

# **By-Laws of the San Mateo Coast Natural History Association**

## **ARTICLE I.           Offices**

SECTION 1. The corporation's principal office is fixed and located at Año Nuevo State Reserve, New Year's Creek Road, Pescadero, CA 94060.

The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the by-laws opposite this Section or this Section may be amended to state the new location.

## **ARTICLE II.           Objectives**

SECTION 1. The objectives of this corporation are:

- (1). to promote the educational and interpretive activities of the California State Park System, principally in the San Mateo Coast District,
- (2). to produce and make available to park visitors, by sale or free distribution, suitable interpretative and educational literature and materials, including books, maps, pamphlets, visuals, and recordings,
- (3). to acquire display materials or objects pertaining to the history for natural history of the area for the purpose of adding them to the interpretive collections of the State Park System,
- (4). to develop and maintain a suitable park library for San Mateo Coast District,
- (5). to assist in the development and improvement of interpretive facilities,
- (6). to assist financially and otherwise in the establishment and operation of similar cooperating associations on other areas of the State Park System, and
- (7). to give all possible aid to the State of California in conserving, developing, and interpreting the areas of the State Park System for the benefit of the public.

### ARTICLE III. Membership

SECTION 2. **Members.** The corporation shall have no members. Any action which would otherwise require approval by a majority of all the members or approval by the members shall require only approval by the Board. All rights which would otherwise vest in members shall vest in the Directors.

SECTION 3. **Associates.** Nothing in this Article II shall be construed as limiting the right of the corporation to refer to such persons associated with it as “Members” even though such person are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the *California Nonprofit Corporation Law*. The corporation may confer by amendment of its Articles, or of these Bylaws some or all of the rights of a member, as set forth in the *California Nonprofit Corporation Law*, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be member within the meaning of said Section 5056.

### ARTICLE IV. Directors

SECTION 4. **Powers.** Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the actives and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a). To select and remove all other offices, agents, and employees of the corporation, prescribe powers and duties for them as ma not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b). To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

- (c). To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (d). To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

**SECTION 5. Number of Directors.** The authorized number of Directors shall be at least five but not more than fifteen until changed by amendment to these bylaws. The exact number of Directors shall be determined by the Board of Directors.

**SECTION 6. Selection and Term of Office.** Directors shall be elected at each annual meeting of the Board. Each Director shall serve until the next annual meeting of the Board and until a successor has been elected and qualified.

**SECTION 7. Vacancies.** Subject to the provisions of Section 5225 of the *California Nonprofit Benefit Corporation Law*, any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by final order of judgment of any court to have breached any duty arising under Article 3 of the *California Nonprofit Public Benefit Corporation Law*.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

**SECTION 8. Place of Meeting.** Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

**SECTION 9. Annual Meetings.** The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on a day and time in March or April set by the Board.

**SECTION 10. Regular Meetings.** Regular meetings of the Board shall be held without call or notice on such dates and at such times may be fixed by the Board.

**SECTION 11. Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon two days' notice by first-class mail or eight hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. any such notice shall be addressed or delivered to each director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

**SECTION 12. A Majority of Directors.** A majority of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. 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, unless a greater number is required by law or by the Articles, except as provided in the next sentence. 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 such meeting.

**SECTION 13. Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

**SECTION 14. Waiver of Notice.** Notice of a meeting need not be given to 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, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**SECTION 15. Adjournment.** A majority of the directors present whether or not a quorum is present, may adjourn any directors' meeting to another time and place.

**SECTION 16. 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 shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

**SECTION 17. Rights of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is Director.

**SECTION 18. Committees.** The Board may appoint one or more committees, each consisting of two or more Directors, and delegate to such committees any of the authority of the Board except with respect to:

- (a). The approval of any action for which the *California Nonprofit Public Benefit Corporation Law* also requires approval of the members or approval of a majority of all members;
- (b). The filling of vacancies on the Board or on any committee;
- (c). The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d). The amendment or repeal of bylaws or the adoption of the new bylaws;
- (e). The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f). The appointment of other committees of the Board or the members thereof;
- (g). The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the *California Nonprofit Public Benefit Corporation Law*.

Any such committee must be created and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be covered by the provisions of this Article II applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

**SECTION 19. Fees and Compensation.** Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses, as may be fixed or determined by the Board.

## ARTICLE V.           **Officers**

SECTION 20. **Officers.** The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other offices as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may server concurrently as the President or Chairman of the Board.

SECTION 21. **Elections.** The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or SEction 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

SECTION 22. **Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

SECTION 23. **Removal and Resignation.** Any officer may be removed either with or without cause, by the Board at any time or, except in the case of an office chosen by the Board, by any office upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 24. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall b filled as they occur and not on an annual basis.

SECTION 25. **President.** The President is the general manager and chief executive office of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

SECTION 26. **Vice President.** In the absence or disability of the President, the Vice President, if any is appointed, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him respectively by the Board.

SECTION 27. **Secretary.** The Secretary shall keep or cause to be kept, at the principal office of or such other place as the Board may order, a book of minutes of all meetings of the Board and its special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice to all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, 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.

SECTION 28. **Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

## ARTICLE VI. Other Provisions

SECTION 29. **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidentiary instrument, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation shall be void and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

SECTION 30. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules construction, and definitions contained in the General Provisions of the *California Nonprofit Corporation Law* and in the *California Nonprofit Public Benefit Corporation Law* shall govern the construction of these Bylaws.

SECTION 31. **Amendments.** These Bylaws may be amended or repealed by the approval of the Board.

## ARTICLE VII. Indemnification

SECTION 32. **Right of Indemnification.** To the fullest 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 by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

SECTION 33. **Approval of Indemnity.** On 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 under Section 7237(e) of the California Corporations 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 proceedings with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the

members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in the Section 7236(b) or Section 7237(c) has been met, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

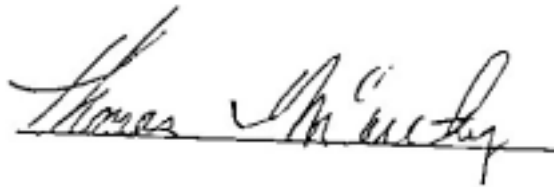
**SECTION 34. Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expense incurred by a person seeking indemnification under Sections 1 and 2 of Article VII. of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

**ARTICLE VIII. Insurance**

**SECTION 35.** The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against liability asserted against or incurred by any officer, director, employee, agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

**ARTICLE IX. Certificate**

I certify that I am the incorporator of  
**SAN MATEO COAST NATURAL HISTORY ASSOCIATION,**  
a California nonprofit public benefit corporation, that the above by-laws, consisting of pages were adopted by me on January 7, 1991, as part of the formation of said corporation.

A handwritten signature in cursive script, reading "Thomas K. McCarthy", written over a horizontal line.

Thomas K. McCarthy