

**BYLAWS OF
ADOBE MOUNTAIN WILDLIFE CENTER AUXILIARY, INC. ,
a non-profit corporation (hereafter referred to as the “Auxiliary”)**

The Board of Directors of Adobe Mountain Wildlife Center Auxiliary, Inc. have amended and restated in its entirety the Bylaws, approved by the Board on May 4, 2004 which reads as follows:

ARTICLE I

Membership and Voting Provisions

Section 1.1 Eligibility. Any volunteer of the Center is eligible to join the auxiliary after completion of the 90 day probationary period.

Section 1.2 Membership. Membership in the Auxiliary shall be limited solely to those individuals 18 years or older who subscribe to the objectives of the Auxiliary, and whom are Members in good standing of the volunteer corps of The Adobe Mountain Wildlife Center, Arizona Game and Fish Department. (A Member in good standing shall be one who has been a volunteer at the center for at least 90 days.)

Section 1.3 Member Votes. Each Member in good standing shall have one (1) vote in the Auxiliary.

Section 1.4 Majority. A “majority of Members” represent fifty-one percent (51%) of the votes. A majority of the votes of Members present at any meeting shall decide any question unless the Bylaws, Articles of Incorporation or applicable law shall provide otherwise, and in such event, the voting percentage required in these Bylaws, the Articles of Incorporation, or such applicable law shall control.

ARTICLE II

Meetings of the Membership

Section 2.1 Place. All meetings of the Members shall be held at the office of the Auxiliary, or at such other place and time as shall be designated by the Board of Directors of the Auxiliary and stated in the notice of meeting.

Section 2.2 Notices. It shall be the duty of the Secretary to prepare a notice of each Annual or Special Meeting, stating the time and place thereof which shall be given by U.S. Mail, email or fax (no notice shall be required to be delivered personally), at least seven (7) days, but not more than sixty (60) days prior to such Meeting. Notices of any Special Meeting shall state the purpose thereof.

Section 2.3 Annual Meeting. An Annual Meeting of the Members shall be held at the office of the Auxiliary, on the 1st Tuesday in April of each year, for the purpose of appointing Directors, electing Officers and transacting other business authorized to be transacted by the Members.

Section 2.4 Special Meetings. Special Meetings of the Members for any purpose or purposes may be called by the President or by the Vice President whenever deemed expedient or necessary. The President or Vice President shall call a Special Meeting of the Members when so requested by a majority of Members, or when so instructed by a majority of the Board of Directors.

Section 2.5 Quorum. At any meeting of the Members, ten percent (10%) of Members entitled to vote at the meeting present in person or represented by proxy, shall constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation.

Section 2.6 Voting. A Member, who is in good standing, may vote by proxy executed in writing by the Member. Such proxy shall be filed with the Secretary before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Memberships held by a legal personal representative may be voted, in person or by proxy, by such representative.

Section 2.7 Rules of Election. Each member shall receive by U.S. Mail one (1) proxy ballot and one (1) voting card. A locked ballot box and signature verification sheet shall be provided for members at the Center for a period of two (2) weeks prior to the last scheduled election date so members can cast their votes. One (1) Board member and two (2) members of the Nominating Committee shall count and verify election results on election day. Should the tally result in a tie, members shall re-cast their vote until a successor has been elected. Re-elections shall be held no later than thirty (30) days from the initial election date. If after thirty (30) days the position has not been filled, the new Board shall cast the deciding vote.

Section 2.8 Informal Action. Any action required to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section 2.9 Irregularities. All information and/or irregularities in calls, notices of meetings and in the manner of voting, form of proxies, credentials, and method of ascertaining those present, shall be deemed waived if no objection is made at the meeting or if waived in writing.

Section 2.10 Record Date. For the purpose of determining Members entitled to vote at any meeting of Members, or in order to make a determination of Members for any other purpose, the Board of Directors, at its election, may provide that the Membership books shall be closed for a stated period, but not to exceed in any case fifteen (15) days prior to the event concerned.

Section 2.11 Adjourned Meeting. If any meeting of the Members cannot be organized because a quorum has not attended, the Members who are present either in person or by proxy, may adjourn the Meeting to a time not less than forty-eight (48) hours from the time the original Meeting was called.

Section 2.12 Order of Business. The order of business at all meetings of Members shall be as follows:

- A. Roll Call;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of Minutes of preceding meeting;
- D. Reports of Officers;
- E. Reports of Committees;
- F. Selection of Inspectors of Election;
- G. Election of Directors;
- H. Unfinished business; and
- I. New business

ARTICLE III Board of Directors

Section 3.1 Membership. The initial Board of Directors shall consist of five (5) Members who shall be named in the Articles of Incorporation. Thereafter, at each Annual Meeting of the Members, the Directors shall be appointed for a period of two (2) years. Each member of the Board of Directors shall be a Member.

Section 3.2 Requirements. Candidates must be a member in good standing and continue to be in good standing throughout his/her term. Candidates must be a volunteer at the center for not less than 12 contiguous months. Board members shall be required to attend eighty percent (80%) of all scheduled Board meetings.

Section 3.3 Term of Office. The term for Board members shall be two (2) years. The terms shall be staggered so that in each year the terms of at least two (2) of the Board members shall expire. Each Board member shall serve no more than two (2) consecutive two (2) year terms. Each Board member shall not be eligible for re-election for a period of one (1) year after his/her last term has expired.

Section 3.4 Term Begins. The newly elected Board members shall take office on the third (3rd) Tuesday of each May. The year will determine the officers to be elected. President, Second Vice President and Treasurer will be elected each to a two (2) year term in odd years. First Vice President and Secretary will be elected to a two (2) year term in even years.

Section 3.5 Organizational Meeting. The organizational meeting of the Board of Directors shall be held at such place and at such time as shall be determined by the Directors.

Section 3.6 Removal of Directors. At any time after the first meeting of the Members any one or more of the Directors may be removed with or without cause by the affirmative vote of the Members casting not less than two-thirds (2/3) of the total votes present at such meeting, and a successor may then and there be elected to fill the vacancy.

Section 3.7 Vacancies on Board of Directors. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, disability or otherwise, a majority of the remaining Directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the balance of the unexpired term. The Board may elect to hold a special election to fill any vacant Board positions.

Section 3.8 Disqualification and Resignation of Directors. Any Director may resign at any time by sending written notice of such resignation to the office of the corporation, delivered to the Secretary. Unless otherwise specified therein, such resignation shall take effect upon receipt by the Secretary. In the event a Director ceases to be a Member as described in Section 1.1 of these Bylaws, the directorship shall immediately and automatically terminate.

Section 3.9 Regular Meetings. The Board of Directors may establish a schedule of regular meetings to be held at such time and place as the Board of Directors may designate. Notice of such regular meetings shall nevertheless be given to each Director personally or by mail, at least five (5) days prior to the day named for such meeting.

Section 3.10 Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Auxiliary.

- A. To solicit donations ("Donations") and use and expend those Donations to carry out the purposes and powers of the Auxiliary;
- B. To sell products with logos to raise funds ("Funds") for the Auxiliary and use and expend those Funds to carry out the purposes and powers of the Auxiliary;
- C. To employ, dismiss and control the personnel necessary for the operation of the Auxiliary, including the right and power to employ attorneys, accountants, contractors and other professionals as the need arises;
- D. To establish and execute the policies of the Auxiliary;
- E. To manage the affairs and accounts of the Auxiliary;
- F. To use and disburse the proceeds of Donations and Funds in the exercise of its powers and duties to contribute to the operations of the wildlife at the center and its educational programs;
- G. To enforce by legal means, if necessary, the provisions of the Articles of Incorporation, the Bylaws and Rules and Regulations of the Auxiliary, if any, and other documents and laws respecting the Auxiliary;
- H. To establish such committees as the Board determines are necessary and appropriate.

Section 3.11 Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, which notice shall state the time, place (as hereinabove provided) and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least two-thirds (2/3) of the Directors.

Section 3.12 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 3.13 Board of Directors' Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of

the Board of Directors, there should be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 3.14 Fidelity Bonds. The Board of Directors may require that all officers and employees of the Auxiliary handling or responsible for Auxiliary funds, shall furnish adequate fidelity bonds or coverage. The premiums on such bonds or coverage shall be paid by the Auxiliary.

ARTICLE IV Officers

Section 4.1 Elective Officers. The principal officers of the Corporation shall be President, one or more Vice Presidents, a Secretary and a Treasurer.

Section 4.2 Term. The officers of the Auxiliary shall hold office until their successors are chosen and qualify in their stead. If the office of any officer becomes vacant for any reason, the Board of Directors shall fill the vacancy.

Section 4.3 The President. The President shall be the Chief Executive Officer of the Auxiliary and shall preside at all meetings of the Members. He or she shall subject to the control of the Board of Directors, have executive powers and general supervision over the affairs of the Auxiliary. The President shall have the power to appoint individuals to act as Chairmen of standing committees and shall be an ex officio member of all standing committees, except the Nominating Committee.

Section 4.4 Vice President. In the absence of the President or in the event of his/ or her death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform 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 perform such other duties as from time to time may be assigned to him by the President or the Board of Directors. The office of Vice President, while established by these Bylaws, may be filled or may remain vacant in the sole discretion of the Board of Directors. In the absence of affirmative action by the Board of Directors, it shall be presumed that the office of Vice President shall remain vacant.

Section 4.5 Secretary. The Secretary shall: (1) keep minutes of all meetings of the Board of Directors and of all Meetings of the Members; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be the custodian of the corporate records and of the seal of the Corporation; (4) keep a register of the names of all Members; and (5) in general, shall perform duties incident to the office of Secretary and such other duties as from time to time shall be assigned by the President or the Board of Directors.

Section 4.6 Treasurer. The Treasurer shall: (1) have charge and custody of and be responsible for all the funds and securities of the Auxiliary; (2) receive and give receipts for monies due and payable to the Auxiliary from any source whatsoever, and deposit all monies in the name of the Auxiliary in such banks, trust companies or other depositories as shall be selected in accordance with the provisions or these Bylaws; (3) keep such regular books and accounts as may be necessary and appropriate for the orderly management of the Auxiliary's affairs, or have such books and accounts kept under his direction and supervision; (4) render statements of such accounts to the President, Directors or Members when so requested; and (5) in general, shall perform all of the duties as from time to time shall be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such sum and with surety or sureties as the Board of Directors shall determine.

Section 4.7 Nominating Committee. A "Nominating Committee" for the election of Officers shall be appointed by the Board of Directors and shall consist of one member of the Board of Directors that is not running for office and two (2) active Members. The Nominating Committee shall secure the consent of the nominees to serve and shall submit the names of at least one (1) eligible candidate for each elective office. Each candidate submitted shall be chosen by the affirmative vote of a majority of the members of the Nominating Committee. The names of all eligible candidates shall be made available to the Members two (2) weeks prior to the Annual Meeting.

The Nominating Committee Chairperson shall hold the ballot box key, count ballots, and advise the President of the newly-elected Board Members. He/she shall retain ballots until all offices have been filled after which time ballots shall be shredded. The President shall announce the results of said election.

ARTICLE V Fiscal Management

Section 5.1 Depositories. The funds of the Auxiliary shall be deposited in such banks and depositories as may be determined by the Board of Directors from time to time, upon resolutions approved by the Board of Directors, and shall be withdrawn only upon checks and demands for money signed by the President or the Treasurer of the Auxiliary. In no event shall the payee and the signor be the same person.

Section 5.2 Budget. The estimated annual budget for each fiscal year shall be approved by the Board and copies thereof may be furnished by the Board to each Member upon request.

Section 5.3 Records. The Board shall cause to be kept accurate records in chronological order of the receipts and expenditures specifying and itemizing the expenses incurred. Payment vouchers may be approved in such manner as the Board may determine. All records and vouchers authorizing payments shall be available for examination by the Members at convenient hours designated by the Board.

Section 5.4 Fiscal Year. The fiscal year of the Auxiliary shall be the calendar year and shall begin on the first day of January of every year, except that the first fiscal year of the Auxiliary shall begin at the date of incorporation of the Auxiliary. The commencement date of the fiscal year herein established shall be subject to change by the Board should Auxiliary practice subsequently dictate.

Section 5.5 Books of Account. Books of Account of the Auxiliary shall be kept under the direction of the Treasurer on a consistent basis in accordance with Generally Accepted Accounting Practices.

Section 5.6 Contracts. Unless otherwise provided by the Board, all contracts shall be executed on behalf of the Auxiliary by either the President or Vice President and countersigned by the Secretary or Treasurer.

ARTICLE VI Amendments of the Bylaws

Section 6.1 Amendment. These Bylaws may be altered, amended or added to by the affirmative vote of a majority of the Members at any duly called meeting of the Members; provided notice of the meeting shall contain a statement of the proposed amendment.

Section 6.2 Inconsistencies. Notwithstanding the foregoing, these Bylaws shall not be amended to contain any provision which would be contrary to or inconsistent with the Articles of Incorporation as in effect and any provisions of or purported amendment to these Bylaws which is contrary to or inconsistent with the Articles of Incorporation shall be void to the extent of such inconsistency.

ARTICLE VII
Indemnification

The Auxiliary shall indemnify every Director and every officer, his or her heirs, executors and administrators, against all loss, cost and expense, reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party, by reason of his or her being or having been a Director or Officer of the Auxiliary, including reasonable matters wherein he or she shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of negligence, except to the extent such liability, damage or injury is covered by any type of insurance; however, this indemnification shall not cover any acts of gross negligence, willful misconduct or with fraudulent or criminal intent. The foregoing rights shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VIII
Construction

Any discrepancies or conflicts between the provisions of the Arizona Revised Statutes or applicable law, the Articles and Bylaws, and the rules and regulations of the Auxiliary, if any, shall, unless otherwise provided, be resolved by giving priority first to the Arizona Revised Statutes or applicable law, second to the Articles, third to the Bylaws, and fourth to the rules and regulations, if any.

ARTICLE IX
Property Funds and Titles

All funds and the titles of all properties acquired by the Auxiliary and the proceeds thereof shall be held in trust for the Members of the Auxiliary.