



**BY-LAWS OF THE  
FRIENDS OF THE MOONRIDGE ZOO  
DBA: FRIENDS OF THE BIG BEAR ALPINE ZOO  
A CALIFORNIA NON-PROFIT CORPORATION  
(Incorporated March 21, 1989)**

**Article I. Name**

The Name of this corporation shall be Friends of the Moonridge Zoo. As used in these by-laws, the terms Zoo, Big Bear Zoo, or Moonridge Zoo refer to the Big Bear Alpine Zoo. The Friends of the Moonridge Zoo also operate under DBA Friends of the Big Bear Alpine Zoo.

**Section 1. Mission Statement**

The Friends of the Moonridge Zoo mission is to support the Moonridge Animal Park by inspiring understanding, respect and environmentally responsible action for the conservation of wildlife and wildlife habitat through: public education, volunteer support, fundraising and development, and key project financial support.

**Section 2. Limitations**

- A. Adherence to purposes and laws. This corporation shall not carry on or engage in any activities or exercise any powers which are not in furtherance of its purposes, or which are not permitted by a nonprofit public benefit corporation under applicable current or future provisions of federal or state law.
- B. Political activity. Corporation activities shall not include lobbying or participating in any political campaigns on behalf of (or against) any candidate for public office.
- C. Property. The property, assets, and income of the corporation are dedicated solely to its purposes, as set forth in these Bylaws No Board member shall be paid for being a board member. Nothing herein will prevent a Board member from receiving any compensation from the organization for duties other than as a Board member.
- D. Dissolution. Upon the dissolution of this corporation, after payment or settlement of all debts, obligations, and liabilities of the corporation, its remaining assets shall be donated to the Moonridge Animal Park, if applicable, or to a nonprofit fund, foundation, or nonprofit corporation with similar purposes.



## **Article III. Membership**

### **Section I. Memberships Open to General Public**

Any person interested in helping Friends of the Moonridge Zoo achieve its purposes is eligible for Associate Membership.

### **Section 2. Types of Membership**

- A. Associate Member...An Associate Member is a member whose annual membership dues are current. An Associate Member may have certain privileges as set forth in the Standing Rules.
- B. Active Member...An Active Member is an Associate Member who has a minimum of 40 documented volunteer hours during the last 12 month period (fiscal year) as defined in the Standing Rules. An Active member has voting rights at the annual General Election meetings. The total Active Members will be referred to as the Active Membership.

## **Article IV Officers, Directors, and Responsibilities**

### **Section 1 Board members**

The Officers of the Friends of the Moonridge Zoo shall consist of a President, Chief Operating Officer, Vice-President, Secretary, and Treasurer. There shall be no more than Six (6) Directors, all of whom shall be elected annually by the Active Membership to one-year terms. All Board members shall be elected by the Active Membership. All Board members shall be the voting members of the Board of Directors.

The Board of Directors, including Board members, shall not exceed eleven (11) members.

The Board of Directors may remove Officers, Directors, and/or Active members for cause, by a 2/3 majority vote. Said removal shall affect only the loss of their active membership status privileges and/or office held. Expulsion of a member shall be based on the good faith determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

The office of any Director who is absent from three (3) consecutive Board meetings, or more than four (4) Board meetings in a 12 month period, shall become automatically vacant unless a leave of absence has been granted by the Board. A Director so vacating his office may be reinstated at the discretion of the Board.

The President shall annually appoint a nominating committee consisting of a minimum of one member of the Board of Directors and two members from the Active Membership. The proposed



candidates for Board membership shall be presented by mail or at a membership meeting to the Active Membership no later than August, and elections shall be held in September of each year.

## **Section 2. Officers Responsibilities**

- A. The President shall preside over meetings of the Board of Directors, Officers, the Active Membership and the Associate Membership. The President may appoint any other non-voting positions to assist the Board of Directors and to establish any committees which the President or the Board of Directors deem necessary for purposes of the corporation. The President or his/her designee shall represent the Friends of the Moonridge Zoo at appropriate community functions and meetings, and at other events related to the purposes of the corporation.
- B. The Chief Operating Officer shall assume the duties of the President when the President is absent or unable to perform the duties of the office. The C.O.O. shall also be responsible for the day to day operation of the Friends. The C.O.O. shall be responsible for overseeing specific budget areas, or other duties as assigned
- C. The Vice-President shall assume the duties of the President when the President and C.O.O. are absent or unable to perform the duties of the office. The Vice-President shall be responsible for duties as assigned.
- D. The Secretary shall be responsible for maintaining all corporate records. The Secretary shall record and prepare minutes of Board and general membership meetings, distributing copies of those minutes to all Board members within ten (10) days following the meeting in question. The Secretary shall present appropriate correspondence at meetings of the Board of Directors, Officers, Active Membership or the Associate Membership, and shall reply as directed by the President or the Board. The Secretary shall also maintain complete files of minutes and both incoming and outgoing correspondence.
- E. The Treasurer shall maintain accurate records of all finances and monetary transactions of the corporation. All monies shall be noted in the Treasurer's book(s) and deposited in Friends of the Moonridge Zoo's account(s). The Treasurer shall also keep track of special purpose donations – for specific animals, projects, etc. Such funds may be commingled in appropriate accounts for convenience, but must be noted separately in the Treasurer's reports, and the corporation shall record donors' wishes regarding use of their funds. In cases of large or unique donations, separate accounts may be established with approval of the Board of Directors. The Treasurer is subject to the supervision and control of the Board of Directors, and shall prepare and present financial reports for Board and general membership meetings, and at other times as needed or directed. The Treasurer shall also record and report the financial activities of the Investment Managers.



## **Article V. Meetings**

All meetings shall be conducted using Robert's Rules of Order as a guide.

### **Section 1. Board of Directors**

A minimum of eight (8) Board of Directors meetings scheduled a minimum of 21 days apart shall be held each calendar year. Additional meetings of the Board of Directors may be scheduled by the Board of Directors. A quorum shall consist of a majority of the Board of Directors, with a majority vote of those present required for action. The Board of Directors meetings are open to the entire membership.

### **Section 2. General Membership**

The General Membership shall be defined as including the Active and the Associate memberships. A minimum of one (1) General Membership meeting shall be held each calendar year. Additional General Membership meetings may be scheduled by the Board of Directors. A quorum shall consist of at least twenty-five (25) Active members, with a majority vote of those present required for action.

### **Section 3. Notice**

- A. The Board of Directors may establish regular days, times, and locations for general membership and Board meetings. Such regular meetings, once established, and posted at the Moonridge Animal Park and/or published in Friends publications at the beginning of the year and from time to time may require no further notice.
- B. The President at the request of a Board member may call special meetings of the general membership or the Board via written, telephone, or in-person notification, received at least forty-eight (48) hours prior to the proposed meeting.
- C. The President may poll the full Board of Directors by telephone or in person or by email on urgent issues requiring prompt Board action. Any such action shall be reported in the minutes of the next Board meeting.

## **Article VI. Board of Directors**

- A. The business of this organization shall be managed by a Board of Directors. At least one of the Directors elected shall be a resident of the State of California and a citizen of the United States.
- B. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.



- C. The Board of Directors shall have the control and management of the affairs and business of this organization.
- D. Each Board member shall have one vote.

## **Article VII. Voting**

### **Section 1. Rights**

All Active members in good standing shall be eligible to vote at general membership meetings in person, by proxy, or by absentee ballot on issues requiring a vote of the Active membership.

### **Section 2. Election of Board members**

- A. Ballots will be provided for the election of Board members. Voting member's name shall not appear on the ballot.
- B. The appointed nominating committee shall act as "Inspectors of Election" and shall provide the ballots. At the conclusion of the balloting they shall certify in writing to the Board of Directors the results.
- C. Members entitled to vote shall be permitted to vote by absentee ballot or by a written proxy executed by such person or by his or her duly authorized agent and received by the Secretary prior to elections. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law. All proxies or absentee ballots shall state the general nature of the matter to be voted on and, in the case of a proxy or absentee ballot given to vote for the election of Board members, shall list those persons who were nominees at the time the notice of the vote for election was given to the members. The outside of the envelope containing such proxy or ballot shall be clearly marked with the voter's name. Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. Any other provisions relating to proxies and absentee voting shall be set forth in the Standing Rules.

## **Article VIII. Indemnification**

The Corporation shall indemnify all persons who have served or may serve at any time as members of the Board of directors of the corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may



which these persons are made parties by reason of their being or having been Officers or Directors of the corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit, or proceeding that these persons are liable for gross negligence or willful misconduct in the performance of duty.

## **Article IX. Order of Business**

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.
8. Executive Session.

## **Article X. Amendments to Bylaws**

These By-laws may be amended or repealed and new By-laws adopted, through:

- A. Approval by the Board of Directors at a Board meeting, and,
- B. Ratification by the Active membership by a 2/3 majority of those present and voting including proxies, and absentee ballots at a general meeting.

I, the undersigned, as Secretary of the Friends of the Moonridge Zoo, certify that these Bylaws are the Bylaws of this corporation as approved by the Board of Directors on

(date) \_\_\_\_\_ and adopted by the general membership on

(date) \_\_\_\_\_.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date