07 Membership Meetings

- (a) Annual Meeting – If members are required to take any action determined by the Board, the corporation may hold a meeting annually of the members in May or June of each year at a time and place fixed by the Board. At the Annual Meeting, the members may vote only on matters that were generally described in the notice of the meeting. Director elections may be conducted during the Annual Meeting.
- (b) Special Meetings – The corporation shall hold a special meeting of the members, if called by the Board or the President or on written request of at least 5% of the membership, at a time and place fixed by the Board. No business, other than the business set forth in the notice of meeting, may be transacted at a special meeting. Members requesting a special meeting shall deliver written notice, by personal delivery or registered mail, to the President or Secretary of this corporation specifying the general nature of the business proposed to be transacted; and the meeting shall be called as provided in Section 4.08(d), Special Meeting Requested by Members.
- (c) Regular (Non-Voting) Meetings – The corporation can hold regular meetings of the members (other than the Annual Meeting) on a schedule and at places fixed by the Board for programs and other purposes, excluding the transaction of business requiring or permitting a vote of the members.

Section 4.08 Annual and Special Meeting Notices; Reports

- (a) Time and Manner of Notice – Written notice of the Annual Meeting at which members are required or permitted to take any action and of each special meeting shall be given to each member who, on the record date for notice of the meeting, would be entitled to vote at the meeting. The notice may be contained in the corporation's regular publication or other writing and shall be given either personally, by mail or other means of written communication including electronic, addressed as provided in (c), Address for Notice. The notice shall be given not less than 20 or more than 90 days before the date of the meeting.
- (b) Contents of Notice – The notice of meeting shall state the time and place of meeting. For the Annual Meeting, the notice shall state the general nature of all matters on which the members may vote. For a special meeting, the notice shall state the general nature of the business to be transacted and that no other business may be transacted.
- (c) Address for Notice – The notice of the meeting shall be addressed to the member at such member's address appearing on the books of the corporation or given by the member to the corporation for purpose of notice. The address used can be electronic, first-class post or otherwise at the discretion of the Board. If no such address appears or is given, such

notice shall be addressed to the member at the corporation's principal office.

- (d) Special Meeting Requested by Members – Within 20 days of receipt of a proper members' request for a special meeting of the members pursuant to Section 4.07(b), Special Meetings, the Board shall fix the time and place of the meeting and cause notice to be issued as required by Section 5511(c) of the Nonprofit Public Benefit Corporation Law. The meeting shall be set not less than 30 days nor more than 90 days after receipt of such request.
- (e) Reports – The corporation may send reports to each member in a manner consistent with this Section.

Section 4.09 Quorum

- (a) Quorum – Thirty-one (31) members in good standing shall constitute a quorum for the transaction of business at any annual or special meeting of members or for action by written ballot. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of members, if any action taken is approved by at least a majority of the required quorum (or any greater number required by the Nonprofit Public Benefit Corporation Law).

Section 4.10 Record Date

- (a) Record Date – Unless the Board approves, in advance, a different record date in compliance with Section 5611 of the Nonprofit Public Benefit Corporation Law:
 - (i) the record date for determining the members entitled to receive notice of any meeting of members shall be 90 days before the date of the meeting; and
 - (ii) the record date for determining the members entitled to vote at a meeting of members, to cast written ballots, or to exercise rights in respect of any other action shall be 60 days before the date of the meeting, the date that the first written ballot is mailed or solicited, or the date of such other action (as the case may be).

Section 4.11 Voting Rights

- (a) Entitlement – All members in good standing on the record date are entitled to vote at any annual or special meeting of members and on any scheduled action by written ballot. All members in good standing shall have the right to vote, as set forth in these Bylaws, on:
 - (i) the election of Directors,

- (ii) the removal of Directors pursuant to Section 5222 of the Nonprofit Public Benefit Corporation Law,
 - (iii) all amendments of the corporation's Articles of Incorporation,
 - (iv) an amendment of these Bylaws if member approval is required by Section 5150(a) of the Nonprofit Public Benefit Corporation Law,
 - (v) any other matters presented to the members for a vote by action of the Board, and
 - (vi) any other matters requiring a vote of the members under the Nonprofit Public Benefit Corporation Law.
- (b) Members in good standing on the record date are entitled to vote at any annual or special meeting of members and on any scheduled action by written ballot.
- (c) Number of votes – Each membership is entitled to cast a single vote on each matter put to the vote of members. Two or more persons paying dues at a “family” or other group rate shall hold an indivisible and single vote.
- (d) Proxies Prohibited – Proxy voting shall be not be permitted on any matter put to a vote of the members.

Section 4.12 Approval at Meetings

- (a) If a quorum is present at a duly held annual or special meeting of members, the affirmative vote of a majority of the members present, entitled to vote and voting on any matter shall be deemed the act of the members, unless the vote of a greater number is required by the Nonprofit Public Benefit Corporation Law.

Section 4.13 Written Ballots

- (a) Action by Written Ballot – Any action that members are required or permitted to take at an annual or special meeting of members may also be taken without a meeting by written ballot pursuant to this Section.
- (b) Form of Written Ballot – The corporation shall distribute a form of written ballot to each member entitled to vote on the matter. Such ballot shall:
- (i) set forth the proposed action;
 - (ii) provide an opportunity to specify approval or disapproval of the proposal;

- (iii) list all candidates, position and term if the ballot is for election of directors; and
- (iv) provide that, subject to reasonable specified conditions, if the person solicited specifies a choice for approval or disapproval, the vote shall be cast in accordance with that choice.
- (c) Distribution of the Ballot – All written ballots shall be distributed as in Section 4.08(c), Address for Notice, to members well in advance of the return deadline.
- (d) Time for Return of the Ballot – All written ballots shall provide a reasonable time within which to return them to the corporation, and each ballot shall state on its face or in an accompanying notice the address and deadline (date and time) by which it must be returned in order to be counted.
- (e) Solicitation and Delivery of Ballots – Written ballots shall be solicited in a manner consistent with the notice requirements of Section 4.08, Annual and Special Meeting Notices. All solicitations of written ballots shall state:
 - (i) the number of responses needed to meet the quorum requirement; and
 - (ii) for ballots other than for the election of directors, the percentage of approvals necessary to approve the measure(s).
- (f) Approval by Written Ballot – All ballots received by the deadline must be counted. Approval by written ballot shall be valid if
 - (i) the number of votes cast by ballot within the time period specified equals or exceeds the required quorum *and*
 - (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting of the members as in Section 4.12, Approval at Meetings.
- (g) In any election of directors, ballots timely cast that are marked “withhold” or otherwise indicate authority to vote is withheld shall not count for or against a candidate, but shall count toward the quorum requirement.
- (h) Results of Written Ballots – The results of the balloting must be announced and readily available to the members.

Section 4.14 Member Inspection Rights

- (a) Articles and Bylaws – This corporation shall keep at its principal office current copies of its Articles of Incorporation and Bylaws, which shall be open to inspection by members at all reasonable times.

- (b) Accounting Records; Minutes – On written request, any member (in person or through an agent or attorney) may inspect and copy, at their own expense, the accounting books and records of this corporation and the minutes of the proceedings of the members, the Board, or any Board Committee, at any reasonable time and for a purpose reasonably related to the member's interests as a member.

Section 4.15 Termination of Membership

- (a) Interests of Corporation – Any membership in good standing in this corporation shall terminate upon a good faith finding by the Board, made in accordance with this Section, that continued participation by the member, as a member, in this corporation is not in the best interests of this corporation and the furtherance of its purposes. The procedures in this Section shall apply in case of a proposed termination of membership hereunder. Such procedures are governed by the provisions of Section 5341 of the Nonprofit Public Benefit Corporation Law.
- (b) Notice – The corporation shall send written notice to the member, setting forth the proposal for termination, the reason for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in this section. Such notice shall be sent at least 15 days before the proposed date of termination, and at least 10 days before the date set for the hearing, by first-class post or registered mail, to the last address provided by the member to the corporation for purposes of notice.
- (c) Hearing – The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board or the person or committee authorized by the Board to decide whether the proposed termination will take place. If the member does not appear and has not notified the Secretary of this corporation of any adequate reason therefore, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- (d) Determination – Following the hearing date, the Board (or the person or committee authorized by the Board to decide whether the proposed termination will take place) shall decide whether or not the member should in fact be terminated or otherwise sanctioned in some other way. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in the corporation shall cease on the effective date of the termination stated in the notice given pursuant to Section 4.15(b), Notice.

- (e) Refund – The Board may determine whether any person whose membership has been terminated shall receive a refund of any dues already paid.
- (f) National Member – This section shall not apply to a National Member if its application to such member would be prohibited by National Audubon Society rules binding on this corporation.

Article V. Board of Directors

Section 5.01 Board Powers and Control

- (a) This corporation shall have powers to the full extent allowed by law. Subject to the provisions of these Bylaws requiring members' approval, all powers and activities of this corporation shall be exercised and managed by the Board of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 5.02 Number of Directors

- (a) Authorized Number – The Board shall contain between nine and fifteen Directors, including four Executive Officers and between five and eleven Directors-at-large. The exact number of Directors-at-large shall be fixed from time to time by resolution of the Board. The Executive Officers shall be President, Vice President, Treasurer and Secretary.
- (b) No Executive Officer shall hold more than one office.

Section 5.03 Duties of Executive Officers and Staff

- (a) President – The President shall:
 - (i) be the chief executive officer and general manager of the corporation and shall supervise, direct and control the corporation's activities and affairs (except to the extent that the powers and duties may be delegated by the Board to others);
 - (ii) serve as Board liaison for employee matters in the absence of a Chairperson of the Personnel Committee;
 - (iii) preside at all meetings of the Board and of its Executive Committee (if any); and
 - (iv) have such other powers and duties as the Board or these Bylaws may require.
- (b) Vice President – The Vice President shall:

- (i) preside at all meetings in the absence of the President,
 - (ii) assist the President in carrying-out of his or her duties,
 - (iii) have such other powers and duties as the Board or these Bylaws may require.
- (c) Secretary – The Secretary shall:
- (i) keep or supervise the keeping of written minutes of the proceedings of the Board and of annual meetings (if any votes are required or permitted to be taken) and special meetings of the members and the minute books,
 - (ii) keep or supervise the keeping of the membership records of the corporation,
 - (iii) serve as ex-officio member or Chairperson of the Nominating Committee and shall keep a record of the terms of all Directors, and
 - (iv) have such other powers and duties as the Board or these Bylaws may require.
- (d) Treasurer – The Treasurer shall:
- (i) be the chief financial officer of the corporation,
 - (ii) supervise the custody of all funds of this corporation,
 - (iii) supervise the deposit of such funds in the manner prescribed by the Board,
 - (iv) supervise the keeping and maintaining of adequate and correct accounts of the corporation's properties and transactions,
 - (v) render financial reports and accountings as required,
 - (vi) make or supervise the making of tax related filings,
 - (vii) supervise and report on, as needed, internal financial controls,
 - (viii) serve as ex-officio member or Chairperson of the Finance Committee, and
 - (ix) have such other powers and duties as the Board or these Bylaws may require.
- (e) Other Officers – Any other officer appointed by the Board, but not required by this section of the bylaws, shall be a member in good standing of this

corporation. Any such officer shall have the powers and duties specified by the Board and shall abide by the term limits.

- (f) Staff – The corporation may employ an Executive Director and other staff who shall serve at the pleasure of the Board (subject to an employee's rights, if any, under any written contract of employment or other rules). An Executive Director and any other staff members shall have the powers and duties specified by the Board. All staff shall be members in good standing of this corporation.

Section 5.04 Qualifications

- (a) Directors must be members of the corporation in good standing.
- (b) No more than 49% of the Board may be "interested persons". For purposes of this section, "interested person" means
 - (i) any person currently being compensated by the corporation for services rendered to it within the previous 12 months (whether as full- or part-time employee, independent subcontractor or otherwise); or
 - (ii) any spouse, relative or in-law of such person (as specified in Section 5227 of the California Nonprofit Public Benefit Corporation Law).

Section 5.05 Terms

- (a) Directors-at-large shall serve staggered terms of three years with some terms expiring each year. Examples of terms are 2004 to 2007, 2005 to 2008, 2006 to 2009, 2007 to 2010, etc.
- (b) Executive Officers shall serve terms of one year.
- (c) A Director-at-large vacates his or her Director-at-large term if elected as Executive Officer.
- (d) An Executive Officer can become a candidate for any vacant Director-at-large term as long as the maximum term limit is not exceeded.
- (e) Terms shall start the next July 1st after Election Day.

Section 5.06 Term Limits

- (a) No person shall serve in any capacity on the Board for more than twelve consecutive years.
- (b) No person shall serve in the same Executive Officer position for more than three consecutive years.

- (c) Waiver of Term Limits – Exceptions to these limits, and to the limits on terms of Executive Officers other than the President, may be made by a two-thirds vote of the Directors then in office.

Section 5.07 Vacancies

- (a) A vacancy shall be deemed to exist on the Board if the actual number of Directors is less than the authorized number.
- (b) Either the Board (unless the vacancy was created by the members' removal of a director) or the members may fill a vacancy for the remaining portion of a vacated term of any Director other than President. A majority vote of the Board or the approval of thirty-one (31) members in good standing can fill the vacancy.
- (c) A vacancy of the Presidency shall be immediately filled by the Vice President, then Secretary, then Treasurer. The replacements shall serve until the next elections are held. The officer filling the Presidency shall vacate their original office.

Section 5.08 Removal of Directors

- (a) By the Members – The members may remove any Director with or without cause as provided in Section 5222 of the California Nonprofit Public Benefit Corporation Law, subject to Section 5222(a) of the code.
- (b) By the Board – The Board may remove any Director who has been absent from three consecutive regular Board meetings or who meets any of the conditions for declaring an office vacant under Section 5221 of the California Nonprofit Public Benefit Corporation Law. Any such removal for absence from meetings shall require a two-thirds vote of the Directors then in office.

Section 5.09 Board Meetings

- (a) Regular and Special Meetings – The Board shall hold regular meetings each year at times and places determined by the Board. The President, the Secretary, or any two Directors-at-large may call a special meeting of the Board.
- (b) Meeting Notices – Regular meetings of the Board may be held without notice if the Board fixes the time and place in advance. A special meeting of the Board shall be held on four days' notice by first-class mail, or 48-hours' notice delivered personally, by telephone (including a voice messaging or similar system), by electronic mail or other electronic means. The notice of a special meeting shall state the time and place but need not specify the purpose.

- (c) Waiver of Notice – Notice of a meeting need not be given to a Director who signed a waiver of notice or consent to holding the meeting, or approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting (prior to it or at its commencement) the lack of such notice. Such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- (d) Minutes – Minutes of each Board Meeting shall be filed with the corporate records and distributed to the full Board.

Section 5.10 Quorum

- (a) A majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, except as otherwise provided in the following provisions of these Bylaws: Section 5.06(c), Waiver of Term Limits; Section 5.07, Vacancies; Section 5.08, Removal of Directors; Section 5.12, Action Without Meeting; Section 7.01, Executive and other Board Committees; Article IX, Indemnification and Insurance; Section 10.05, Self-dealing Transactions; and Section 10.07, Amendment of Articles or Bylaws.
- (b) The Directors present at a meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum (or any greater number required as stated in this section).

Section 5.11 Telephone Conferencing

- (a) Directors may participate in a Board meeting through use of conference telephone or similar communications equipment as long as all Directors participating in the meeting can hear one another.

Section 5.12 Action Without Meeting

- (a) Any action that the Board is required or permitted to take may be taken without a meeting if a majority of Directors consent in writing or by a vote at a prior meeting to the method of taking the action (excepting an “interested director” as provided in Section 5211(b) of the Corporation Code). All such consents shall be filed with the minutes of the Board’s proceedings.
- (b) All actions taken, results and the voting method shall be recorded in the minutes of the following Board meeting.

Section 5.13 Compensation

- (a) Directors shall not receive compensation for their services as directors, officers or committee members, except reimbursement of actual reasonable expenses if authorized by the Board.

Section 5.14 Standard of Care

- (a) General – A Director shall perform the duties of a director, including duties as a member of any committee, in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position should use under similar circumstances. In performing the duties of a director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (i) one or more Directors or employees of this corporation whom the Director believes to be reliable and competent as to the matters presented;
 - (ii) counsel, independent accountants, or other persons as to matters which the Director believes to be within such persons' professional or expert competence; or
 - (iii) a committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as, in any such case, the Director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- (b) Investments – Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation, nor violates this section where it conforms to provisions in any such instrument or agreement requiring such investment.

Article VI. Election of Directors and Officers by Members

Section 6.01 Method

- (a) Voting – As determined by the Board, elections of Directors shall be held in accordance with provisions in Article IV, Membership, and shall
 - (i) be held by voice vote during the Annual Meeting; or,
 - (ii) be by written ballot, whose deadline shall be during the Annual Meeting; or,
 - (iii) if no other votes of the members are scheduled for the Annual Meeting, elections can be conducted entirely by written ballot whose deadline is sometime in May or June as determined by the Board.
- (b) Election Day – shall be defined as either the deadline for the return of written ballots or the Annual Meeting day.

Section 6.02 Nominations

- (a) By Member Petition – Members of the corporation may nominate one or more candidates for positions on the Board by petition
 - (i) delivered to the President or the Chairperson of the Nominating Committee at least three months before Election Day,
 - (ii) signed within 11 months of Election Day by at least 1% of members in good standing, and
 - (iii) accompanied by the candidate's written agreement to serve.
- (b) By Nominating Committee – The Nominating Committee, with the Board's approval, shall nominate candidates for positions on the Board.

Section 6.03 Petition and Election Notices

- (a) Election notices shall be given as described in Section 4.08, Annual and Special Meeting Notices.
- (b) The Nominating Committee shall ensure that all election notices are given to the membership, using the following as a guideline:
 - (i) Nominations – The Nominating Committee shall give members at least two months notice of the deadline for nominating candidates by petition under Section 6.02, Nominations. It shall also ensure that the names of all candidates nominated by proper member petition and by the Nominating Committee appear on the written ballot.
 - (ii) Election Day – The Nominating Committee shall give members at least two months notice of Election Day.

- (iii) Ballot Availability – Ballots shall be available and delivered to members as in Section 4.13, Written Ballots. Ballots should also be available and accepted at the Annual Meeting, if one is held for elections.

Section 6.04 Election Results

- (a) A quorum for elections shall be established as in Section 4.09, Quorum.
- (b) Election results shall be announced to the membership in a timely manner.

Section 6.05 Board Rules

- (a) The Board may adopt additional reasonable rules for the nomination and election of Directors, including rules for the distribution or mailing of a nominee's election materials and other matters contemplated by Sections 5520-5524 of the California Corporations Code.

Article VII. Committees

Section 7.01 Executive and other Board Committees

- (a) Creation – The Board may, by majority vote of the Directors then in office, create an Executive Committee and any other Board Committees, each consisting of two or more Directors (and only of Directors), to serve at the pleasure of the Board. The Board, by majority vote of the Directors then in office, shall appoint the members of any such committee, and may appoint one or more Directors as alternate members to replace an absent member at any meeting. The President shall be an ex-officio member of the Executive Committee (if one exists).
- (b) Limit on Powers – An executive or board committee created under this section shall have the powers and duties specified by the Board; it may be given all the authority of the Board except for the powers to:
 - (i) set the number of Directors within the range specified by these Bylaws;
 - (ii) approve any action that, under the Nonprofit Public Benefit Corporation Law, also requires a vote of the members;
 - (iii) approve any action that, under these Bylaws, requires a two-thirds vote of the Directors then in office;
 - (iv) fill vacancies on the Board or any Board Committee;
 - (v) amend or repeal or adopt bylaws;

- (vi) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
 - (vii) create any Board Committee or appoint the members of any Board Committee;
 - (viii) spend corporate funds to support a nominee for director;
 - (ix) approve a “self-dealing” transaction, except as permitted by Section 10.05, Self-Dealing Transactions; or
 - (x) terminate the status of this corporation as a chapter of the National Audubon Society.
- (c) Rules – Meetings and actions of any Board Committee shall be governed by the provisions of Article V, Directors, with such changes as are necessary to substitute the Board Committee and its members for the Board and its members. Minutes of each Board Committee shall be filed with the corporate records and distributed to the full Board.

Section 7.02 Standing and Special Committees

- (a) Nature of Committees – In addition to Board Committees composed solely of Directors under Section 7.01, Executive and Other Board Committees, the Board may create Standing and Special Committees to advise the Board, to organize volunteers’ involvement in the corporation’s activities, or to serve other purposes. Such committees are advisory only and may not exercise the authority of the Board; but they may make recommendations to the Board and implement Board decisions and policies under Board control. Each committee shall have the powers and duties specified by the Board and shall serve at the pleasure of the Board.
- (b) Standing Committees – The corporation shall have the following Standing Committees: Finance, Nominating, Personnel, Conservation, and Education. In addition the Board may create other Standing Committees, including any of those described in Section 7.04(b), Optional Committees. Alternatively, the Board may constitute any such committee as a Board Committee under Section 7.01, Executive and Other Board Committees.
- (c) Special Committees – The Board may create Special Committees, each for a term determined by the length of its assignment.

Section 7.03 Membership of Standing Committees

- (a) Chairpersons – Promptly after the annual election of Directors (or at any time in the event of a vacancy), the Directors, by a majority of the Directors then in office, shall appoint the Chairpersons of Standing Committees. Each Chairperson shall serve until the next election of

Directors (and until his or her successor is appointed). No one shall serve as Chairperson of the same committee for more than ten consecutive full years, unless the Board approves an exception.

- (b) Members – Each Standing Committee may have one or more members, including non-directors, provided the Nominating Committee shall have at least three members. The Chairperson may select the other members of his or her committee and the Board may disapprove of any committee member. All committee members shall be members of this corporation in good standing. Standing Committees should contain at least one Board member that will be known as the Board Liaison of that committee.

Section 7.04 Duties of Standing Committees

- (a) Required Committees – The following Standing Committees are required (unless, in either case, constituted as a Board Committee), and may have such additional powers and duties as the Board may determine:
 - (i) Finance Committee – Duties include assisting the Board in preparation of the Annual Budget within a reasonable time before the start of the fiscal year, advising the Board on budgets, recommending unbudgeted funds, preparing financial reports and the annual fiscal statements for Board approval under Section 10.01(a), Financial Report, recommending the long-range fiscal plan, and controlling the investment of the corporation's funds with approval of the Board. The Treasurer shall be an ex-officio member of the Finance Committee and shall be the Board liaison for this committee.
 - (ii) Nominating Committee (with at least three members) – Duties include nominating candidates for Director as provided in Article V, Board of Directors; and Article VI, Election of Directors and Officers by Members; and advising on the appointment of Officers and Chairpersons of Standing Committees. The Nominating Committee shall coordinate the election of Directors under Article VI. The Secretary shall be an ex-officio member of the Nominating Committee and shall be the Board liaison for this committee.
 - (iii) Personnel Committee – Duties include advising the Board on personnel policies and matters, aiding the Board and Staff (if any) in hiring personnel, recommending personnel duties, and aiding in the resolution of employee issues. A designated Director serving on this committee shall be the Board liaison on this committee.
 - (iv) Environmental Action Committee – Duties include endeavoring to keep informed of actions affecting the natural environment and the conservation of natural resources in the Bay Area, or particular area specified by the Board, advising the Board on those issues, and carrying

out the Board's conservation policies. A designated Director serving on this committee shall be the Board liaison on this committee.

- (v) Education Committee – Duties include advising the Board on education policies and instituting and coordinating education programs with approval by the Board. A designated Director serving on this committee shall be the Board liaison on this committee.
- (b) Optional Committees – The following Standing Committee are optional, and may have such other or additional powers and duties as the Board may determine:
 - (i) Fundraising Committee – Duties include advising the Board on and assisting with fundraising.
 - (ii) Field Trip Committee – Duties include planning and arranging for the proper conduct of field trips.
 - (iii) Membership Committee – Duties include encouraging an increase in membership, advising on the level of membership dues and fees and helping to coordinate membership benefits.
 - (iv) Member Program Committee – Duties include planning and promoting regular meetings of the members.
 - (v) Photography Club (Bay Area Bird Photography) – Duties include promoting the enjoyment of birds and their environment through photography.
 - (vi) Hospitality Committee – Duties include helping at meetings and other planned activities and greeting members at such meetings.
 - (vii) Publicity Committee – Duties include helping to publicize membership in the corporation, its policies and programs.
 - (viii) Nature Shop Committee – Duties include helping to monitor sales, purchasing and accounting of the chapter shop (if any).
 - (ix) Newsletter Committee – Duties include publishing the chapter newsletter on a regular schedule determined by the Board.
 - (x) Citizen Science Committee – Duties include planning and conducting Christmas Bird Counts and other censuses, and also coordinating other science projects approved by the Board.

Article VIII. Relation with National Audubon Society

Section 8.01 Commitments

- (a) This corporation shall not enter into any commitments binding upon the National Audubon Society without written authorization by the National Audubon Society, nor shall the National Audubon Society, without written authorization by this corporation, enter into any commitments binding upon this corporation.

Section 8.02 Discontinuance of Chapter Status

- (a) This corporation may terminate its status as a Chapter of the National Audubon Society, and the National Audubon Society may terminate the status of this corporation as a Chapter of the National Audubon Society, pursuant to procedures set forth in the 2001 Audubon Chapter Policy adopted by the National Audubon Society's Board of Directors in December 2001.

Section 8.03 Continuation of Membership

- (a) If this corporation ceases to be a chapter of the National Audubon Society, any National Member shall continue as a member of this corporation for the balance of the term for which such member's dues have been paid to National Audubon Society and may thereafter renew directly as a Supporting Member of this corporation.

Article IX. Indemnification and Insurance

Section 9.01 Indemnity

- (a) To the full extent allowed by Section 5238 of the Corporations Code, this corporation may indemnify and advance expenses to its agents in connection with any proceeding and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceedings" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 9.02 Approval of Indemnity

- (a) On written request to the Board in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of Directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or

Section 5238(c), and, if so, may authorize indemnification to the extent permitted thereby. If the Board cannot do so because there is no quorum of Directors who are not party to the proceeding for which indemnification is sought, the Board shall promptly call a meeting of the members. At that meeting, the members shall determine whether, in the specific case, the applicable standard of conduct stated in such Section has been met, and, if so, the members may authorize indemnification to the extent permitted thereby.

Section 9.03 Advance of Expenses

- (a) The Board may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:
 - (i) The requested advances are reasonable in amount under the circumstances; and
 - (ii) Before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.
- (b) The Board shall determine whether an undertaking must be secured, and whether interest must accrue on the obligation created thereby.

Section 9.04 Insurance

- (a) The Board may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

Article X. Miscellaneous

Section 10.01 Annual Reports to Directors and Members

- (a) Financial Report – Except as provided in Section 10.01(b), Exceptions, within 180 days after the end of the corporation's fiscal year, the Board shall furnish a written report to all Directors and members. Such report shall be accompanied by any report thereon of independent accounts or, if there is none, the certificate of an authorized Officer of this corporation that such statements were prepared without audit from the books and records of the corporation. The Financial Report shall contain, in appropriate detail, the following information:

- (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
 - (ii) The principle changes in assets and liabilities, including trust funds, during the fiscal year;
 - (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (iv) The expenses or disbursements of the corporation, for both general and restricted to particular purposes, for the fiscal year;
 - (v) Any information required by Section 10.01(c), Report of Certain Transactions.
- (b) Exceptions – If this corporation receives less than \$25,000 in gross revenues or receipts during the fiscal year, the report described in Section 10.01(a), Financial Report must be furnished only to the Directors and to any member who requests it in writing. As an alternate to furnishing such report, the corporation may comply with Section 6321(f) of the Corporations Code (if applicable).
- (c) Report of Certain Transactions – Unless it furnishes the report required by Section 10.01(a), Financial Report, or there is no such information to report, within 180 days after the end of the corporation's fiscal year, the Board shall furnish a written report to all Directors and members containing the following information:
- (i) a description of any transaction during the previous fiscal year involving \$50,000 or more (or that was one of a number of transactions aggregating \$50,000 or more) to which the corporation was a party and in which any Director or Officer had a material financial interest, including the names of the interested persons, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the value of such interest; and
 - (ii) the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 that were paid during the fiscal year to any Director or Officer and that were not approved by the members.

Section 10.02 Corporate Record

- (a) The corporation shall keep the following:
 - (i) adequate and correct books and records of accounts,

- (ii) written minutes of the proceedings of the Board and Board Committees and of annual meetings (if any votes are required or permitted to be taken) and special meetings of the members;
- (iii) a record of each member's name, address for notice purposes, and class of membership, showing whether the member is in good standing from time to time; and
- (iv) at its principal office, copies of its current Article of Incorporation and Bylaws.

Section 10.03 Financial Matters

- (a) Fiscal Year – The Board may determine the fiscal year of the corporation.
- (b) Contracts, Checks, etc. – The Board may authorize any Officer(s) or agent(s) to enter into any contract on behalf of the corporation. All checks, drafts, notes or other evidence of indebtedness issued in the name of the corporation in excess of an amount set by the Board shall require two signatures, one of which shall be that of the President or Treasurer or other person designated by the Board. Any such instrument in a lesser amount shall be signed as authorized by the Board. The Board shall adopt appropriate resolutions consistent with this section, and the authority given may be general or confined to specific instances.

Section 10.04 Loans

- (a) Except as permitted by Section 5236 of the Corporations Code, the corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided the corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in performance of his or her duties if he or she would be entitled to be reimbursed for such expense absent that advance, or as provided in Article IX, Indemnification and Insurance.

Section 10.05 Self-Dealing Transactions

- (a) Prohibition. Except as provided in this section, the Board shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its Directors has a material financial interest, unless the transaction comes within Corporations Code Section 5233(b).
- (b) Approval. This corporation may engage in a self-dealing transaction if the transaction is approved by a court (described in Section 5233) or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that:

- (i) this corporation is entering into the transaction for its own benefit;
 - (ii) the transaction is fair and reasonable to this corporation at the time; and
 - (iii) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.
- (c) Approval by the Board Committee – Where it is not reasonably practicable to obtain Board approval before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirement of this section, provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the Directors then in office without the vote of any interested Director.
- (d) Mutual Directors – any contract or transaction, not covered by Section 10.05(a), Prohibition, between this corporation and an entity of which any Director of this corporation is also a director may be subject to Section 5234 of the Corporations Code.

Section 10.06 Grants and Contributions by or to Corporation

- (a) Purpose of Grants – The corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in its Articles of Incorporation.
- (b) Board Oversight – The Board shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.
- (c) Refusal; Withdrawal – The Board in its absolute discretion, may refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, may withdraw its approval of

any grant at any time and use the funds for other purposes, subject to any rights of third parties under any contract relating to such grant.

- (d) Accounting – The Board shall determine under what circumstances to require that grantees furnish a periodic accounting to show that funds granted by this corporation were expended for the purposes approved by the Board.
- (e) Restrictions on Contributions – Unless otherwise determined by Board resolution in particular cases, the corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board has approved in advance the charitable activity for which the donation was made.

Section 10.07 Governing Law

- (a) The California Nonprofit Public Benefit Corporation Law (Corporations Code Section 5110 et seq.), as then in effect, shall apply in all matters not specified in these Bylaws, or in the event these Bylaws do not comply with applicable law.

Section 10.08 Amendment of Articles or Bylaws

- (a) The Board, by majority vote of the Directors then in office, may amend the Articles of Incorporation of this corporation and these Bylaws with approval of the members in accordance with Article IV, Membership, of these Bylaws. The Board, by majority vote of Directors then in office, may also amend these Bylaws without the approval of the members, unless a vote is required by Section 4.11(a)(iv), of these Bylaws.
- (b) Amendment and Change History
 - (i) These Bylaws were officially adopted by the members of Santa Clara Valley Audubon Society at the Annual Meeting on June 2005.