

PREAMBLE

This corporation is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. The following bylaws of the BVS Wildlife Coalition, Inc., define the Board of Directors and the respective roles and responsibilities of each. These bylaws also define the purpose of the BVS Wildlife Coalition, the membership, the meetings, and the election process for the appointment of officers.

ARTICLE I - NAME

The legal name of the corporation shall be **BVS Wildlife Coalition, Inc.** (BVSWLC). Formed November 29, 2021, in Bear Valley Springs, CA, County of Kern, this organization is a California Non-Profit Public Benefit Corporation, tax identification number 87-3859264. This corporation is organized exclusively for public and charitable purposes and is hereafter called the "Coalition".

ARTICLE II - PURPOSE/MISSION

The Coalition's mission is to promote a community that lives in harmony with nature by protecting and preserving wildlife and their habitat through education and community outreach.

ARTICLE III - MEMBERS

Section 1. Membership is open to Bear Valley Springs Association (BVSA) members in good standing who have been assigned an amenities card, and to Bear Valley Springs resident tenants who are non-Association members who have been assigned Use Privilege Cards. In accordance with the BVSA Rules, *"Individuals who are not Bear Valley Springs property owners or tenants, and are Recognized Club participant guests, must be sponsored by a Recognized Club Member, who is in good standing or has amenity privileges."*

Section 2. The annual dues for membership of the Coalition shall be determined by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of an odd number between 5 and 13 Board members who receive no compensation for participation.

Section 2. All Board members shall serve two-year terms but are eligible for re-election.

Section 3. The officers of the Board shall be the President, Vice President, Secretary and Treasurer. Each officer can hold only one position at a time.

BVS WILDLIFE COALITION, INC - BYLAWS

Section 4. All members of the Board shall be current members of the Coalition. Each Board member shall have one vote each.

Section 5. The Board of Directors shall perform the duties prescribed within these bylaws and are subject to the rules of the BVSA.

Section 6. The Board of Directors, by vote, may establish committees to accomplish tasks deemed important.

Section 7. Programs and activities are implemented by consensus of the Board of Directors.

Section 8. The Board of Directors shall ensure an audit of the finances of the Coalition will be conducted in the first two months of alternating years (every other year). The auditor shall provide a written statement as to their findings.

Section 9. A quorum of the Board of Directors is a simple majority of the existing Board.

Section 10. A Board member may resign in writing to the President. Notification of the resignation shall be reported to the Board at the next meeting.

Section 11. A Board member, if they do not fulfill their duties, may be removed from office without prior notice by a vote of the majority of the Board. They must be notified in writing and must be advised that they can appeal to the Board of Directors at the next Board meeting.

ARTICLE V - DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS

Section 1. President: The President shall convene regularly scheduled Board meetings, shall set the agenda, and send to Board members, conduct meetings, and notify the other Board members as to any pertinent information that cannot wait until the next scheduled meeting.

Section 2. Vice President: The Vice-President shall aid the President with tasks as needed, conduct meetings in the absence of the President, and may chair committees on special subjects if necessary, and have other duties as prescribed by the Board of Directors. If the President resigns or is unable to carry on their duties, the Vice President will become President and a new Vice President will be elected by the Board of Directors.

Section 3. Secretary: The Secretary shall be responsible for keeping records of Board actions, including minutes at all Board meetings, distributing copies of minutes to each Board member, and assuring that corporate records are properly maintained. The Secretary and the Treasurer shall keep in their possession the important legal papers of the Coalition, such as incorporation, insurance, financials, and non-profit status papers.

Section 4. Treasurer: The Treasurer shall keep accurate records of financial transactions of the Coalition and prepare and distribute a copy of the monthly financial reports at the regular monthly Board meeting. The Treasurer shall:

BVS WILDLIFE COALITION, INC - BYLAWS

- Maintain a bank account with a balance of not less than \$50.00 and a post office box.
- Receive and deposit money, when accompanied by the income and expense form, into the bank account of the Coalition.
- Pay expenses and reimbursements by check, accompanied by the appropriate form and receipts. All expenditures over \$50 must be approved by the Board of Directors prior to payment.
- Reconcile the check book monthly.
- Include financial information on Coalition activities in the monthly financial report to the Board.
- Close the books at the end of the year on December 31 for presentation to the auditor.
- Fill out all reports required by the Internal Revenue Service, CA State Franchise Tax Board, CA Secretary of State and the CA Office of the Attorney General in a timely manner.
- Keep Income and Expense Forms and Financial documents for a period of seven (7) years.

ARTICLE VI - ELECTIONS OF THE BOARD OF DIRECTORS

Section 1. Elections will be held annually for all expiring terms.

Section 2. At the Board meeting in September, a nominating committee of no less than three and no more than five Coalition Current Members in good standing, will be established by the Board of Directors to nominate candidates for the Board positions for the upcoming term. These will be presented to the Board at the November meeting.

Section 3. Election of Board members shall occur at the Annual General Membership meeting in December, at which time the slate of Board members will be presented. Nominations from the floor may also be entertained.

Section 4. If the slate is unopposed, they can be elected by a simple majority of members present by a show of hands. If additional nominations are proposed, there will be a secret ballot for each of those Board positions challenged, and a simple majority of those members present will elect.

Section 5. Those elected will serve for two-year terms beginning on the 1st of January of the coming year.

Section 6. If a Board seat becomes vacant during the year, the Board of Directors can select another person by a majority vote of the Board members present at the next Board meeting.

ARTICLE VII - MEETINGS

Section 1. The general membership shall meet not less than 2 times a year at the place and time established by the Board of Directors. Scheduling of general meetings can be the second Wednesday of the month in which there should be a scheduled event such as a

BVS WILDLIFE COALITION, INC - BYLAWS

presentation, a keynote speaker, a fundraiser, or an experience for the residents of BVS to bring awareness to our wildlife and their habitat.

Section 2. The December meeting is the annual meeting to elect and install Directors for the coming year and to conduct business.

Section 3. Board of Director meetings are usually held on the first Friday of each month and can be electronic or in person at a designated place agreed upon by the Board members.

Section 4. In the event of an emergency or an action that needs Board approval before the next regularly scheduled meeting, the President may convene an electronic meeting. The results will be reported at the next scheduled Board meeting.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall usually govern the meetings when not inconsistent with the bylaws or any rules of order adopted by the Coalition.

ARTICLE IX - DISSOLUTION OF THE COALITION

In the event of the dissolution of the Coalition, all monies, and properties, real or otherwise, shall be transferred to a designated non-profit organization which has established tax-exempt status under Section 501 (c) (3) or Section 23701d of the Internal Revenue Code.

ARTICLE X - AMENDMENTS

These bylaws can be amended at any regular meeting of the Board of Directors by two thirds vote.

Revised and adopted on this date: _____

Signed by the President: _____