

**BYLAWS OF
PACIFIC COAST HUNTER EDUCATION ASSOCIATION, INC.**
A California Nonprofit Public Benefit Corporation

I. Offices of the Association

A. Principle Office

The principle office for the transaction of the activities and affairs of the **PACIFIC COAST HUNTER EDUCATION ASSOCIATION, INC.** (Association) is located at 1601 Coyote Point Drive, San Mateo, CA 94401. The Board of Directors (Board) may change the principle office from one location to another. Any change of location of the principle office shall be noted by the Secretary in the minutes of meeting of the Board.

B. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

II. Purposes and Limitations

A. General Purposes

1. This Association is organized under the California Nonprofit Public Benefit Association Law and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.

B. Limitations

1. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (i) by a Association exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code or (ii) by a Association contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code.

2. No substantial part of the activities of this Association shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this Association shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

III. Member

A. Members Defined

Any hunter education instructor living or teaching in California, who is (1) a Certified Instructor in the California Department of Fish & Game, Hunter Education Program; or (2) an Instructor in the National Bowhunter Education Foundation, International Bowhunter Education Program; or (3) a Hunter Clinic Instructor for the National Rifle Association of America (NRA), is eligible to be a member of the Association. No dues will be charged to Members of the Association.

B. Voting Rights

Each Member shall be entitled to one vote for each Officer and each Director of the Association.

IV. Election of Officers and Directors

A. Nomination

The President shall appoint a committee to select a qualified candidate for each open seat of Officers and Directors of the Association at least 90 days before the date of any election. This nominating committee shall make its report at least 60 days before the date of the election, and the Secretary shall forward to each Member, a list of the candidate nominated by committee under this section.

B. Nominations from other Member

Any Member who wants to run for an open seat as an Officer or Director may do so by giving the Secretary written notice at least 45 days prior to the election. In addition, the official ballot shall have room for a write-in candidate for each seat.

V. Directors

A. Powers

1. General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Association Law and any other applicable laws, the Association's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

2. Specific Powers

Without prejudice to the general powers set forth in Section V.A.1 of these bylaws, but subject to the same limitations, the Directors shall have the power to:

- (a) Change the principal office or principal business office in California from one location to another; or cause the Association to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.
- (b) Adopt and use a corporate seal and alter the forms of the seal.
- (c) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

B. Number and Qualification of Directors

1. Authorized Number and Qualifications

The authorized number of Directors shall be nine. The qualifications for Directors are that they are a Member of the Association.

2. Officers as Directors

Five (5) of the Directors shall be the duly elected President, Vice President, Secretary, Treasurer, and Immediate Past President of the Association. The other four (4) Directors shall not be Officers of the Association.

C. Election, Designation, and Term of Office

Two of the non-officer Directors shall stand for election for a two (2) year term in even numbered years and other two (2) Directors shall stand for election in odd numbered years. Each such Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

D. Vacancies on Board

1. Events Causing Vacancy

A vacancy on the Board shall exist on the occurrence of the following:

- (a) The death or resignation of any Director;

(b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Association Law;

(c) The unanimous vote of the other Directors, to remove a Director for a reasonable cause.

2. Resignations

Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to be effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date, when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Association would be left without a duly elected Director or Directors.

3. Filling Vacancies

Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

4. No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

E. Director's Meetings

1. Place of meetings

Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Association.

2. Meetings by Telephone or Computer

Any meeting may be held by conference telephone, computer chat room or similar communication equipment, as long as all Directors participating in the meeting can freely communicate with one another. All Directors shall be deemed to be present in person at such meeting.

3. Other Regular Meetings

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

4. Special Meetings

(a) Authority to Call

Special meetings of the Board for any purpose may be called at any time by the President or any two Directors.

(b) Notice

(1) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

(a) By personal delivery of written notice;

(b) By first-class mail, postage prepaid;

(c) By telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director;

(d) By computer e-mail, or

All such notices shall be given or sent to the Director's address, telephone number, or e-mail address as shown on the records of the Association.

(2) Time Requirements

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices sent by computer e-mail shall be sent at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(3) Notice Contents

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Association and shall specify the purpose of the meeting.

5. Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Association Law, including, without limitation, those provisions relating to:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest,
- (b) Approval of certain transactions between Associations having common Directorship,
- (c) Creation of and appointments to committees of the Board, and
- (d) Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

6. Waiver of Notice

Notice of a meeting need not be given to any Director who, either before or after the meetings, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

7. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

8. Notice of Adjourned Meeting

Notice of a time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of adjournment.

F. Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Association is a party and who is an “interested Director” as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

G. Compensation and Reimbursement

Directors and members of Committees may receive such reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Association at the time that the resolution is adopted.

H. Committees of the Board

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may approve of one or more committees each consisting of two or more persons belonging to the Association that reports to an assigned Director. Appointments to committees shall be made by the President with the approval of the Board. The President may appoint one or more persons belonging to the Association as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all authority of the Board, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter that, under the California Nonprofit Public Benefit Association Law, also requires approval of the members or approval of a majority of all members;

(b) Fill vacancies on the Board or on any committee that has the authority of the Board;

(c) Amend or repeal bylaws or adopt new bylaws;

(d) Create any other committees of the Board or appoint members of the committees of the Board; or

(e) Approve any contract or transaction to which the Association is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Association Code.

2. Meetings and Actions of Committees

Meeting and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined by Board resolution or, if there is one, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules of adopted by the Board, the committee may adopt such rules.

VI. Officers

A. Officers of the Association

The five (5) Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President.

B. Election of Officers

The officers of the Association shall be chosen by the Members. The President and Vice President to be elected to a two (2) year term in even number years and the Secretary and Treasurer to be elected to a two-year term in odd number years. The officers shall comprise a portion of the nine persons Board.

C. Removal of Officers

Any officer may be removed with just cause by the unanimous vote of the remaining Board.

D. Resignation of Officers

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect as of the date of the notice is received or at any later time

specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective

E. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the Board.

F. Responsibilities of Officers

1. President

Subject to such supervisory powers of the Board, the President shall be the general manager of the Association and shall supervise, direct, and control the Association's activities, affairs, and officers. The President shall preside at all Board meetings. The President shall have such other powers and duties as the Board or the bylaws may prescribe.

3. Vice President

If the President is absent or disabled, the vice President shall perform all duties of the President. When so acting, a vice President shall have all powers of and be subject to all restrictions on the President. The vice President shall have such powers and perform such other duties as the Board or the bylaws may prescribe.

4. Secretary

(a) Book of Minutes

The Secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings, and actions of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was regular or special, and, if special, how authorized, the notice given, and the name of those present at Board and committee meetings. The Secretary shall keep or cause to be kept a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) Notices, Seal and other Duties

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The Secretary shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

5. Chief Financial Officer or Treasurer

(a) Books of Account

The Treasurer is the chief financial officer of the Association. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any member at all reasonable times.

(b) Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Associations with such depositories as the Board may designate, shall disburse the Association's funds as the Board may order, shall render to the President, chair of the Board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Association, and shall have such other powers and perform other duties as the Board or bylaws may prescribe.

(c) Bond

If required by the Board, the Treasurer shall give the Association a bond in the amount and with surety or sureties specified by the Board for faithful performance of duties of the office and for restoration to the Association of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

VII. Indemnification

A. Right of Indemnity

To the fullest extent permitted by law, this Associations shall indemnify its Directors, officers, employees, and other persons described in section 5328(a) of the California Associations Code, including persons formerly occupying any such position, 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 Association, by reason of the fact that the person is or was a person described in that section. "Expenses", as used

in these bylaws, shall have the same meaning as in section 5328(a) of the California Associations Code.

B. Approval of Indemnity

On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Associations Code, the Board shall promptly determine under section 5238(e) of the California Associations Code whether the applicable standard of conduct set forth in section 5328(b) or section 5328(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Board. At that meeting, the Board of Directors shall determine under section 5238(e) of the California Associations Code whether the applicable standard of conduct set forth in section 5328(b) or section 5328(c) has been met and, if so, the Directors present at the meeting in person or by proxy shall authorize indemnification.

C. Advancement of Expenses

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 those Sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

VIII. Insurance

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out the officer's, Director's, employee's, or agent's status as such.

IX. Records and Reports

A. Maintenance of Corporate Records

The Association shall keep:

1. Adequate and correct books and records of account;
2. Written minutes of the proceedings of its Board and committees of the Board.

B. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

C. Annual Report

The Treasurer shall cause an annual report to be sent to the Directors within 120 days after the end of the Association's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

1. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds.
3. The revenue or receipts of the Association both unrestricted and restricted to particular purposes.
4. The expenses or disbursements of the Association for both general and restricted purposes.

X. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Association Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

XI. Amendments

A. Amendment by Board

The Board may adopt, amend, or repeal bylaws. The Board may not extend the term of a Director beyond that for which the Director was elected.

B. High Vote Requirement

If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

C. Designated Directors

Any provision of these bylaws providing for the designation or selection, rather than election, of any Director or Directors may be adopted, amended, or repealed only by approval of the persons or persons entitled to designate or select any such Directors.

XII. Dispensation of Assets Upon Dissolution of Association

The property of this Association is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of this Association, its assets, remaining after payment or provision for payment of the debts and liabilities of this Association, shall be distributed to a pro-hunting, conservation oriented, non-profit fund, foundation, or Association which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. If this Association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this Association has its principal office, upon petition therefore by the Attorney General of the State of California or by any person concerned in the liquidation, in a proceeding to which said Attorney General is a party.

CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of the **PACIFIC COAST HUNTER EDUCATION ASSOCIATION, INC.**, A California Nonprofit Public Benefit Corporation, that the above bylaws are the Bylaws of this Association as adopted by the Board of Directors on January 19, 2005, and that they have not been amended or modified since that date.

Executed on January 19, 2005, at San Mateo, California

John Galloway, Secretary