



**AMENDED AND RESTATED
BYLAWS**

OF

SAN FRANCISCO ZOOLOGICAL SOCIETY

September 20, 2022
(together with subsequent amendments)



**AMENDED AND RESTATED
BYLAWS
OF
SAN FRANCISCO ZOOLOGICAL SOCIETY**
a California nonprofit corporation

**ARTICLE 1
OFFICE**

The principal office of this Corporation shall be located in the City and County of San Francisco, California. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

**ARTICLE 2
PURPOSES**

The primary objectives and purposes of this corporation shall be:

- (i) The acquisition and maintenance of animal and plant life collections and specimens for the study and promotion of zoology, natural history and wildlife conservation and for the education and recreation of the public; and
- (ii) To participate in any other such activities in furtherance of the general purposes of the corporation, as determined by the Board of Directors.

**ARTICLE 3
MEMBERS**

3.1. ***Classes and Rights.*** There shall be such classes of membership in the corporation, with such rights, privileges, preferences, restrictions and conditions as the Board of Directors may from time to time determine by amendment or supplement to these bylaws. The corporation currently has one class of membership; within any class of membership, the Board of Directors may from time to time establish multiple categories for purposes of establishing dues, membership benefits and other similar matters. No person may hold more than one membership in either the same or different classes. Each member in good standing shall be entitled, regardless of membership class, to one vote on each matter submitted to a vote of the members.

3.2. ***Qualification.*** Any person dedicated to the purposes of the corporation shall be qualified for membership upon acceptance of such person's application by the Board of

Directors, or an officer or committee designated by the Board, and satisfaction of such other conditions or requirements as the Board of Directors may from time to time prescribe, including without limitation payment of any dues and/or initiation fees.

3.3. ***Fees, Dues and Assessments.*** Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, such initiation fees, dues and/or assessments as may be fixed from time to time by the Board of Directors.

3.4. ***Termination of Membership.*** The membership of any member shall terminate upon such member's resignation, death or dissolution, or upon expiration of the period of time for which the membership was issued, unless the membership is renewed on terms and conditions from time to time established by the Board of Directors.

3.5. ***Expulsion, Suspension or Termination of Membership by Board.*** The membership of any member may be terminated or a member expelled or suspended, upon determination by the Board of Directors, or a committee authorized by the Board of Directors to make such determination, that such member has acted in a manner deemed detrimental to the best interests of the corporation or has failed in a material respect to observe the rules, requirements, conditions, qualifications or standards of membership. In making any such determination, the following procedure shall be followed:

(i) A notice shall be personally delivered to the member or sent by first-class or registered mail, postage prepaid, to the member at his or her last known address as shown on the corporation's records. Such notice shall be given at least fifteen (15) days prior to the proposed effective date of the termination, expulsion or suspension and shall set forth the reasons therefor.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, not less than five (5) days prior to the proposed effective date of the termination, expulsion or suspension, by the Board of Directors or authorized committee (as the case may be).

(iii) Promptly after the hearing, the Board of Directors or authorized committee shall, in its sole discretion, decide whether the expulsion, termination or suspension should take place, whether the member should be otherwise sanctioned, whether the member should receive a prorated refund of fees, dues or assessments, and any other pertinent issues. The member shall be afforded notice of the decision of the Board or authorized committee, which decision shall be final.

3.6. ***Restriction of Transfer of Memberships.*** No member may transfer a membership or any right arising therefrom.

3.7. ***Place of Meetings.*** Meetings of members shall be held at the principal office of the corporation, Sloat Boulevard at the Pacific Ocean, San Francisco, California, or at any other place which is designated from time to time by the Board of Directors, the Chairperson of the Board or the Chief Executive Officer.

3.8. **Annual Meeting.** The Board of Directors shall from time to time specify the date for the annual meeting of members. The annual meeting shall be for the purpose of electing directors and transacting such other business as may properly be brought before the meeting.

3.9. **Notice.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided however, that if notice is given by mail, and the notice is not mailed by first class, registered or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

3.10. **Magazine Notice or Report.** Any notice or report mailed or delivered to members pursuant to these bylaws, including but not limited to a notice of membership meeting, written ballot or annual report, may be mailed or delivered as part of the corporation's magazine, calendar or other organ regularly sent to members, if such magazine, calendar or other organ is addressed to each member entitled to receive the notice or report (or, in the case of members who are residents of the same household and who have the same address on the books of the corporation, addressed to one of such members) at the address appearing on the books of the corporation.

3.11. **Quorum and Required Vote.** Five percent (5%) of the voting power or 250 members, whichever is less, represented in person or by proxy at a meeting, shall constitute a quorum for the transaction of business. If a quorum is present at a meeting, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members unless the vote of a larger number or voting by classes is required by law or these bylaws.

ARTICLE 4 ELECTION OF DIRECTORS

4.1. **Election of Directors.** All directors of the corporation shall be elected in accordance with the procedures set forth in this Article 4 and applicable law, except for those directors which are designated directors pursuant to Section 5.4 or elected to fill a vacancy pursuant to Section 5.12.

4.2. **Nominations.**

(a) The Board of Directors shall establish a committee (for purposes of this Article 4, referred to as the "Nominating Committee"), one of whose purposes shall be to identify qualified candidates for election to the Board of Directors. In a timely manner before the date of the election (and in accordance with a calendar schedule from time to time specified by the Board of Directors), the Nominating Committee shall recommend to the Board of Directors not more than two persons for each vacancy on the Board to be filled at such election. The Board of Directors shall have the power to accept or reject the nominations of the Nominating Committee and may select as nominees persons not recommended by the Nominating Committee. Only persons designated by the Board of Directors, or nominated by the members in accordance with these bylaws, shall be deemed nominated candidates. The list

of nominees shall be forwarded by the Secretary, in accordance with the provisions for notice contained in Section 5.9, to each member entitled to vote, no more than ninety (90) nor less than ten (10) days before the date of the election; provided, however, that if the list of candidates is forwarded by mail but not first-class, registered or certified mail such list shall be forwarded not less than twenty (20) days before the date of the election.

(b) Subject to Section 4.3, members representing one-twentieth of one percent (.05%) or more of the voting power of the corporation, but not less than 100 nor more than 500 members, may nominate candidates for the Board of Directors by petition delivered to the Secretary and signed by such members within eleven (11) months preceding the date of the election.

4.3. ***Close of Nominations.*** So long as the corporation has 5,000 or more members, no nominations for the Board of Directors, whether by members, by the Board or otherwise, may be made less than sixty (60) days preceding the date directors are to be elected. If the election of directors will be by written ballot, pursuant to Section 4.7, the close of nominations will be one hundred twenty (120) days before the date directors are to be elected to allow time for the printing and distributing of written ballots.

4.4. ***Election Procedure.*** Subject to Section 4.5, if applicable, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to communicate to the members their qualifications and reasons for candidacy and to solicit votes, and that allows all members a reasonable opportunity to choose among nominees.

4.5. ***Declaration of Election.*** So long as the corporation has 5,000 or more members, if after the close of nominations the number of persons nominated for the Board of Directors is not more than the number of directors to be elected, the corporation may without further action declare that those nominated and qualified have been elected.

4.6. ***Removal for Cause.*** The Board of Directors may declare vacant the office of any director who has been declared to be of unsound mind by final court order, who has been convicted of a felony, who has been found by a final court order or judgment to have breached any duty under Article 3 (relating to standards of conduct), commencing with Section 5230 of the California Nonprofit Public Benefit Corporation Law, or who has failed to attend at least seventy-five percent (75%) of all meetings of the Board of Directors during any year.

4.7. ***Action Without Meeting.*** The election of directors may be by written ballot.

ARTICLE 5 BOARD OF DIRECTORS

5.1. ***General Powers.*** Subject to the limitations imposed by law or contained in the Articles of Incorporation or these bylaws, the affairs, activities and property of the corporation shall be managed, directed and controlled by and its power exercised by and vested ultimately in the Board of Directors.

5.2. **Number and Term.** The number of directors shall be not less than thirty (30) nor more than sixty (60); and the exact number of directors shall be fixed by approval of the Board of Directors from time to time. Each director shall hold office for a term of three (3) years. Each director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected. (As amended on March 15, 2005)

5.3. **Limitation on Successive Terms.** A director whose term is expiring may be nominated and elected to one or more successive terms as a director; provided, however, that, except as provided in the next sentence, no director shall remain on the Board of Directors for more than nine (9) years as a result of election (in the manner referred to in Article 4) to successive terms as a director. Notwithstanding the foregoing 9-year limitation, any director who otherwise would be unable to continue as a director upon expiration of his or her term, but whose particular expertise or background is vital to advancing the board's work, shall be eligible for nomination and election to the Board of Directors for an additional term or terms, as appropriate, as determined by the Nominating Committee in accordance with Article 4. (As amended on March 15, 2005)

5.4. **Designated Directors.**

(a) Pursuant to Section 16.4 of the Lease and Management Agreement between the City and County of San Francisco and the corporation, dated as of July 1, 1993, as it may be amended (the "Lease and Management Agreement"), the Board of Directors shall from time to time designate as directors two (2) community representatives who are residents of San Francisco and are neither employees nor officers of the City and County of San Francisco or of the corporation.

(b) In addition, one (1) director of the corporation shall be an appointee of, and shall be subject to removal and replacement by, the Executive Committee of the Docent Council; such designated director shall serve until death, resignation or removal as a director by the Executive Committee of the Docent Council.

(c) The term or terms of each such designated director shall be subject to the provisions set forth in Article 4 and this Article 5.

5.5. **Directors Emeriti.** The Board of Directors may designate a retiring or retired director as a "Director Emeritus" of the corporation. Such person shall serve at the pleasure of the Board of Directors and shall be entitled to attend all meetings of the Board; provided, however, that a Director Emeritus shall have none of the rights, powers or privileges (including, without limitation, any voting right or the right to serve on any committee of the Board of Directors composed solely of regular directors), nor have any of the liabilities imposed upon regular directors under applicable law, nor be counted as a director for purposes of Section 4.2.

5.6. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of members without other notice than this bylaw. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

5.7. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or the Chief Executive Officer, or by twenty percent (20%) of the directors then in office. The person or persons authorized to call special meetings of the Board may fix any place as a place for holding any special meeting of the Board called by them.

5.8. **Telephonic Meetings.** Directors may participate in a meeting through use of conference telephone, electronic video screen communication or similar communications equipment, so long as all members participating in the meeting can hear one another. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

5.9. **Notice.** Notice of any special meeting of the Board of Directors shall be held upon not less than four (4) days' notice by first class mail or forty-eight (48) hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means, to each director at his or her address shown on the records of the corporation. Regular meetings shall be held upon similar notice if notice is required for such meetings. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting with the express purpose of objecting to the transaction because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.10. **Quorum.** One-fifth of the directors then fixed by resolution of the Board of Directors pursuant to Section 5.2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the directors present may adjourn the meeting from time to time without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

5.11. **Manner of Acting.** The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of directors is required by law or by these bylaws.

5.12. **Vacancies.** Any vacancy occurring on the Board of Directors occurring by reason of the death, resignation, removal (pursuant to Section 4.6) of a director, or a vacancy occurring by reason of an increase in the number of directors within the range authorized by Section 5.2, may be filled by vote of the Board of Directors. A director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, if applicable; provided, however, that the initial term of any director who has not previously served on the Board shall be limited to

the next annual meeting of members at which such director may be elected in accordance with Article 4 and subject to the provisions of Section 5.2.

5.13. ***Action by the Board of Directors Without a Meeting.*** Any action required at law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the directors. The written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and the action taken shall have the same force and effect as a unanimous vote of directors. For purposes of this Section 5.14 only, “all of the directors” shall not include an “interested director” as defined in Section 5233 of the California Nonprofit Corporation Law.

5.14. ***Liability of Directors.*** Except as provided in Section 5233 of the California Nonprofit Corporation Law, a person who performs the duties of a director in accordance with Section 5231(a) and (b) of the California Nonprofit Corporation Law shall have no liability based on any alleged failure to discharge that person’s obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated. In addition, volunteer directors and executive officers of the corporation shall be afforded all protections against personal liability to the extent available under Section 5239 of the California Nonprofit Corporation Law.

ARTICLE 6 OFFICERS

6.1. ***Officers.*** The officers of this corporation shall be a Chairperson of the Board, a Chief Executive Officer (who may be designated, in addition or alternatively as Executive Director or otherwise), a Secretary, a Chief Financial Officer and such other officers as may be appointed by the Board of Directors. Except as required by applicable law, the Board of Directors may choose from time to time not to fill any of the foregoing offices; any such officer titles may also be changed in the discretion of the Board of Directors. The Board of Directors may appoint such other officers, including one or more Assistant Secretaries, as it shall deem desirable. All officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer or Chairperson of the Board. All officers of the corporation shall perform their duties and exercise their powers subject to the ultimate direction of the Board of Directors.

6.2. ***Election and Term of Office.*** The officers of the corporation shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors.

6.3. ***Resignation.*** Any officer may resign at any time by delivering a written notice to the Chairperson of the Board of Directors or to the Chief Executive Officer. The acceptance of such resignation by the Board of Directors, unless required by the terms thereof, shall not be necessary to make the same effective.

6.4. **Removal.** Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

6.5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors.

6.6. **Chairperson of the Board.** The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors of the corporation, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the Board. In the absence of the Chairperson of the Board, a Vice Chairperson or the Chief Executive Officer of the corporation shall preside at meetings of the Board of Directors.

6.7. **Chief Executive Officer.** The Chief Executive Officer shall be the principal executive officer of the corporation and shall supervise and control all of the business and affairs of the corporation. The Chief Executive Officer may sign, with or without the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the Chief Executive Officer shall perform all duties incident to the office of Chief Executive Officer and such other duties as may be prescribed by the Board of Directors from time to time. In the absence of the Chief Executive Officer or in the event of the inability or refusal to act, the Chairperson of the Board or other officer designated by the Board of Directors shall perform the duties of the Chief Executive Officer, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the Chief Executive Officer.

6.8. **Chief Financial Officer.** The Chief Financial Officer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected and approved from time to time by the Board of Directors; and in general perform all the duties incident to the office of Chief Financial Officer and such other duties as from time to time may be assigned or him or her by the Chief Executive Officer or by the Board of Directors.

6.9. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and seal, if any, of the corporation; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chief Executive Officer or by the Board of Directors.

6.10. **Other Officers.** The Board of Directors may from time to time establish other officer positions, including, without limitation, vice chairpersons, vice presidents, assistant vice presidents, and assistant secretaries, each of whom shall perform such duties as shall be assigned

to them by the Board of Directors, Chief Executive Officer or other officer having power so to delegate and specify.

6.11. **Multiple Titles.** Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chief Executive Officer or Chairperson of the Board.

6.12. **Records.** Officers of the corporation shall make available for inspection at reasonable times to the Board of Directors all official records of the corporation for which they are responsible. Upon leaving office, each officer shall turn over to his or her successor in good order such moneys, books records, documents and other property of the corporation as have been in his or her custody during his or her term of office.

ARTICLE 7 COMMITTEES

7.1. **Committees of the Board of Directors.** The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and except as otherwise limited by applicable law, shall have and exercise the authority of the Board of Directors in the management of the corporation. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or such director by law.

7.2. **Other Committees.** The Board of Directors may further establish and delegate to committees composed of both directors and, as the Board may determine, non-directors. Such committees shall exercise such authority, in the management of the activities of the corporation, as may from time to time be delegated by the Board of Directors, subject to the ultimate direction of the Board. Each such committee shall be established, its authority and responsibility delegated, and its non-director members elected, in accordance with resolutions adopted from time to time by a majority of the directors present at a meeting at which a quorum is present.

7.3. **Executive Committee.** The Executive Committee will consist only of directors, from time to time elected to such committee in accordance by a resolution adopted by a majority of the directors then in office. The Executive Committee shall have and exercise the full authority of the Board of Directors, except as otherwise limited by applicable law.

7.4. **Joint Zoo Committee.** In accordance with Section 16.3 of the Lease and Management Agreement, the City and the corporation shall maintain a standing committee, known as the "Joint Zoo Committee", throughout the term of such Agreement, which committee shall consist of three (3) members of the Recreation and Park Commission and three (3) members of the Board of Directors (chosen at the discretion of said Commission and the Board of Directors, respectively). The Joint Zoo Committee shall hold regular, public meetings to discuss and hear public testimony regarding major policies affecting the San Francisco Zoo. The Joint Zoo Committee shall be an advisory committee and shall not have any legislative authority or any management authority of the Board of Directors.

7.5. **Term.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is elected and duly qualified, unless the existence of the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.6. **Chairperson.** One or more members of each committee shall be appointed chairperson(s) or vicechair(s) by the Board of Directors.

7.7. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.8. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, one-third of the members of a committee, but in no event less than three (3) members, shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

7.9. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE 8 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to officers so authorized by these bylaws, 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.

8.2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer and countersigned by the Chief Executive Officer or a Vice President of the corporation.

8.3. **Deposits.** All funds of this 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.

8.4. **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 9
BOOKS AND RECORDS; REPORTS

9.1. ***Maintenance of Corporate Records.*** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees of the Board of Directors. The financial records and all other corporate records, and the minutes of all meetings of the Board of Directors and all other committees of the Board of Directors shall be kept at the principal office of the corporation and shall be open to inspection upon oral or written request of any director.

9.2. ***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.

9.3. ***Annual Report.*** The board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the corporation's fiscal year to all directors and members, which report shall contain the information required by Section 6321 of the California Nonprofit Corporation Law, together with such other information required by applicable law, Article 10 of these bylaws or accounting principles used in the preparation of such annual report. The annual report shall be accompanied by any report thereon of independent accounts, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit and from the books and records of the corporation.

ARTICLE 10
ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and members within one hundred twenty (120) days of the close of the fiscal year, a statement which briefly describes the amount and circumstances of any indemnification or transaction in which the corporation, or its parent or subsidiary, was a party, and in which any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest) had a direct or indirect material financial interest.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Article shall state the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and where practical, the amount of such interest, provided

that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

The annual report provided to directors and members pursuant to the provisions of Article 9 may include the information required by this Article 10.

ARTICLE 11 FISCAL YEAR

The corporation's fiscal year shall be determined from time to time by resolution of the Board of Directors.

ARTICLE 12 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of California's nonprofit corporation law or under the provisions of the articles of incorporation or of the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

ARTICLE 13 INDEMNIFICATION OF OFFICERS AND DIRECTORS

13.1. *Right of Indemnity.*

(a) General Rule.

(i) The corporation shall, to the maximum extent and in the manner permitted by the California Nonprofit Corporation Law, indemnify each of its agents against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding (as the terms "agent", "expense" and "proceeding" are defined in Section 5238(a) of the California Nonprofit Corporation Law).

(ii) Any indemnification under this Section 13.1(a) shall be made by the corporation 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 Sections 5238(b) and (c) of the California Nonprofit Corporation Law, by a majority vote of a quorum of the Board of Directors consisting of directors who are not parties to such proceeding or as otherwise set forth in Section 5238 of the California Nonprofit Corporation Law.

(b) Success on the Merits. Notwithstanding anything in Section 13.1(a), to the extent that an agent of this corporation has been successful on the merits in defense of any proceeding against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person

shall be indemnified to the full extent permitted by law against expenses actually and reasonably incurred by such person in connection with such proceeding.

(c) Other Rights. Nothing contained in this bylaw shall limit any other right to indemnification to which persons other than directors and officers may be entitled by contract or otherwise.

13.2. *Advancement of Expenses.*

Expenses incurred in defending any proceeding may be advanced by the corporation 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 Section 5238 of the California Nonprofit Corporation Law.

**ARTICLE 14
AMENDMENTS TO BYLAWS**

Except as otherwise provided by law, these bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors, unless such action would materially and adversely affect the rights of members as to voting or transfer of memberships. These bylaws may also be adopted, amended or repealed by approval of the members; provided, however, that such adoption, amendment or repeal also requires approval by the members of a class if such action would materially and adversely affect the rights of that class as to voting or transfer in a manner different than such action would affect another class.

**ARTICLE 15
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prohibit payment to any such person of reasonable compensation for services performed for the corporation in effect of any of its public or charitable purposes, provided further that such compensation is otherwise permitted by these bylaws and fixed by resolution of the Board of Directors. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

**ARTICLE 16
AMENDMENT AND RESTATEMENT OF BYLAWS**

These bylaws fully amend, restate and replace the bylaws of the corporation as adopted by its then Board of Trustees on November 5, 1980, as such prior bylaws were previously amended.

**BY-LAW REVISIONS ADOPTED BY THE BOARD OF DIRECTORS
ON
MARCH 15, 2005**

REVISED SECTION 5.2:

5.2 ***Number and Term.*** The number of directors shall be not less than thirty (30) nor more than sixty (60); and the exact number of directors shall be fixed by approval of the Board of Directors from time to time. Each director shall hold office for a term of three (3) years. Each director shall serve for a term ending on the third annual meeting following the annual meeting at which such director was elected.

REVISED SECTION 5.3:

5.3 ***Limitations on Successive Terms.*** A director whose term is expiring may be nominated and elected to one or more successive terms as a director; provided, however, that, except as provided in the next sentence, no director shall remain on the Board of Directors for more than nine (9) years as a result of election (in the manner referred to in Article 4) to successive terms as a director. Notwithstanding the foregoing 9-year limitation, any director who otherwise would be unable to continue as a director upon expiration of his or her term, but whose particular expertise or background is vital to advancing the board's work, shall be eligible for nomination and election to the Board of Directors for an additional term or terms, as appropriate, as determined by the Nominating Committee in accordance with Article 4.

BY-LAW REVISION ADOPTED BY THE BOARD OF DIRECTORS

ON

SEPTEMBER 20, 2022

REVISED SECTION 3.8

3.8 Annual Meeting. The Board of Directors shall from time to time specify the date for the annual meeting or meetings. The annual meeting shall be for the purpose of transacting such business as may properly be brought before the meeting.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of the **San Francisco Zoological Society**, a California nonprofit corporation, and that the foregoing bylaws constitute the bylaws of said corporation as duly adopted by the Board of Directors of the corporation on September 20, 2022.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of September 2022.



Edward A. Oates
Edward A. Oates, Secretary