

As amended: November 22, 1997; November 13, 1999; December 1, 2001; October 24, 2009; October 29, 2011

## **BYLAWS OF DESERT SURVIVORS**

### **Article I. Statement of Purpose**

Desert Survivors seeks to promote the appreciation and protection of the natural areas of the deserts of the western United States, particularly the California Desert. To foster understanding of the value of the desert environment, Desert Survivors leads expeditions into desert areas and presents public education programs in urban areas. THE SURVIVOR, a quarterly newsletter, disseminates members' accounts of their experiences in the desert, as well as other information on desert topics.

Desert Survivors serves as watchdog as well as teacher. The group works directly with government agencies and private parties to prevent the degradation of the public lands in the desert. Expeditions, public programs, and the newsletter alert the public to the importance of protecting desert wilderness and other natural features.

### **Article II. Principal Office**

The principal office address shall be Post Office Box 20991, Oakland, California 94620-0991. The Board of Directors shall be entitled to change the location of the principal office to another in the state, and any such change shall not be considered an amendment to these bylaws.

### **Article III. Memberships**

**Section 1. Classification and Number of Memberships:** There shall be two classes of membership: regular and honorary memberships, collectively referred to as memberships. Up to two adults and their minor children may hold one membership, but no person shall hold more than one membership. There shall be no limit on the number of memberships. Memberships shall not be transferable.

**Section 2. Qualifications for Regular Membership:** Dues shall be determined by the Board of Directors and may be changed by the Board. The Board may establish various dues categories. Any person who pays the dues and who submits his or her name and mailing address shall be entitled to hold a regular membership.

**Section 3. Qualifications for Voting:** Any regular membership that affirms the Statement of Purpose set forth in Article I shall be eligible to vote.

**Section 4. Qualifications for Honorary Membership:** An honorary membership is any person selected by the Board of Directors by unanimous vote to be honored with an honorary membership, and shall have all the rights and privileges of a regular membership without the obligations of Article III, Sections 2 and 6. The requirements, if any, for honorary membership are at the sole discretion of the Board of Directors.

Section 5. Voting Rights of Memberships: Each regular membership shall be entitled to one vote. Voting shall only take place in person at a regular or special membership meeting. There shall be no voting by proxy or cumulative voting.

Section 6. Expiration of Memberships: Each regular membership shall continue only so long as the person holding that membership contributes funds, or other property accepted by the Board of Directors in lieu of funds, of twenty dollars or more each calendar year to the membership account of this corporation.

Section 7. Voluntary Termination of Memberships: Any membership may be terminated if the person holding that membership so notifies this corporation in writing, and such termination shall be effective as of the date this corporation receives said notification.

Section 8. Involuntary Termination of Memberships: Upon an affirmative vote of two-thirds of the Board of Directors present at any regular or special Board of Directors meeting, the Board of Directors may issue a written declaration recommending that a membership be terminated for the reasons set forth, and providing notice of the date, time and place of a hearing before the regular memberships on the question of whether the membership in question shall be terminated. Such declaration shall be sent to each regular membership, and to the membership in question, by first class United States Mail, postage prepaid, addressed to the name and address for each such membership shown on the records of this corporation. Such notice shall be mailed at least fifteen days prior to the hearing. A quorum for purposes of the hearing shall be ten regular memberships. At the hearing, a representative appointed by the Board of Directors shall state the reasons for the declaration recommending that the membership in question be terminated. The person or persons who hold the membership in question shall have an opportunity to present an oral and/or written statement. The membership in question may then be terminated by the affirmative vote of two-thirds of the regular memberships present at their sole discretion; provided, however, that such termination shall not take effect until five days after the vote occurs. Only regular memberships and the person or persons who hold the membership in question shall be entitled to attend the hearing.

Section 9. Annual Membership Meetings: An annual membership meeting shall be held once each calendar year at a date, time and place decided by the Board of Directors. Notice of the date, time and place of the annual membership meeting shall be sent to each membership by United States Mail, postage prepaid addressed to the name and address for that membership as shown on the records of this corporation. In lieu of notice through the United States Mail, notice shall be sent by electronic mail to the e-mail address shown on the records of this corporation for those memberships who have expressly requested to receive notices electronically. Such notice shall be mailed at least ten days prior to the meeting, and shall designate the meeting as the annual meeting of the memberships. The Managing Director shall make available to all regular members the annual meeting statement of expenses and income for the preceding four quarters in written form.

Section 10. Special Membership Meetings: Special meetings of the memberships may be held at any date, time and place as decided by the Board of Directors. Notice of the date,

time and place of special meetings of the memberships shall be given in the same manner as for annual meetings of the memberships, except that such notice shall be mailed at least seven days prior to the meeting and shall designate the meeting as a special meeting of the memberships.

Section 11. Quorum of Memberships: A quorum of the memberships shall be twenty of the memberships; provided, however, that at least ten regular memberships shall be required for a quorum. No annual or special membership meeting shall be deemed to have commenced until a quorum is present in person.

#### Article IV. Directorship

Section 1. Number and Qualification: The authorized number of directorships shall be up to twelve. Each directorship shall be held by a natural person who shall also hold a regular membership. If a person holding a directorship ceases to hold a regular membership, that person shall also cease to hold a directorship. The persons who hold directorships shall be collectively called the Board of Directors.

Section 2. Election and Term of Office: Election to directorships shall take place at each annual meeting of the memberships. Nomination and election to directorships shall be by voice unless a person nominated for a directorship requests a secret ballot, in which case election for that directorship shall be by secret ballot. Each person holding a directorship shall hold that directorship until any one of the following events occurs: election of a different person to the directorship; resignation or removal of that person from the directorship; or death or disability of that person.

Section 3. Resignation from Directorships: Any person may resign from a directorship if the person holding that directorship so notifies this corporation in writing, and such resignation shall be effective as of the date this corporation receives said notification.

Section 4. Removal from Directorships: Any person holding a directorship may be removed from that directorship by the affirmative vote of two thirds of the regular memberships present at any annual or special membership meeting, and such termination shall be effective as of the date of said vote.

Section 5. Vacancy: A vacancy in a directorship caused by resignation, removal, death or disability shall be filled by a person elected to that directorship by a majority vote of the Board of Directors, or by the sole remaining person holding a directorship.

Section 6. Form of Directorships: There shall be the following directorships:

(a) President: Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business of affairs of this corporation. He or she shall preside at all directorship meetings and all membership meetings, and shall have such other powers as may be prescribed by the Board of Directors.

(b) Activities Director: The Activities Director shall organize and have supervisory powers over educational and scientific activities as may be appropriate to advance the aims of the corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

(c) Communications Director: The Communications Director shall organize and have supervisory powers over communications to the memberships and others, including maintenance of the Desert Survivors website, the publication of the SURVIVOR, and media relations, and shall have such other powers as may be prescribed by the Board of Directors.

(d) Managing Director: The Managing Director shall organize and have supervisory powers over the financial affairs of this corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

(e) Secretary: The Secretary shall be responsible for the records of the corporation, including taking and keeping the Minutes of all meetings of the Board and the Members. The Secretary shall keep the Articles of Incorporation, these Bylaws, as amended to date, a Membership list, Financial and Membership reports and any legal or other memoranda produced by a Director for the information of the Board. The Secretary shall also produce and distribute the Notice and Agenda for the Board of Directors' and General Membership meetings, and shall have such other powers and duties as may be prescribed by the Board of Directors.

(f) Volunteer Director: The Volunteer Director shall organize and have supervisory powers over volunteer coordination in support of this corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors.

(g) Directors at Large: Directors at Large shall have such powers and duties as may be prescribed by the Board of Directors. There shall be up to five Directors at Large.

(h) Vice President: The Board of Directors shall appoint at the first regular Board meeting after the Annual Membership meeting from the existing Board members, a Vice-President, who in the absence or disability of the President, 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.

Section 6.5. Compensation of Directors: All Directors shall, generally, serve without compensation, except that the Board of Directors may designate any Directorship(s) as compensated, and set the amount of compensation in an amount determined to be just and reasonable to the corporation at the time such compensation is set.

Section 7. Voting Rights of Directorships: Each person who holds a directorship shall be entitled to one vote.

Section 8. Quorum of Board of Directors: A quorum of the Board of Directors shall be five directorships. No regular or special meeting of the Board of Directors shall be deemed to have commenced until a quorum is present in person or by telephone.

Section 9. Regular Board of Directors Meetings: Regular Board of Directors meetings shall be held six times per year; provided, however, that no more than three months shall pass between meetings. The meetings shall be held at such meeting date, time and place as the President may designate. Notice of the date, time and place of any meeting shall be sent by United States mail, postage prepaid, to each person who holds a directorship addressed to that person at his or her address as it is shown on the records of the corporation. Such notice shall be mailed at least ten days prior to the regularly scheduled meeting time. Regular Board of Directors meetings shall be open to the regular memberships; provided, however, that the Board of Directors may in its sole discretion convene an executive session to confer with counsel outside the presence of the regular memberships.

Section 10. Special Board of Directors Meetings: Special Board of Directors meetings may be held at any date, time and place decided by the President, or if the President refuses or is unable to act, by any three directors. Notice of the time and place of any special Board of Directors meeting shall be sent to each person who holds a directorship by United States mail, postage prepaid, addressed to that person at his or her address as it is shown on the records of the corporation. Such notice shall be mailed at least ten days prior to the meeting.

Section 11. Emergency Board of Directors Meetings: The transactions of any meeting of the Board of Directors, however noticed and held, shall be valid as though conducted at a regular or special Board of Directors meeting if a quorum is present and if, either before or after the meeting, each of the persons holding a directorship who was not present consents in writing to the holding of the meeting.

Section 12. Powers of the Board: Subject to the limitations of the Articles of Incorporation, the California Corporations Code, and the provisions for charitable organizations under section 501 (c)(3) of the Internal Revenue code, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to the general powers, but subject to the same limitations, it is expressly declared that the Board of Directors shall have the following powers:

(a) To appoint and remove all agents and employees of the corporation and to prescribe powers and duties of agents and employees;

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations;

(c) To borrow money and incur indebtedness for the purposes of this corporation and to cause to be executed and delivered, in the corporation's name, promissory notes, bonds,

debentures, deeds of trust, mortgages, pledges or other evidence of debt, and securities for them;

(d) To manage all funds and property, real and personal, received, acquired, or earned by the corporation and to distribute and dispense them.

Section 13. Asset Distribution Upon Dissolution of Corporation: Upon the winding up and dissolution of the Corporation and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a nonprofit organization which is organized and operated to conduct environmental organization activities and that has established its tax exempt status under Section 501©(3) of the Internal revenue Code.

#### Article V. Committees

The Board of Directors may authorize the formation of committees, and may appoint a chairman to organize and supervise the committee and to select the persons who shall hold committee memberships if the Board of Directors elects not to select those persons itself.

#### Article VI. Liabilities

Section 1. Liabilities of Persons Holding Membership: No person who now holds, or who later holds a membership in this corporation shall be personally liable to any of its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

#### Section 2. Indemnification:

(a) A person who presently or formerly held a membership or directorship, or a present or former trip leader, employee or agent of the corporation who is a party to or is threatened to be made a party to any proceeding (including a proceeding by or on behalf of the corporation) because he or she holds or held a directorship or membership or is or was a trip leader, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities actually and reasonably paid or incurred in connection with the proceeding to the maximum extent permitted by the California Nonprofit Mutual Benefit Corporation Law. Terms used in this Article shall have the same meaning as in Section 7237 of the California Corporations Code.

(b) Upon written request to the Board of Directors by any person seeking indemnification, the Board of Directors shall promptly determine whether the applicable standard of conduct set forth in the California Nonprofit Mutual Benefit Corporation Law has been met. If so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because more than fifty percent (50%) of the Directors are parties to the proceeding for which indemnification is sought, the Board of Directors shall promptly call a special meeting of memberships. At the meeting, the

memberships shall determine whether the applicable standard of conduct set forth in the California Nonprofit Corporation Law has been met. If so, the memberships shall authorize indemnification. Persons seeking to be indemnified shall not be entitled to vote on the question of indemnification.

(c) To the fullest extent permitted by law, and except as may be limited by Section 7236 of the California Corporations Code, no person holding a directorship or the Board of Directors shall be liable to anyone, including the corporation, for any damage, loss, claim, liability or prejudice suffered or claimed as a result of any decision, approval, disapproval, course of action, act, inaction, omission, error, or negligence which was within what such person believed to be the scope of his or her duties.

(d) The corporation shall have the power to purchase and maintain insurance on behalf of, among others, persons holding directorships against liability asserted against or incurred by them in such capacity or arising out of the directorship status.

#### Article VII. Inspection Rights

Any person holding a membership who so requests in writing shall be entitled to receive a copy of the articles of incorporation and bylaws within thirty days of receipt by the corporation of the request. Any person holding a regular membership who so requests in writing upon thirty days notice shall be entitled to inspect the minutes of Board of Directors meetings and the books of account. There shall be no other rights to inspect the records of this corporation.

#### Article VIII. Amendment of Bylaws

These bylaws may be amended or repealed and new bylaws adopted by the affirmative vote of a two thirds of the regular memberships present at any meeting of the memberships called for that purpose. Annual membership meetings shall be considered as meetings called for the purpose of amending or repealing the bylaws.