

**BYLAWS**  
**OF**  
**LOST MEADOWS MULE REFUGE, INC.**

**ARTICLE 1**  
**NAME**

The name of this non-profit corporation is LOST MEADOWS MULE REFUGE, INC. It is hereinafter referred to in these Bylaws as the Corporation.

**ARTICLE II**  
**Board OF DirectorS**

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be no less than three and no more than eleven, the number of which shall be decided by the Directors from time to time.

3. Terms. The initial Directors shall serve terms of two years or until their successors are elected and qualified. Directors may succeed themselves in office.

4. Chairman. The Board of Directors will elect one of their members as Chairman of the Board. The Chairman will serve two year terms with no limit. The Board chair shall preside at all meetings of the organization, and of the executive committee and Board of the organization. The Board chair shall exercise general supervision over the affairs of the organization and shall be an ex officio member of all committees of the Board. He or she shall have the power to sign with the chief executive, in the name of the organization, all contracts authorized either generally or specifically by the Board. The Board chair shall appoint the chairs of all committees and task forces of the Board and perform other duties as may be assigned by the Board.

5. Resignation. Any Director may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

6. Removal. The vote of a majority of the number of the Directors established by these bylaws shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected. A two thirds majority is required to remove the Board Chairman from his office.

7. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by the remaining Directors at any regular or special meeting.

8. Meetings. (a) The Board of Directors shall convene, in person, on or about the last weekend of March and September of each year. The Board of Directors may provide by resolution the time and place, whether within or without the State of California, for the holding of additional regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the Chairman or the Executive Director, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the State of California, as the place for holding any special meeting, or by conference call or by any digital means.

9. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven days previous thereto by written notice delivered personally or sent by mail or emailed to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of sixty percent (60%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear/read each other. Each Director and each Officer/Director shall have one vote. Votes may be made in advance and given by proxy to the Chairman if said Director is given the opportunity to review

all matters that are to be presented for a vote. Said Director's proxy vote is only valid for those items presented before the meeting.

12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. 3

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board.

14. Composition. The Executive Director, Vice President, Secretary, and Treasurer shall each have one vote as is equal to the Board of Directors. All Directors and officers shall be elected by the Board of Directors at the annual meeting. At least one of the Directors elected shall be a resident of the State of California and a citizen of the United States. Fifty One Percent (51%) of the Board must be comprised of non-compensated Directors, this majority may not be filled with spouses, parents, children or siblings of compensated employees.

### **ARTICLE III** **OFFICERS**

1. Officers. The officers of the Corporation shall be an Executive Director (CEO), Vice Executive Director, a Secretary, a Treasurer (CFO), and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Executive Director, Treasurer and Secretary.

2. Selection. The officers of the Corporation shall be elected biennially by the Board of Directors at the regular meeting of the Board. If the election of these officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. Executive Director (Chief Executive Officer). The Executive Director shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Directors. The Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Board of Directors. The Executive Director may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

6. Vice President. The Vice President shall perform such duties as may be assigned by the Executive Director or the Board of Directors.

7. Treasurer (Chief Financial Officer). The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Director or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall cause to be deposited in a regular business bank or trust company. The Executive Director shall have the sole authority to sign checks unless otherwise agreed to by the Board of Directors.

8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Executive Director or by the Board of Directors.

9. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Executive Director or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

10. Paid Officers. The Board of Directors will confirm the employment of the paid officers. Paid officers will be paid a salary as determined by the compensation committee.

#### **ARTICLE IV** **COMMITTEES**

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue for a period of one year as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6. Permanent Committees. Permanent committees shall be a Finance Committee, a Volunteer Committee, an Event Committee, a Fraud Committee and a Compensation Committee, and the purposes of each shall be determined by the Board of Directors.

## **ARTICLE V**

### **CONTRACTS, CHECKS, DEPOSITS, FUNDS AND SALARIES**

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be issued by the Treasurer or an Assistant Treasurer and signed by the Executive Director of the Corporation.

3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

5. Salaries. The Board of Directors shall hire and fix the compensation of all Officers. Staff salaries shall be fixed by mutual agreement of the Executive Director and the Chief Financial Officer which they in their discretion may determine to be necessary for the conduct of the business of the organization. Staff compensation will be reviewed by the Compensation Committee annually.

**ARTICLE VI**  
**BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE VII**  
**FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

**ARTICLE VIII**  
**SEAL**

The seal of the corporation shall be round with the name of the organization around its perimeter. The original date of incorporation will lie in its center.

**ARTICLE IX**  
**INDEMNIFICATION**

Any present or former Director, officer, employee, or agent of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

**ARTICLE X**  
**PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

**ARTICLE XI**  
**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

**ARTICLE XII**  
**ORDER OF BUSINESS**

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.