

SECTION 19

Articles of Incorporation and By-Laws

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF EAST BAY BOTANICAL & ZOOLOGICAL SOCIETY

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
APR 20 1978
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

Jo Ann Harley and Don Tucker certify:

1. That they are the president and secretary, respectively, of the East Bay Botanical & Zoological Society, a California non-profit corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Oakland, California, on October 12, 1977, the following resolutions were adopted:

"RESOLVED: That Article II of the articles of incorporation be amended to read as follows:
'The name of the corporation is East Bay Zoological Society.'"

"RESOLVED: That the title provision of the articles of incorporation as amended, of this corporation which now reads: 'Articles of Incorporation of East Bay, Botanical and Zoological Society' is amended to read as follows:
'Articles of Incorporation of East Bay Zoological Society.'"

"RESOLVED: That the articles of incorporation of this corporation are hereby amended by the addition of a new Article IX to read as follows:


IX

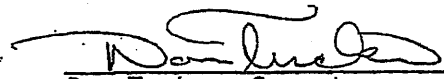
'The property of this corporation is irrevocably dedicated to those purposes meeting the requirements for a welfare exemption under Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall ever inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for purposes meeting the requirements for a welfare exemption under Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is party."

3. That at a meeting of the members of said corporation, duly held at Oakland, California, on January 26, 1978, resolutions were adopted, and the wording of the amended articles as set forth in the members' resolutions is the same as that set forth in the directors' resolutions in Paragraph 2 of this certificate.

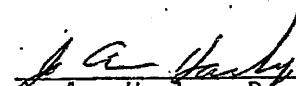
4. That the number who voted affirmatively for the adoption of said resolution is 125, and that the number of members constituting a quorum is 125.

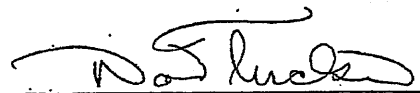

Jo Ann Harley, President


Don Tucker, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Oakland, California, on March 8, 1978.


Jo Ann Harley, President


Don Tucker, Secretary



ARTICLES OF INCORPORATION OF THE ALAMEDA COUNTY ZOOLOGICAL SOCIETY

FILED

In the office of the Secretary of State OF THE STATE OF CALIFORNIA

APR 23 1936

FRANK C. JORDAN

SECRETARY OF STATE

DEPUTY

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KNOW ALL MEN BY THESE PRESENTS:

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I.

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That this non-profit corporation is formed under and by virtue of the laws of the State of California, and particularly under Section 593, of Title XII, of Part 4, of Division 1, of the Civil Code of the State of California.

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II.

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That the name of this corporation is the "Alameda County Zoological Society".

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III.

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That this is a corporation which does not contemplate pecuniary gain or profit to the members thereof formed for the purpose of fostering, promoting, encouraging and teaching the conservation and propagation of wild animal life; for scientific research in all branches of zoology; for teaching and encouraging humane treatment of animals, and for wholesome recreation for the public. To these ends this corporation shall be empowered:

21

1. To acquire, establish, maintain, operate and control zoological gardens and specimens and collections of fish, animals, fowls, insects, reptiles, birds and mammals for the study and promotion of zoology and natural history, and for the education, recreation and pleasure of the public.

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~~2. To purchase, own, hold, lease, lease, hold, lease, or otherwise, exchange, and receive donations and bequests of real and personal property and otherwise acquire and deal in all kind of real and personal property for the accomplishment of the objects of this corporation.~~

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3. To do any and all things necessary and convenient to accomplish the objects for which this corporation is created.

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IV.

That there is no capital stock and there are no shares of stock.

WILLIAM W. HOFFMAN ATTORNEY AT LAW 1000 - 85TH AVENUE OAKLAND, CALIF

166674

V.

court in this state where the principal office of the corporation is located, California.

VI.

The membership of this corporation is divided into several classes namely: Honorary, Associate, Life, Donor, Patron, Founder, Benefactor, Active, Family, Junior and Business, and all members have an equal right to vote in the affairs of this corporation and such rights and privileges as are prescribed by the by-laws of this corporation.

VII.

That the names and residences of the seven persons who are to act in the capacity of directors of the corporation until the selection of their successors and who shall be known and designated as trustees are as follows, to-wit:

- Owen C. Carr, residing at 202 Regillus Apartments, Oakland, Calif.
- Howard C. Welty, residing at 6024 Chabot Road, Oakland, Calif.
- Earle C. Linsley, residing at 2050-10th Ave., Oakland, Calif.
- Edward A. Martin, residing at 1177 Euclid Ave., Berkeley, Calif.
- George H. Hagy, residing at 1524 Webster Street, Alameda, Calif.
- Edward P. Madigan, residing at 5528 Greenbrook Ave. Oakland, Calif.
- Dr. Leonard Bernard, residing at 6081 Margarido Dr. Oakland, Calif.

The authorized number and qualifications of the members of the corporation, the different classes of membership, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes, dues or assessments and the method of collection thereof be set forth in the by-laws of the corporation.

Authority is hereby granted to the members of this corporation, entitled to vote, to change from time to time the authorized number of trustees of this corporation by a duly adopted amendment of the by-laws of this corporation.

VIII.

That the name of the existing unincorporated association which is hereby being incorporated is "Alameda County Zoological Society".

IN WITNESS WHEREOF, the president and secretary of the Alameda County Zoological Society, the existing unincorporated association have subscribed these articles of incorporation this 17th day of 1966.

Earle C. Linsley
Howard C. Welty

1 STATE OF CALIFORNIA }
2 COUNTY OF ALAMEDA } ss.

3 EARLE C. LINSLEY and HOWARD O. WELTY, each being first duly
4 sworn, each for himself and not for the other, depose and say:

5 That the said EARLE C. LINSLEY, is the duly and regularly elect-
6 ed and acting president of the Board of Trustees of the Alameda County
7 Zoological Society and HOWARD O. WELTY is the duly and regularly elect-
8 ed and acting secretary of the Board of Trustees of the Alameda County
9 Zoological Society, that at a general meeting of the members of the
10 said Alameda County Zoological Society, duly and regularly held on the
11 18th day of March, 1936, at the office of the said Alameda County Zoo-
12 logical Society, in the City of Oakland, County of Alameda, State of
13 California, it was unanimously voted to authorize the incorporation of
14 the said Alameda County Zoological Society as a corporation formed
15 for purposes other than for pecuniary profit, under the laws of the
16 State of California, and it was further voted that the said EARLE C.
17 LINSLEY and HOWARD O. WELTY, be authorized and directed to execute and
18 acknowledge the Articles of incorporation of said Alameda County Zoo-
19 logical Society, on behalf of said Alameda County Zoological Society
20 and that said EARLE C. LINSLEY and HOWARD O. WELTY, have executed
21 these Articles by authority of the said Alameda County Zoological
22 Society.

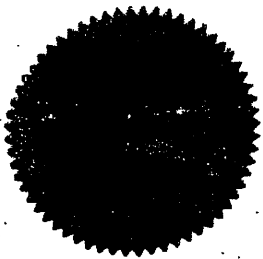
23 Earle C. Linsley
24
25 Howard O. Welty

26 Subscribed and sworn to before
27 me this 17th day of April, 1936,

28 Edward J. Smith
29 NOTARY PUBLIC
30 in and for the County of Alameda, State of California

31
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166674

State of California } ss.
County of Alameda }



GENERAL ACKNOWLEDGMENT
Notary Seal No. 411
Notary's Residence Oakland California

On this 17th day of April in the year One Thousand
Nine Hundred and twelve, before me, Edward J. Smith
a Notary Public in and for the County of Alameda, State of California, residing therein,
duly commissioned and sworn, personally appeared Charles J. Kinsey
and Howard W. Kelly

known to me to be the person(s) described in and whose name(s) subscribed to the
within instrument,

and they acknowledged to me that they executed the same

In Witness Whereof, I have hereunto set my hand and affixed my Official Seal the day
and year in this certificate first above written.

1912

Edward J. Smith

Notary Public
in and for the County of Alameda, State of California

166674

Name (printed): EAST BAY BOTANICAL AND ZOOLOGICAL SOCIETY

Handwritten signatures

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF ALAMEDA COUNTY ZOOLOGICAL SOCIETY

The undersigned, President and Secretary, hereby certify under oath:

1. That at a regular meeting of the Board of Directors of the Alameda County Zoological Society the following resolution was duly and regularly passed by unanimous vote of said directors, a quorum then and there present:

RESOLVED, that the Articles of Incorporation of Alameda County Zoological Society be amended as follows:

1. By striking the title to said Articles and inserting in lieu thereof the following:

"Articles of Incorporation of East Bay Botanical and Zoological Society."

2. By striking Paragraph II of said Articles and substituting in lieu thereof the following

"II. That the name of this corporation is East Bay Botanical and Zoological Society."

3. By striking sub-paragraph 1 of Paragraph III and substituting in lieu thereof the following:

"1. To acquire, establish, maintain, operate and control zoological gardens, botanical gardens, and parks; for the education, recreation and pleasure of the public."

2. That thereafter the amendments contained in the foregoing resolution were approved and adopted by written consent of a majority of the members of Alameda County Zoological Society. That the total number of members of said Society and the number entitled to vote on or consent to the adoption of such amendment was 163. That the number of members consenting to said amendments was 111.

3. That a copy of the form of written consent signed by a majority of the members aforesaid is as follows:

RESOLVED, that the Articles of Incorporation of Alameda County Zoological Society be amended as follows:

1. By striking the title to said Articles and inserting in lieu thereof the following:

"Articles of Incorporation of East Bay Botanical and Zoological Society."

2. By striking Paragraph II of said Articles and substituting in lieu thereof the following:

"II. That the name of this corporation is:
East Bay Botanical and Zoological Society."

3. By striking sub-paragraph 1 of Paragraph III,
and substituting in lieu thereof the following:

"1. To acquire, establish, maintain, operate
and control zoological gardens, botanical
gardens, and parks, for the education, recreation
and pleasure of the public."

"The undersigned member of Alameda County
Zoological Society hereby consents to the
amendment of the Articles of Incorporation
of said Society in accordance with the fore-
going resolution of its Board of Directors"

4. That there is but one class of members of said
corporation, and that all of said members are entitled to vote
on all proposed amendments to the Articles of Incorporation of
said corporation.

Dated: Oakland, California, May / , 1950.

Rudon I. Nakas
President, Alameda County
Zoological Society

Gordon A. Graham
Secretary, Alameda County
Zoological Society

STATE OF CALIFORNIA)
) ss.
COUNTY OF ALAMEDA)

GORDON A. GRAHAM and BERNARD B. GORDON,
sworn, depose and say: being first duly

That they and each of them have read the foregoing
Certificate of Amendment; that each knows the contents thereof,
and that said Certificate and all matters therein set forth
are true.

Rudon I. Nakas

Subscribed and sworn to before me
this 2nd day of May, 1950.

Robert M. Lippert
Notary Public in and for said
County and State.

BYLAWS
OF
EAST BAY ZOOLOGICAL SOCIETY

1. NAME

The name of this corporation shall be East Bay Zoological Society, hereinafter referred to as the "Society."

2. POWERS

The Society shall have the power:

2.1 To acquire, establish, maintain, operate and control zoological gardens, botanical gardens and parks for the education, recreation and pleasure of the public.

2.2 To purchase, own, hold, lease, hire, mortgage, hypothecate, exchange and receive donations and bequests of real and personal property, and otherwise acquire and deal in all kinds of real and personal property for the accomplishment of the objectives of this corporation.

2.3 To have and exercise all of the powers conferred upon nonprofit public benefit corporations by the laws of the State of California now in effect or hereafter amended.

3. PLACE OF BUSINESS

The principal place of business shall be at the offices of The Oakland Zoo at Knowland Park, 9777 Golf Links Road, Oakland, California.

4. FISCAL YEAR

The fiscal year of the Society shall be July 1 through June 30.

5. MEMBERSHIP IN THE SOCIETY

5.1 Membership in the Society shall be open to all persons desiring to promote and preserve a zoo in Knowland Park for the education, recreation and pleasure of the citizens of the greater East Bay.

5.2 The Society shall have three (3) classes of members (as defined by Section 5056 of the California Corporations Code ("Code")), as follows: Personal, Business and Meritorious (which includes qualified Docents, Society Board members, Foundation members and qualified volunteers.) From time to time, the Board by resolution may establish categories of membership within each class. The rights, preferences, and privileges of, and requirements for, each class and category of members, and the dues payable by each, shall be established by resolution of the Board of Trustees ("Board") from time to time; provided, however, that each membership shall be entitled to one (1) vote, and all classes of members shall vote together as a single class, on matters submitted to a vote of members (regardless of the number of persons who may enjoy other rights or privileges inherent in such membership). Memberships held of record by more than one person shall be voted in the manner specified in Section 5612 of the Code.

5.3 Voting members shall be 15 years or older. Members under 15 years of age shall be eligible for "Junior Membership" in any class with all privileges of Society members except the right to vote at regular or special meetings of the membership.

5.4 Annual dues shall become due and payable each year on the first day of the month following the anniversary date of each member's date of enrollment. Only those members who have paid the annual dues set by the Board for their class or category of membership shall be members in good standing and thus entitled to exercise the rights, preferences and privileges of a member.

5.5 Memberships are not transferable, whether by bequest, gift, operation of law or otherwise.

6. MEETINGS OF MEMBERS

6.1 The annual meeting of members of the Society shall be held on the third Wednesday of January of each year. The President may change the date of the membership meeting, using the same notice procedures provided for special meetings of members. At the annual meeting, the members present (if a quorum exists) may fill any vacancies on the Board, and may transact such other business as may be brought before the meeting.

6.2 Special meetings of members may be called by the Board or the President. In addition, special meetings of members for the purpose of removal of Trustees and election of their replacements may be called by fifty (50) or more of the members of record. No business may be transacted at a special meeting unless the general nature of such business is stated in the notice of the special meeting. Voting members shall receive at least ten (10) days' (or such other number of days as may be specified in Code Section 5511(a)) notice of special meetings. Two-thirds (2/3) of the voting members present at a special meeting shall be required to remove a Trustee, other than the Executive Director and Docent Council Representative.

6.3 Meetings of the members shall be held at any place designated by the Board or by written consent of all persons entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held on the grounds of The Oakland Zoo at Knowland Park, 9777 Golf Links Road, Oakland, California.

6.4 The Board may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting. Only members in good standing on the record date shall be entitled to vote.

6.5 A minimum of thirty (30) of the voting members, in person, shall constitute a quorum at a meeting of members. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted, except as provided by law.

6.6 If a quorum is present, the affirmative vote on any matter of the majority of the voting power represented at the meeting shall be the act of the members, provided that the only matters that may be voted upon at any meeting actually attended, in person or by proxy, by less than one-third of the voting power of the members shall be matters the general nature of which was given in accordance with these Bylaws and Section 5511(a) of the Code. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

6.7 Any member in good standing may nominate himself or any other member in good standing for election to the Board at the next annual meeting of members by making such nomination, in writing, to the Nominating Committee not less than sixty (60) days prior

to the date of the annual meeting, and the Nominating Committee shall present all such nominations to the members at the annual meeting. Nominations to fill vacancies on the board at any special meeting of members called for such purpose may be made in writing to the Nominating Committee at least five (5) days prior to the date of such meeting.

7. BOARD OF TRUSTEES

7.1 Powers. Subject to applicable provisions of the Code and any limitation in the Articles of Incorporation and Bylaws of the Society, the activities and affairs of the Society shall be conducted and all corporate powers shall be exercised by or under the direction of a board of trustees which shall be denominated the "Board"). The Board may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

7.2 Composition of Board; Responsibilities. The Board shall consist of twenty-five (25) members all of whom are members in good standing of the Society, one of whom shall be the Executive Director of The Oakland Zoo and one of whom shall be the duly elected representative of the Docent Council. The remaining members shall be selected from a board cross section of the people of the Bay Area. Except for the Executive Director, all Board members shall serve on at least one (1) of the Standing Committees of the Board; the Executive Director may, but shall not be required to, serve on one or more committees of the Board. No member of the Board (other than the Executive Director) may be an employee of

the Society and no Board member shall receive remuneration from it for service in fulfilling his or her duties as a Board member.

7.3 Term of Office. Except for the Executive Director and the Docent Council Representative, who shall remain as a Board member for so long as he or she is the Executive Director or the elected Docent Council representative, and except as otherwise provided in the last two sentences of Paragraph 9.1(d), the Trustees shall serve a three (3) year term. For Trustees appointed at a time other than the Annual Meeting, the term shall start on the date of ratification of the appointment by the members. Except as otherwise provided in the last two sentences of Paragraph 9.1(d), a Trustee, other than to fulfil the requirements and obligations of the President, shall be limited to two (2) full, consecutive terms of office, after which the Trustee will not be eligible for re-election to the Board until he or she has been off the Board for at least one (1) year.

7.4 Vacancies. Subject to the provisions of Section 5226 of the Code, any Board member may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board may be filled by majority vote of the members or by a majority vote of the remaining Trustees, although less than a quorum, or by a sole remaining Trustee, subject to ratification by the members. Each Trustee so selected shall hold office until the expiration of his or her term and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of Trustees is increased.

The Board may declare vacant the office of a Trustee who has failed to perform his or her assigned duties, has not paid the required dues, has failed to attend meetings or such other performance criteria as established from time to time by the Board, or has acted or failed to act in a way injurious to the reputation or mission of, or adversely affecting, the Society or The Oakland Zoo as determined by the Board. No reduction of the authorized number of Board members shall have the effect of removing any Trustee prior to the expiration of the Trustee's term of office.

7.5 Place of Meeting. Meetings of the Board shall be held on the grounds of The Oakland Zoo at Knowland Park or at such other place which may be designated from time to time by the Board.

7.6 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business. The first regularly scheduled Board meeting following the annual meeting of members shall be the annual meeting of the Board.

7.7 Regular Meetings. Regular meetings of the Board shall be held in January, March, May, July, September and November of each year, on such dates, and at such time and place, as the Board may determine from time to time.

7.8 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President or any five Trustees.

Special meetings of the Board shall be held upon not less than five (5) days' notice by first-class mail or seventy-two (72) hours' notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each Trustee at such Trustee's address as it is shown upon the records of the

corporation or as may have been given to the corporation by the Trustee for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Trustees are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

7.9 Quorum. A majority of the authorized number of Trustees then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Paragraph 7.11 of this Section 7. Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for such meeting.

7.10 Participation in Meetings by Conference Telephone, internet meeting or other electronic method. Members of the Board may participate in a meeting through use of conference telephone or other electronic communications equipment, so long as all members participating in such meeting can hear one another.

7.11 Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

7.12 Adjournment. A majority of the Trustees present, whether or not a quorum is present, may adjourn any Trustee's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than seventy-two (72) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Trustees who were not present at the time of adjournment.

7.13 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

7.14 Rights of Inspection. Every Trustee shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

8. OFFICERS AND DIRECTOR

8.1 The officers of the Board shall be a President, Vice President, Secretary and Treasurer. They shall likewise be the officers of the Society.

8.2 The officers shall be elected for the term of one (1) year by the Board at the Annual Meeting of the Board, and the newly elected officers shall assume office at that time. In the event that a vacancy among the officers occurs during the year, the Board may fill the vacancy by a majority vote at any regular or special meeting of the Board at which a quorum is present.

8.3 Any officer selected by the Board may be removed by a two-thirds (2/3) vote of the Board whenever in its judgment the best interests of the Society would be served thereby.

8.4 Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

8.5 The President, subject to the control of the Board, shall have general supervision, direction and control of the business and officers of the Society. The President shall preside at all meetings of the members and at all meetings of the Board. The President shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the President.

8.6 In the absence or disability or refusal to act of the President, the Vice President shall perform all of the duties of the President. The Vice President also shall serve as Chair or Co-Chair of one of the Standing Committees.

8.7 The Treasurer shall be the Chief Financial Officer of the Society and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of

account of this corporation. The Treasurer shall have all of the powers of and shall perform all of the duties incident to the office of Treasurer, and shall have such further powers and shall perform such further duties as may be prescribed by the Board. The Treasurer shall serve as Chair of the Budget and Finance Committee of the Board.

8.8 The Secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the Board may order, a book of minutes of all proceedings of the members of the Board, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at the Trustees' meetings, and the number of members present or represented at meetings of members. The Secretary shall keep or cause to be kept at the principal executive office or at such other place as the Board may order a record of members. He shall have all of the powers and perform all of the duties incident to the office of Secretary.

8.9 An Executive Director for the Society shall be employed by the Board. The Executive Director shall be responsible for the efficient operation of the business of the Society, and shall exercise supervision of all employees, purchasing and actions of the Society, subject to the direction of the Board, and shall perform such other duties as may be prescribed by the Board from time to time.

8.10 Except as otherwise designated by the Board, all checks of the Society in excess of an amount determined from time-to-time by the Board shall require two signatures, one of which shall be the signature of a Board member. The Board shall designate, from time to time, those persons who are authorized to sign checks.

9. COMMITTEES

There shall be two (2) categories of committees, Standing Committees and Special Committees, as set forth below.

9.1 Standing Committees

(a) Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Executive Director, the Chairs of each of the Standing Committees, plus, if the Executive Committee as so comprised would consist of an even number of members, then one (1) member of the Board at large, nominated by the Nominating Committee, with the advice and consent of the Executive Committee, and approved by the Board. Vacancies on the Executive Committee, on nomination by the nominating Committee, shall be filled by the vote of a majority of the remaining members of the Executive Committee, subject to ratification by the full Board at its next meeting.

The President shall serve as Chairperson of the Executive Committee. Meetings of the Executive Committee shall be held from time to time, as called by the President or any two Committee members. Notices of specially called meetings shall be given to all members of the Executive Committee and shall be posted in the Society's office in a manner complying with the provisions of these bylaws governing notice of special meetings of the Board.

The Executive Committee shall be responsible for the regular and routine business of the Society and shall supervise the Director in accordance with the policies and directions developed by the Board.

The Executive Committee shall have all the authority and powers of the Board except:

(i) The approval of any action for which the Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all voting members;

(ii) The filling of vacancies on the Board or on any committee which has the authority of the Board;

(iii) The amendment or repeal of bylaws or the adoption of new bylaws;

(iv) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(v) The expenditure of corporate funds to support a nominee for Trustee after there are more people nominated for Trustee than can be elected;

(vi) The expenditure of Society funds for nonbudgeted items in excess of an amount determined from time-to-time by the Board;

(vii) The fixing of compensation of the Trustees for serving on the Board or on any committee;

(viii) The appointment of committees of the Board or the members thereof; or

(ix) The approval of any self-dealing transaction except as provided in Code Section 5233(b)(3).

(b) Development Committee. The Development Committee shall consist of three (3) or more members, as determined by the Board from time to time. Committee members will be appointed by the President, with the advice and consent of the Chairman of the Committee, subject to ratification by the Board. The Committee may

establish such subcommittees (members of which need not be members of the Society) as it deems necessary to actively raise funds for zoo operations and capital improvements. Committee members will be appointed by the President, with advice and consultation from the Chairman of the Committee.

(c) Planning Committee. The Planning Committee shall consist of three (3) or more members, as determined by the Board from time to time. Committee members will be appointed by the President, with the advice and consent of the Chairman of the Committee, subject to ratification by the Board. The committee shall review periodically the long-range Master Plan for The Oakland Zoo and Knowland Park, and shall review plans prepared by Zoo staff and professional consultants and make recommendations to the Board concerning such plans. Committee members will be appointed by the President, with advice and consultation from the Chairman of the Committee.

(d) Nominating Committee. The Nominating Committee shall consist of three (3) or more members of the Board, as determined by the Board from time to time. Committee members will be nominated by the Nomination Committee each year, approved by the Executive Committee and ratified by the Board. The Chair of the Nominating Committee will seek the advise and counsel of the President prior to the nomination of Committee Chairs. When a vacancy exists on the Board, the Committee shall interview, gather information about and recommend to the Executive Committee a person to fill the vacancy in accordance with Paragraphs 7.4 of these Bylaws. During the course of each year, the Committee also shall solicit applications from, interview and gather information about candidates interested in serving on the Board for nomination at the Annual Meeting of members. Following approval of such nomination by the Executive Committee and the

Board, the Secretary shall, prior to the Annual Meeting of members, cause to be sent to all voting members a list of persons who have been nominated to the Board and who shall be voted upon at the next succeeding annual meeting of the members. The Nominating Committee shall also recommend to the Board at the Board's Annual Meeting those persons who the Nominating Committee believes are best suited to serve as officers of the Society, members of the Executive and Nominating Committees and Chairs of the Development, Planning and Finance Committee during the succeeding year. The Secretary of the Society shall cause these recommendations to be disseminated to all members (for informational purposes only) when the notice of the Annual Meeting of members is given. In addition to the foregoing duties, the Nominating Committee shall be responsible for the orientation of new Board members, the evaluation of the performance of sitting Board members and such other duties as may be delegated by the Board from time to time.

The person elected to be President of the Society is expected to serve as President for two years. The newly elected President shall be given a new three -year term on the Board. The President shall be re-nominated for a second year as President. If the President is not elected to serve as President for the second year, such person's term will revert to what it was prior to serving as President. Upon completing the second year as President the person will serve one more year in a role to be determined based upon the expertise of the past president and the needs of the Society.

(e) Budget and Finance Committee. The Budget and Finance Committee shall consist of three (3) or more members, as determined by the Board from time to time, one of whom shall be the Treasurer and who shall serve as Chairperson of the

committee. Committee members will be appointed by the President, with the advice and consent of the Chairman of the Committee, subject to ratification by the Board. The duties of the committee shall be: (i) to monitor policies, practices and procedures to assure the fiscal integrity of the Society and to present comments on financial matters to the Executive Committee; and (ii) to review the annual budget, to conduct audits, as necessary, and to present its findings and recommendations to the Board.

(f) Audit Committee. The Audit Committee shall consist of three (3) members. The Audit Committee shall not include any members of the Society staff. The Chair of the Audit Committee may not be a member of the Budget and Finance Committee. Members of the Budget and Finance Committee may not constitute one-half or more of the members of the Audit Committee. The Audit Committee shall have the following duties: (i) recommend to the Board the retention or termination of an independent auditor; (ii) negotiate, on behalf of the Board, the independent auditor's compensation; (iii) confer with the auditor to insure the Society's financial affairs are in order; (iv) review and determine to accept or reject the audit; (v) assure that any non-audit services performed by the auditor adhere to standards for auditor independence as set forth in the last revision of the Government Accounting Standards issued by the Controller General of the United States (the so-called "Yellow Book"); and (vi) approve any performance of non-auditing services by the auditor.

9.2 Special Committees. Special advisory committees to the Board may be appointed by the President without the approval of the Board.

9.3 Honorary Trustees. In order to take advantage of the knowledge and experience of outstanding persons who may be unable to serve on the Board, the Board may establish, from time to time, an Honorary Trusteeship, to serve at the direction of the Board.

Honorary Trustees may be invited to attend Board meetings, but shall not be entitled to vote at such meetings. Honorary Trustees shall have the privilege of the floor.

9.4 Docent Council. The Docent Council shall consist of such persons (who need not be Board members) who have complied with the requirements for membership as set forth in the Bylaws of the Docent Council.

9.5 Foundation. The Foundation shall consist of such persons (who need not be Board members) who have been nominated by the Nominating Committee of the Foundation, approved by the Board and satisfy the requirements for membership on the, as set forth in the policies and procedures of the Foundation.

10. SELF-DEALING TRANSACTIONS

10.1 Trustees are encouraged to volunteer their goods and services for the benefit of the Society.

10.2 Trustees may be paid by the Society for their out-of-pocket expenses incurred in connection with providing the Society goods and services.

10.3 No Trustee or business of which a Trustee is a principal may provide goods or services to the Society unless the provisions of Code Sections 5233 or 5234, as applicable, have been complied with.

11. INDEMNIFICATION

11.1 Definitions. For the purposes of this Section 11, "agent" means any person who is or was a Board member, officer, employee or other agent of the Society, or is or was serving at the request of the Society as a Trustee, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Society or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Paragraphs 11.4 or 11.5(b) of this Section 11.

11.2 Indemnification in Actions by Third Parties. The Society shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Society, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Society and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the

person reasonably believed to be in the best interests of the Society or that the person had reasonable cause to believe that the person's conduct was unlawful.

11.3 Indemnification in Actions by or in the Right of the Society. The Society shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Society, or brought under Section 5233 of the Code, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Society, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of the Society, and with such care, including reasonable injury, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Paragraph 11.3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Society in the performance of such person's duty to the Society, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

11.4 Indemnification Against Expenses. To the extent that an agent of the Society has been successful on the merits in defense of any proceeding referred to in Paragraph 11.2 or 11.3 of this Section 11 or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

11.5 Required Determinations. Except as provided in Paragraph 11.4 of this Section 11 any indemnification under this Section 11 shall be made by the Society only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Paragraphs 11.2 or 11.3 of this Section 11, by:

(a) A majority vote of a quorum consisting of Trustees who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Society or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

11.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Society prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 11.

11.7 Other Indemnification. No provision made by the corporation to indemnify Board members or officers for the defense or any proceeding, whether contained in the Articles, Bylaws, a resolution of members or the Board, an agreement, or otherwise, shall be valid unless consistent with this Section 11. Nothing contained in this Section 11 shall affect any right to indemnification to which persons other than such Trustees and officers may be entitled by contract or otherwise.

11.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Section 11, except as provided in Paragraphs 11.4 or 11.5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of this alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.9 Insurance. The Society shall have power to purchase and maintain insurance on behalf of any agent of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the Code.

The Society shall purchase and maintain Directors and Officers Liability Insurance for legal defense and judgment and settlement costs for the Board and the Trustees individually up to an amount that shall be determined from time to time by the Board; and

the insurance shall cover legal defense costs up to the point that it has been determined that the Board or individual Trustee committed fraud or other legal violations that would disqualify a Board member from such coverage."

12. AMENDMENTS TO BYLAWS

New bylaws may be adopted, or these bylaws may be amended or repealed, by the Board or by the members as provided by these bylaws at the properly called regular or special meeting.

No amendment on the following matters may be adopted except by the affirmative vote of a majority of the members of the Society:

- (a) An amendment changing the authorized number of Trustees of the Society, or fixing a single, authorized number of Trustees.
- (b) An amendment increasing the term of any Trustee.
- (c) An amendment increasing the quorum of a meeting of members.

13. OTHER RULES OF ORDER

Robert's Rules of Order, Revised shall govern this society in all cases in which they are applicable and not inconsistent with these bylaws or the Code.