

**BY-LAWS OF
PALOS VERDES/SOUTH BAY AUDUBON SOCIETY**

ARTICLE I
NAME, PURPOSES, PRINCIPAL OFFICE

Section 1.1 NAME

The name of this corporation is the Palos Verdes/South Bay Audubon Society, hereinafter called the SOCIETY. The SOCIETY is a chapter of the National Audubon Society, hereinafter called NAS, and serves a geographic area mutually agreed upon by the SOCIETY and NAS.

Section 1.2 PURPOSES

The SOCIETY is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purpose of the SOCIETY include, but are not limited to, providing general education and scientific information on biological and environmental matters relating to birds, wildlife and their habitats and associated subjects. To accomplish these purposes, the SOCIETY may acquire or obtain interests in real property for their educational, historic, open space, recreational or scenic values, and construct or acquire facilities to enhance their educational and other values.

Section 1.3 PRINCIPAL OFFICE

The principal office of the SOCIETY shall be located in Los Angeles County, State of California, at an address to be established by resolution of the Board of Directors.

ARTICLE II
MEMBERSHIP

Section 2.1 Any person interested in the purposes and objectives of the SOCIETY is eligible to apply for membership.

Section 2.2 The classes of membership of this SOCIETY shall be the same as the classes of membership authorized by NAS.

Section 2.3 The membership dues shall be as established by NAS.

Section 2.4. All members of this SOCIETY shall enjoy the rights and privileges accorded to the members of both this SOCIETY and NAS.

Section 2.5 Each member of the SOCIETY shall have the right to cast one vote at the annual meeting and at any regular or special meeting of members on any motion that may

properly be brought before such meeting, including the election of Officers and Directors. Members in the Family Class of membership shall be entitled to two votes per family, provided that at least two members of the family are present in person at the time of the voting.

Section 2.6 Membership dues shall be payable at the time of application and yearly thereafter, except as may be provided otherwise in the By-Laws of NAS.

Section 2.7 Should renewal of membership dues not be paid within six months after due date, a member so in default shall be dropped forthwith from the rolls, except as may be provided otherwise in the By-Laws of NAS.

ARTICLE III MEETINGS

Section 3.1 Regular meetings of members shall be held on such day of such months as may be determined by vote of the BOARD OF DIRECTORS, but such regular meetings shall be held not fewer than four times in any calendar year.

Section 3.2 The annual meeting of members shall be held on such date in November each year as may be determined by vote of the BOARD OF DIRECTORS.

Section 3.3 Special meetings of members may be called by the President, or pursuant to resolution of the BOARD OF DIRECTORS, or by petition of not less than one-tenth (1/10) of all members entitled to vote.

Section 3.4 Notice of the annual meeting, special meetings, and regular meetings, at which SOCIETY business is to be transacted, shall be given not less than twenty (20) nor more than seventy-five (75) days before the date of the meeting. Such notice is given when deposited in the United States mail, with postage thereon prepaid, and directed to the member at his address as it appears on the record of members, or at such other address as he may request in writing to the Secretary of this SOCIETY. Notice of such meetings may be published in the SOCIETY's newsletter or other regular publication, provided such publication is mailed according to the provisions stated hereinafter.

Section 3.5 Notice of a special meeting of members shall state the purpose or purposes for which the meeting is called.

Section 3.6 The lesser of either one-tenth (1/10) of all voting members or thirty-five (35) voting members, shall constitute a quorum at any meeting of members at which SOCIETY business is to be conducted. The members may be present in person or by proxy.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 The SOCIETY shall have powers to the full extent allowed by law. All powers and activities of the SOCIETY shall be exercised and managed directly by the BOARD OF DIRECTORS, hereinafter referred to as the BOARD, or, if delegated, under the ultimate

direction of the BOARD. The BOARD shall include not less than six (6) elected Directors and the elected Officers of the SOCIETY. Each member of the BOARD shall be a member in good standing of the SOCIETY.

Section 4.2 Twelve Directors shall be elected to serve in three classes, with four each serving for terms which expire in the classes of 2002, 2003 and 2004. Thereafter, Directors shall be elected in fours for a term of three (3) years. Election shall be by a plurality of the voting members of the SOCIETY present in person or by proxy at the annual meeting of members. Two additional Directors shall be appointed to the BOARD by the SOCIETY's Youth Committee in accordance with Section 7.5, Article VII, hereinafter.

Section 4.3 No one individual shall serve for more than two (2) consecutive three-year terms as a member of the BOARD, except in the case of an individual who after two terms of consecutive service on the BOARD is elected an Officer, and as such may serve additional terms, as set forth in Section 5.2, ARTICLE V, hereinafter.

Section 4.4 If, by reason of resignation or death, or for any other reason, vacancies exist whereby the BOARD has not the full complement of Directors, the BOARD may proceed to elect a Director or Directors to fill such vacancies and the Director or Directors so elected shall serve until the next annual meeting of members in which their class is up for election.

Section 4.5 There shall be at least five regular meetings of the BOARD OF DIRECTORS in any one calendar year and not more than one regular meeting in any one month. The dates for the regular meetings shall be determined by the BOARD at its first regular meeting following the annual meeting of the members. A meeting of the BOARD may be conducted via, or with the aid of, a conference call or other medium, provided that every participating DIRECTOR be able to hear and communicate freely with every other participating DIRECTOR, and each participating DIRECTOR shall be deemed to be present in person at such meeting.

Section 4.6 Special meetings of the BOARD shall be called by the President or by the Secretary upon request of the majority of the BOARD. Notice of a special meeting may be given in person, by telephone, e-mail or other commonly used method, not less than three (3) nor more than ten (10) days prior to the date of the meeting or, if by regular mail, not less than five (5) nor more than twelve (12) days prior to the date of the meeting. Such notice must include reason for the meeting and its time and place or medium.

Section 4.7 The transactions of any meeting of the BOARD, however called and noticed or wherever held, are valid as though the meeting had been duly held after regular call and notice, provided (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 4.8 Either a majority of the BOARD, or two DIRECTORS plus a majority of the EXECUTIVE COMMITTEE, as set forth in Section 5.1, shall constitute a quorum for the transaction of business at any meeting of the BOARD and every act or decision by a majority of the BOARD members present shall be regarded as the act of the BOARD, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, provided any action taken is approved by at least a majority of the required quorum for that meeting.

Section 4.9 The President or, in his absence, a Vice President, as set forth in Section 5.6, shall act as Chair at any meeting of the BOARD. In the absence of both the President and the Vice President, the Board shall designate any other member of the BOARD to act as Chair at such meeting.

Section 4.10 A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

Section 4.11 The Board of Directors may remove any director without cause at any regular or special meeting; provided that the director so removed has been notified in writing in the manner set forth in Section 4.6 of this Article IV, as if this were a special meeting, that such action would be considered at the meeting.

Section 4.12 DIRECTORS and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the BOARD.

Section 4.13 At incorporation, the SOCIETY's DIRECTORS shall be the same as those of the SOCIETY's unincorporated predecessor.

ARTICLE V OFFICERS

Section 5.1 The Officers of the SOCIETY shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other Officers as may be determined by the BOARD. The EXECUTIVE COMMITTEE shall be composed of the President, First and Second Vice Presidents, the Secretary and Treasurer.

Section 5.2 The President shall hold office for a two year term, or until his successor is elected, and shall not succeed himself. All other Officers shall serve for one (1) year terms, or until their successors are elected, and no individual may hold the same office for more than three (3) consecutive terms.

Section 5.3 The Officers shall be elected for their respective terms by a plurality of the voting

members of the SOCIETY present, in person, or by proxy, at the annual meeting of members.

Section 5.4 If, by reason of resignation or death, or for any other reason, an office shall become vacant, the BOARD may proceed to elect, by majority vote, such Officer to fill the vacancy and the Officer so elected shall serve until the next annual meeting of members. When, for such purpose, an Officer has been elected for less than a full term, such part term shall be disregarded with respect to his qualification for reelection for a full term or for additional consecutive terms, as set forth in Section 5.2 herein above.

Section 5.5 The President shall be the chief executive officer of the SOCIETY and, subject to instructions by the BOARD, generally supervise and control the business and officers of the SOCIETY. He shall also be a member of all committees and shall preside at all meetings of members and of the BOARD.

The President shall furnish a written report annually to all Directors of this SOCIETY containing, at a minimum, the following information:

- . The assets and liabilities, including trust funds, as of the end of the fiscal year;
- . The principal changes in the assets and liabilities, including trust funds, as of the end of the fiscal year;
- . The revenue or receipts of the SOCIETY for the fiscal year;
- . The expenses or disbursements of the SOCIETY for the fiscal year;
- . Any transaction during the previous fiscal year involving five thousand dollars (\$5000) or more by the SOCIETY in which any Director or Officer was a party.

Section 5.6 The First and Second Vice Presidents shall assist the President to carry out his duties and, in the absence of the President, the First Vice President (and his absence, the Second Vice President) shall, subject to instructions by the BOARD, have the powers and duties of the President, and shall preside at meetings of members and of the BOARD.

Section 5.7 The Secretary shall keep a record of all proceedings of the SOCIETY and of the BOARD. He shall preserve the seal of the SOCIETY and affix it to all documents requiring the seal of the SOCIETY, and shall attest the same.

The Secretary shall conduct all the correspondence of the SOCIETY except such correspondence as, by instructions of the BOARD or at the discretion of the President, shall be conducted by another Officer of the SOCIETY. He shall preserve all correspondence of the SOCIETY.

Section 5.9 The Treasurer shall have custody of the SOCIETY's funds. He shall disburse such funds as may be ordered by the BOARD. He shall report to the BOARD at its regular meetings or as requested, and shall prepare an annual report on the financial condition of the SOCIETY for distribution to the members at the annual meeting of members and shall forward a copy of such report to the NAS.

Section 5.10 All checks and drafts of the SOCIETY must be signed by the Treasurer, the President, either Vice President or other individual authorized by resolution of the BOARD. Two signatures are required on transactions in excess of \$2,500, except as otherwise authorized by resolution of the BOARD.

Section 5.11 At incorporation, the SOCIETY's Officers shall be the same as those of the SOCIETY's unincorporated predecessor.

ARTICLE VI ACTIONS OF OFFICERS AND DIRECTORS

Section 6.1 An Officer or Director shall perform his duties, including those as a member of any committee of the BOARD on which he may serve, in good faith and in a manner he believes to be in the best interests of the SOCIETY, and with such care, including reasonable inquiry, as an ordinarily prudent person would use in a like situation. In performing said duties, he shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (1) one or more OFFICERS or employees of the SOCIETY he believes to be reliable and competent in the matter at hand, or (2) counsel, independent accountants or other persons he believes to merit confidence, so long as in any such case, he acts in good faith and after reasonable inquiry.

A person who performs the duties of DIRECTOR or OFFICER in accordance with the foregoing shall have no liability based upon any failure or alleged failure to discharge that person's obligation as DIRECTOR or OFFICER, including, without limiting the generality of the foregoing, any actions or omission which exceed or defeat the public and charitable purposes to which the SOCIETY, and assets held by it, are dedicated.

The DIRECTORS and OFFICERS shall not be personally liable for the debts, liabilities, or other obligations of the SOCIETY.

Section 6.2 The BOARD may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the SOCIETY (including DIRECTORS, OFFICERS, employees or other agents) against any liability, other than for violating provisions of the law relating to self-dealing, asserted against or incurred by the agent.

Section 6.3 In activities relating to investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the SOCIETY's investments, the BOARD shall avoid speculation, considering the probable safety of SOCIETY assets as well as the income derivable from them. The provisions of Section 6.1, above, shall apply to this subsection.

Section 6.4 The SOCIETY shall not make any loan of money or property to, or guarantee the obligation of, any DIRECTOR or OFFICER; provided, however, that the SOCIETY may advance money to a DIRECTOR, OFFICER or agent for expenses reasonably anticipated to be incurred in the performance of duties, so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 6.5 Except as provided in Section 6.6 below, the BOARD shall not approve a self-dealing transaction. A self-dealing transaction is one to which the SOCIETY is a party and in which one or more of the DIRECTORS or OFFICERS has a material financial interest.

Section 6.6 The BOARD may approve a self-dealing transaction if the BOARD determines that the transaction is undertaken for the SOCIETY's own benefit; and the BOARD, after

reasonable investigation under the circumstances, determines that the SOCIETY could not have obtained a more advantageous arrangement. Such determination must be made by the BOARD, in good faith, with knowledge of the material facts concerning the transaction and the DIRECTOR or OFFICER'S interest in the transaction. Approval of the transaction shall be made by a vote of a majority of the DIRECTORS and OFFICERS then in office, without counting the vote of the interested DIRECTOR(s) and or OFFICER(s).

Section 6.7 Not more than forty-nine percent (49%) of the persons serving on the BOARD at any time may be interested persons. An interested person is (1) any person being 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 in his capacity as DIRECTOR; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law of any 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 6.8 Every DIRECTOR and OFFICER shall be a member of the SOCIETY.

ARTICLE VII COMMITTEES

Section 7.1 The President, with the approval of the BOARD, shall appoint chairpersons of Standing Committees who, in turn, may select their own committee members with recommendations and suggestions from the BOARD. Terms of office shall be for one (1) year, or until their successors are appointed; but no member shall serve as chairperson of the same committee for more than three (3) consecutive years. Standing Committees shall be composed of not less than three (3) members.

Section 7.2 The President, with the approval of the BOARD, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment to be done.

Section 7.3 NOMINATING COMMITTEE: The BOARD shall annually appoint, not later than four (4) months prior to the next annual meeting of members, a Nominating Committee, to consist of not less than three (3) members. The names of the members of the nominating committee shall be made known to the members through the SOCIETY's newsletter or other publication, or by mail, or at a regular meeting of members, not later than one (1) month after the nominating committee has been constituted. Suggestions for nominations of Officers and Directors may be submitted to the nominating committee by any member of the SOCIETY.

The nominating committee shall nominate candidates for Officers and Directors to succeed those whose terms expire at the next annual meeting. The Committee's report shall be presented to the membership at a regular meeting of members not later than three (3) weeks nor earlier than two (2) months prior to the annual meeting.

Nothing contained herein shall be construed to prevent nominations of Officers and Directors from the floor at the annual meeting.

Section 7.4 FINANCE COMMITTEE: The Finance Committee shall plan the annual budget of the SOCIETY, assist the Treasurer in the preparation of financial reports, provide for the annual review of all financial transactions and statements, and make recommendations and carry out plans for obtaining financial support for the SOCIETY.

Section 7.5 YOUTH COMMITTEE: The Youth Committee is open to all college and high school students who participate in the SOCIETY's Audubon YES! (Youth Environmental Service) program or other community service program operated by the SOCIETY. Subject to approval by the BOARD, the Youth Committee may select another name for itself, and, at the discretion of the BOARD, may appoint any two of its members to the BOARD as Directors to serve at any one or more meetings of the BOARD. Directors so appointed will have full voting powers except that, if minors, they may not participate in votes which bind the SOCIETY in contracts or other legal matters. Each Director so appointed, must be a member in good standing of the SOCIETY.

ARTICLE VIII COMMITMENTS

Section 8.1 This SOCIETY shall not enter into any commitments binding upon NAS without written authorization by NAS, nor is NAS, without the written authorization by this SOCIETY, empowered to enter into any commitments binding upon this SOCIETY.

Section 8.2 At incorporation, this Society shall honor all contracts and commitments of its predecessor organization of the same name.

Section 8.3 All contracts entered into on behalf of the SOCIETY must be authorized by the BOARD and signed by at least two Officers of the SOCIETY.

Section 8.4 Any Director or Officer may be removed, with or without cause, by the BOARD at any meeting of the BOARD.

Section 8.5 Any Director or Officer may resign at any time by giving written notice to the SOCIETY. Any resignation shall take effect at the date of receipt of that notice or at any later time specified by that notice, and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this SOCIETY under any contract to which the Director or Officer is a party.

ARTICLE IX DISCONTINUANCE OF AFFILIATION

This SOCIETY may terminate its status as a Chapter of the NATIONAL SOCIETY upon six (6) months notice in writing to NAS, and NAS may terminate the status of this SOCIETY as Chapter of NAS upon six (6) months notice, in writing, to this SOCIETY. In the event of such notice of termination by either this SOCIETY or NAS, the allocation of dues by NAS to this

SOCIETY shall cease on expiration of the six (6) month period. However, members of this SOCIETY shall remain members of NAS for the balance of the term for which dues have been paid.

ARTICLE X AMENDMENTS

These By-Laws may be amended from time to time by a majority vote of members present in person or by proxy at any annual or special meeting of members duly called pursuant to the provisions of ARTICLE III, Section 3.3 herein above. The notice of such meeting shall be made in accordance with ARTICLE III, Section 3.4 herein above, and shall recite the wording of each proposed amendment.

ARTICLE XI PARLIAMENTARY AUTHORITY

In procedural matters not covered by these By-Laws, Robert's Rules of Order shall govern.

ARTICLE XII CONSTRUCTION

Section 12.1 This Constitution and By-Laws shall be construed under the laws of the State of California.

Section 12.2 The masculine pronoun, as used herein above shall mean the masculine or feminine, as applicable.

ARTICLE XIII SEVERABILITY

In the event that any Article or Section of these By Laws is found to be invalid for any reason, the remaining Articles and Sections shall remain in force.