

**BYLAWS OF
FRIENDS OF THE ELEPHANT SEAL
A California Nonprofit Public Benefit Corporation**

TABLE OF CONTENTS

ARTICLE I - Name	1
ARTICLE II – Mission Statement.	1
ARTICLE III - Offices	1
Section 3.01 – Principal Office.	1
Section 3.02 – Limitations	1
ARTICLE IV - Purposes and Limitations	1
Section 4.01 – Purposes.	1
Section 4.02 – Limitations	2
ARTICLE V – Membership	2
ARTICLE VI – Directors.	2
Section 6.01 – Powers	2
Section 6.02 – Number and Election of Directors and Restrictions on Directors.	3
Section 6.03 – Vacancies	3
Section 6.04 – Place of Meetings; Meetings by Telephone.	4
Section 6.05 – Annual, Regular and Special Meetings.	4
Section 6.06 – Quorum	5
Section 6.07 – Waiver of Notice	6
Section 6.08 – Adjournment	6
Section 6.09 – Notice of Adjourned Meeting.	6
Section 6.10 – Action Without Meeting.	6
ARTICLE VII – Committees	6
Section 7.01 – Committees of the Board	6
Section 7.02 – Meetings and Actions of the Committees.	7

TABLE OF CONTENTS (Continued)

ARTICLE VIII – Officers	7
Section 8.01 – Officers	7
Section 8.02 – Election of Officers.	7
Section 8.03 – Other Officers.	7
Section 8.04 – Removal of Officers	8
Section 8.05 – Resignation of Officers.	8
Section 8.06 – Vacancies in Office	8
Section 8.07 – Responsibilities of Officers.	8
ARTICLE IX – Indemnification and Insurance.	9
Section 9.01 – Indemnification.	9
Section 9.02 - Insurance	10
ARTICLE X – Records and Reports.	10
Section 10.01 – Maintenance of Corporate Records	10
Section 10.02 – Inspection by Directors	10
Section 10.03 – Annual Report	10
Section 10.04 – Annual Statement of Certain Transactions and Indemnifications	11
ARTICLE XI – Construction and Definitions	12
ARTICLE XII – Amendments	12
Section 12.01 – Adoption or Amendment by Directors.	12
Section 12.02 – Maintenance of Records.	12
CERTIFICATE OF SECRETARY	12

**BYLAWS OF
FRIENDS OF THE ELEPHANT SEAL
A California Nonprofit Public Benefit Corporation**

**ARTICLE I
Name**

The name of this Corporation is FRIENDS OF THE ELEPHANT SEAL

**ARTICLE II
Mission Statement**

Friends of the Elephant Seal is a non-profit organization dedicated to educating people about elephant seals and other marine life and to teaching stewardship for the ocean off the central coast of California.

**ARTICLE III
Offices**

Section 3.01 – Principal Office. The principal office for the transaction of the activities and affairs of the Corporation (“principal office”) is located at San Luis Obispo County, California. The Board of Directors (“the Board”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on the Bylaws opposite this section, or this section may be amended to state the new location.

Section 3.02 – 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 IV
Purposes and Limitations**

Section 4.01 – Purposes. This Corporation is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Such purposes for which this Corporation is formed are educational, scientific, charitable and other non-profitable purposes, including, but not limited to, the preservation of the Piedras Blancas Elephant Seal Colony for ecological, educational, scientific, historic, or scenic opportunities; to create and administer volunteer docent programs which will provide environmental education for the public and promote safe viewing of elephant seals and other marine life along the Central Coast of California. This Corporation is organized exclusively for such purposes within the meaning of Section 501 C(3) of the Internal Revenue Code of 1954.

Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or 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 (i) by a corporation exempt from Federal income tax under Section 501 C(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (ii) by a corporation, contributions to which are deductible under Section 170 C(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4.02 – Limitations

- A. **Political activity.** No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.
- B. **Property.** The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 4.01 above. No part of the profits or net earnings of the Corporation shall ever inure to the benefit of any of its Directors, Trustees, Officers, members (if any), employees, or to the benefit of any private individual.
- C. **Dissolution.** Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of this corporation shall be distributed in accord with Exhibit D, Section 10. Paragraph D 1 of the Cooperating Agreement with State Parks.

ARTICLE V Membership

Section 5.01 – Qualifications and Rights of Membership. This Corporation shall have no voting members.

ARTICLE VI Directors

Section 6.01 – Powers.

- A. **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Corporation Law, and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities

and affairs of the Corporation shall be managed, and all Corporate powers shall be exercised, by or under direction of the Board.

- B. **Specific Powers.** Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:
1. Appoint and remove, at the pleasure of the Board, all Officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation, if any, and require from them security for faithful performance of their duties.
 2. Change the principal office or the principal business office in the State of California from one location to another, cause the Corporation to be qualified to conduct its activities in any other State, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
 3. Adopt and use a Corporate seal and alter the form thereof.
 4. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 6.02 – Number and Election of Directors and Restrictions on Directors.

- A. **Authorized Number.** The authorized number of Directors shall be at least five (5) and no more than nine (9). Directors need not be residents of the State of California.
- B. **Election and Term of Office of Directors.** Each director shall be elected for a term of two years. No director shall serve more than two consecutive terms, except at the discretion of the Board of Directors. Should a vacancy occur on the Board the remaining directors shall elect a successor to complete the term of the vacancy.
- C. **Restrictions on Directors.** Not more than twenty percent (20%) of the persons serving on the Board may be interested persons. An interested person is (i) 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; and (ii) any

brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

Section 6.03 – Vacancies

- A. **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) the death, removal, suspension or resignation of any Director; or (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found, by final order or judgment of any court, to have breached a duty under California Nonprofit Corporation Law.
- B. **Resignations.** Except as provided in this subsection, any Director may resign effective upon giving written notice to the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Section 6.04 – Place of Meetings, Meeting by Telephone. Meetings of the Board shall be held at the principal Office of the Corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the Corporation. Any meeting may be held by conference telephone, video conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 6.05 – Annual, Regular and Special Meetings.

- A. **Annual Meeting.** The Board shall hold an annual meeting in the month of March of each year for the purpose of organization, election of Officers and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. Notice of this meeting shall not be required.
- B. **Other Regular Meetings.** The Board of Directors, by resolution, may establish a schedule of regular meetings of the Board. Any regularly scheduled meeting may be dispensed with by majority vote of the Board of Directors.

C. Special Meetings

1. **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President or any Vice-President, or the Secretary or any two (2) Directors.

2. Notice.

a. **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

- i. by email or other electronic transmission; or
- ii. by personal delivery of written notice; or
- iii. by first-class mail, postage prepaid; or
- iv. by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation; or
- v. by facsimile transmission to such fax number as the Director has published is the Director's personal or office fax number.

b. **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission or telegraph shall be delivered, telephoned, faxed or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

c. **Notice Contents.** The notice shall state the time of the meeting and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

Section 6.06 – Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn, as provided in Section 5.08. Subject to the more stringent provision of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees, of the Board, and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.07 - Waiver of Notice. Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

Section 6.08 - Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 6.09 - Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.10 - Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent, in writing, to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.10 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the Corporation is a party.

ARTICLE VII Committees

Section 7.01 - Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of one or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board or in any committee which has the authority of the Board;
- B. Establish or fix compensation of the Directors for serving on the Board or on any committee;

- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board which, by its express terms, is not so amendable or repealable;
- E. Appoint any other committees of the Board or the members of these committees;
- F. 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 such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 7.02 - Meetings and Actions of the Committees. Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board, or if there is not Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the Corporate records. The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VIII Officers

Section 8.01 - Officers. The Officers of the Corporation shall include a President, Secretary and Treasurer. The Corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more assistant Secretaries, one or more assistant Treasurers, and such other Officers as may be appointed in accordance with Section 8.03 of these Bylaws. Any number of offices may be held by the same person, except that the Secretary may not serve concurrently as the President of the Board.

Section 8.02- Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 7.03 of this Article VII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment.

Section 8.03 - Other Officers. The Board may appoint and may authorize the President or another Director to appoint any other Officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

Section 8.04 - Removal of Officers. Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, or, except in case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal may be conferred by the Board of Directors.

Section 8.05 - Resignation of Officers. Any Officer may resign upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 8.06 - Vacancies in Office. A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 8.07 – Responsibilities of Officers.

A. **President/Chief Executive Officer.** Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and General Manager of the Corporation and shall generally supervise, direct and control the activities and affairs and the Officers of the Corporation. The President shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

B. **Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any, in order of their rank, shall perform all of the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice Presidents shall have such other powers and perform such other duties as, from time to time, may be prescribed for them by the Board or the Bylaws.

C. **Secretary.**

1. **Book of Minutes.** The Secretary shall keep, or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. If the Corporation is one having members, the Secretary shall also maintain a complete and accurate record of the membership of the Corporation, as well as a record of the proceedings of all meetings of the membership.

2. **Notices, Seal and other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and

perform such other duties as may be prescribed by the Board or the Bylaws.

D. Treasurer.

1. **Books of Account.** The Treasurer of the Corporation shall keep, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send, or cause to be sent, to the Directors such financial statements and reports as are required by law or these Bylaws to be given. The books of account shall be open to inspection by any Director at reasonable times.
2. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

**ARTICLE IX
Indemnification and Insurance**

Section 9.01 - Indemnification.

- A. **Right of Indemnity.** To the full extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section, and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- B. **Approval of Indemnity.** Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine, in accordance with Section 7237(e) of the Code, whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent

the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.

- C. **Advancement of Expenses.** To the full extent permitted by law, and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding, upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation therefor.

Section 9.02 - Insurance. The Corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents of the Corporation, against any liability asserted against or incurred by an 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 X Records and Reports

Section 10.01 – Maintenance of Corporate Records. The Corporation shall keep:

- A. Adequate and correct books and records of account.
- B. Minutes, in written form, of the proceedings of the Board and committees of the Board.
- C. If applicable, a record of its members, giving their names and addresses and the class of membership held.

Section 10.02 – Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents. Should this right be exercised by any Director at least one other Director shall be in attendance during this inspection.

Section 10.03 – Annual Report. Except as provided under Section 8321 of the California Corporations Code, not later than one hundred, twenty (120) days after the close of the

fiscal year of the Corporation, the Board shall cause an annual report to be sent to all members of the Board. Such report shall contain the following information in reasonable detail:

- 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 during the fiscal year.
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes during the fiscal year.
- E. Any information required by Section 9.04.

Section 10.04 – Annual Statement of Certain Transactions and Indemnifications. The Corporation shall prepare, annually, and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred, twenty (120) days after the close of the fiscal year of the Corporation:

- A. Any transaction to which the Corporation or its subsidiary was a party, and in which any Director or Officer of the Corporation or its subsidiary (but mere common Director-ship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over Five Thousand Dollars (\$5,000.00), or was one of a number of transactions with the same person involving, in the aggregate, over Fifty Thousand Dollars (\$50,000.00).
- B. Any indemnifications or advances aggregating more than One Thousand Dollars (\$1,000.00) paid during the fiscal year to any Officer or Director of the Corporation pursuant to Section 8.01 hereof.

The statement shall include a brief description of the transaction, the names of the Director(s) or Officer(s) involved, their relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest, provided, that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE XI
Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "person" includes both a legal entity and a natural person.

ARTICLE XII
Amendments

Section 12.01 - Adoption or Amendment by Directors. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the Directors of the Corporation. The term "majority", as used in this Section, is as defined in the California Nonprofit Corporation Law.

Section 12.02 - Maintenance of Records. The Secretary of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the Corporation and is maintained with the official records of the Corporation at the principal office of the Corporation.

CERTIFICATE OF SECRETARY

This document is the By-laws of the Friends of the Elephant Seal as amended on August 15, 2012.

Margaret McNamee, Secretary