

ARTICLE 1

OFFICES

SECTION 1. Name and Principal Office

The principal office of Crowley Fish Foundation, Inc., a California nonprofit public benefit corporation (the “Corporation”), shall be located in the County of Inyo, State of California at PO Box 1714, CA 93515, or as may be changed by the Board of Directors of the Corporation (the “Board” or “Board of Directors”) through amendment of these Bylaws.

SECTION 2. Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2

NONPROFIT PURPOSES

SECTION 1. IRC Section 501(c)(3) Purposes

This Corporation is organized and operated exclusively for public and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The property of the Corporation is irrevocably dedicated to these public and charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

SECTION 2. Specific Objectives and Purposes

Within the above-stated purposes and as authorized within Section 501(c)(3) of the Internal Revenue Code, the specific objectives and purposes of this Corporation shall include restoring and maintaining Crowley Lake and its tributaries to a world-class fishery. Using donations and other fundraisers, we will stock healthy fish that will reproduce and thrive, sourcing them from authorized hatcheries. The corporation shall also educate the public on conservation and stewardship, including but not limited to direct education events, websites/ social media, postings, and fishing events. The corporation may use funds to support its tournaments, education events and outings. Among these goals is to sustain multiple generations of fish, with

such holdovers eventually becoming essentially wild trout. All members of the Board and the organization shall be volunteers and will not receive any compensation for their time.

ARTICLE 3 MEMBERS

SECTION 1. Members.

As initially formed, the Corporation does not have members.

SECTION 2. Creation of Membership.

The Corporation may in the future establish membership, upon adoption of a resolution approved by the Board of Directors. Such resolution shall describe the nature and administration of any such membership and specify the actions that will be taken in order to comply with all requirements of applicable law.

ARTICLE 4 DIRECTORS

SECTION 1. Number

The Corporation shall have not fewer than 3 directors nor more than 11 directors (each individually a “Director”) and collectively they shall be known as the Board of Directors. The Corporation may have Directors who are Members At-large, not to exceed the total number of 11 total Directors.

SECTION 2. Qualifications

Any person may serve as a Director of this Corporation as long as they have an interest in sustainable outdoor recreation and are 18 years of age. We will also specifically seek out persons who represent the following groups or interests:

- (1) Recreational anglers of diverse types of fishing
- (2) Professional anglers of diverse types of fishing
- (3) Education
- (4) Communication liaison with biologists & law enforcement

(5) Conservation organizations

(6) Outdoor recreation industry

(7) Geographical diversity

SECTION 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors shall have final authority in all matters concerning the operation and strategic direction of the Foundation, including financial oversight, stocking initiatives, outreach programs, and partnerships with local agencies such as the Department of Fish and Wildlife.

SECTION 4. Duties

It shall be the duty of the Directors to:

Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;

Meet at such times and places as required by these Bylaws;

Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 5. Term of Office

Each Director shall hold office for a period of two years (staggered terms), renewable until they resign or are released by a majority vote of the Board. The Board of Directors including current Members At-large can hold elections for an open Member At-large position, ensuring that the number of Directors never exceeds 11 total. A Member At-large must be elected by majority vote to serve on the Board.

SECTION 6. Compensation

Directors shall serve without compensation except reasonable advancement or reimbursement of expenses incurred in the performance of their duties as approved by the Board.

SECTION 7. Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be stated in the applicable meeting notice or designated by resolution of the Board of Directors. Meetings may also be held virtually (electronically). All meetings shall be held at a usual time, place and manner unless a 48 hour notice is given. In the event of a foreseeable lack of quorum, meetings may be postponed or alternate, non-voting, non-business matters discussed.

SECTION 8. Regular Meetings

Regular meetings of Directors shall be held at a time and place chosen by the Board.

Not being a membership organization, at the first regular meeting of Directors held each January, Directors shall be elected/re-elected by the Board of Directors, always in the roles and numbers as cited and outlined in Article 5, Section 3. Each Director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

SECTION 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting, including virtually. The Board President may also decide to conduct business by electronic mail communication. If a vote is required in such cases, it shall pass only with unanimous support. Barring that, the item can be raised in the next formal meeting and all associated votes included in meeting minutes.

SECTION 10. Notice of Meetings

The following provisions shall govern the giving of notice for meetings of the Board of Directors:

Regular Meetings. No notice need be given of any regular meeting of the Board of Directors where the time and place of the meeting has been fixed by the Board.

Special Meetings. Special meetings of the Board may be held on not less than 48 hours notice delivered personally, by telephone (including voice messaging), or by electronic transmission including text or electronic mail. Any such notice shall state the place, date and time of the meeting and the matters to be considered at the meeting.

Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of

this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors. Each Director (President, Vice President, Treasurer, Secretary, Members At-large) has one vote per person in all voting matters.

SECTION 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The Chair may appoint a facilitator to run the meetings. Meetings can be held in person, online, or both. Meetings shall be scheduled no earlier than 48 hours prior to meetings.

Meetings shall be governed by Roberts Rules of Order, and may be assisted and enhanced by professional facilitation and consensus building, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. Non Liability of Directors

Subject to their fiduciary responsibilities and standards of conduct for directors including, but not limited to, the duty of care, the duty of loyalty, the duty of inquiry and other duties imposed by law, no individual Director nor the Directors collectively shall be personally liable for the debts, liabilities or other obligations of the Corporation to the fullest extent allowed by the laws of the State of California, both as now in effect and as hereafter adopted or amended.

SECTION 16. Indemnification by Corporation of Directors and Officers

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, and other persons described in California Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by this Section shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

SECTION 17. Insurance

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the corporation, and so long as they are acting on behalf of the corporation) against liabilities 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 indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law. This applies when the Board of Directors are acting on behalf of the Corporation.

SECTION 18. Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the interested person shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so and the transaction was fair and reasonable as to the corporation at the time the Corporation enters the transaction. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE 5 OFFICERS

SECTION 1. Designation of Officers

The officers of the corporation (the “Officers”) shall be a President, a Vice President, a Secretary, and a Treasurer (or Secretary/Treasurer).

SECTION 2. Qualifications

Any person may serve as an Officer of this corporation as long as they have an interest in sustainable outdoor recreation and are 18 years of age.

SECTION 3. Election and Term of Office

Officers shall be elected by the Board of Directors, at any time, and each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. There is no limit on consecutive terms.

The President and Treasurer will serve a three year initial term followed by two year terms, and the Secretary and Vice President will serve two year initial terms. After these initial terms officers will be elected every two years to maintain this stagger, with annual elections in the January meeting.

In the even years starting 2026, the Board of Directors will hold elections for the offices of President and Treasurer.

In the odd years starting 2025, the Board of Directors will hold elections for the offices of Secretary and Vice President.

Voting for the election of Officers shall be by written ballot. Each Director shall cast one vote per office, and the candidate receiving the highest number of votes shall be elected to the office.

SECTION 4. Removal and Resignation

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

SECTION 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. Duties of President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President, or his/her proxy, shall preside at all meetings of the Board of Directors, understanding that he/she may appoint a facilitator to manage the agenda and run the meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal, if any, of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a record of the name and address of each officer and director.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the officer and director list, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Submit annually to a professional CPA records of all annual financial activities.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. Duties of Member At-large

The Member At-large shall:

Be present and actively engaged at meetings.

Participate in committees/ events which ensure the operations of the corporation.

Represent the corporation in good will, and engage the public in operations with the corporation.

Participate in voting when the board votes on matters that require so.

ARTICLE 6 COMMITTEES

SECTION 1. Committees

The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness greater than \$500 per instance of the corporation shall be signed by the Treasurer, Secretary, or President of the corporation. Expenses over the amount of \$500 need a majority vote approval by the Board of Directors. Expenses per normal operations (website, registration/filing fees, post office box, stickers, mailing material, etc.) will be regularly discussed at meetings with complete transparency. All expenses will have complete transparency.

SECTION 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.

SECTION 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

ARTICLE 8

CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

Minutes of all meetings of directors or committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

A record of its directors and officers, indicating their names and addresses;

A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors and officers of the corporation at all reasonable times during office hours.

SECTION 2. Corporate Seal

The Board of Directors may, but are not required, to adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Directors' Inspection Rights

Every director 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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. Officers' Inspection Rights

Every officer 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 and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within time limits set by law.

ARTICLE 9

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

SECTION 3. Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 10

AMENDMENT OF BYLAWS

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 11

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 12

DONATIONS

SECTION 1. Acceptance of Donations

The Foundation may accept any donations that support its mission. All donations shall be allocated directly to the purchasing and stocking of fish as outlined in Article 2, Section 2. Donations shall also be used to support the administrative costs of the corporation. Likewise, donations shall be used to support education, conservation, and events that directly promote good fishing stewardship.

SECTION 2. Transparency

The Foundation commits to complete transparency regarding the usage of funds and an annual report will be made available to the public detailing the financial activities.