

BYLAWS
Of
The Foundation for the Conservation of Salamanders

The name of the organization is The Foundation for the Conservation of Salamanders. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (ior oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501 (c) of the Internal Revenue Code.

**Article I
Meetings**

Section 1. Annual Meetings.

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Special Meetings.

Special meetings of the Board members may be called by the President, or by a majority vote of the Board members.

Section 3. Notice.

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all directors of record at the email address or address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid or emailed.

Section 4. Place of Meeting

Meetings shall be held at the organizations principle place of business unless otherwise stated in the notice.

Section 5. Quorum.

A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without

further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum. Directors not able to meet in person may meet virtually (by phone, webcast, etc.). Their virtual attendance shall count as in person attendance and be sufficient for the total of directors required for quorum.

Section 6. Informal Action.

Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

**Article II
Directors**

Section 1. Number of Directors.

The organization shall be managed by a Board of Directors consisting of minimum of 5 directors.

Section 2. Election and Term of Office.

The directors shall be elected at the annual meeting. Each director shall serve a term of 2 years, or until a successor has been elected and qualified.

Section 3. Quorum.

A majority of directors shall constitute a quorum.

Section 4. Adverse Interest.

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting.

The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate.

Section 6. Special Meeting.

Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days written notice by ordinary U.S. mail or email, effective when sent. Minutes of the meetings shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures.

The vote of a majority of the directors present at a properly called meetings at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of

the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action.

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal/ Vacancies.

A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees.

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

**Article II
Directors**

Section 1. Number of Officers.

The officers of the organization shall be a President and a Secretary at minimum. Two of more offices may be held by one person. The President may not serve concurrently as a Vice President.

- a. **President.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. Has direct access to the organization's bank account.
- b. **Vice President.** The Vice President shall preside over meetings in the President's absence.
- c. **Secretary.** The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- d. **Treasurer.** Has direct access to the organization's bank account and will manage the organizations finances.

Section 2. Election and Term of Office.

The Officers shall be elected annually by the Board of Directors at the First meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy.

The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.