

BYLAWS OF SEE TURTLES

These Bylaws of SEE Turtles (“Bylaws”) are adopted as of the date on the signature page of these Bylaws, and will serve as the bylaws for SEE Turtles, an Oregon nonprofit corporation (“Corporation”).

ARTICLE I: PURPOSE

This Corporation is organized and operated exclusively for charitable, scientific, literary, religious, or educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation is to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions).

The primary purpose of SEE Turtles is to protect endangered sea turtles throughout Latin America and North America. SEE Turtles does this by promoting and supporting sea turtle-friendly tourism, providing educational programs, and fundraising for nesting beach conservation programs.

ARTICLE II: NON-MEMBERSHIP

This Corporation will not have members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The board of directors of this Corporation (“Board of Directors”) will manage the affairs of the Corporation.

Section 2. Number. The number of board members of this Corporation (collectively the “Board Members” and individually a “Board Member”) may vary between a minimum of three and a maximum of fifteen.

Section 3. Term and Election. The term of office for Board Members is one (1) year. The term of office begins January 1 and ends December 31, unless the term is extended until a successor has been elected. A Board Member may be reelected without limitation on the number of terms that may be served. The Board of Directors shall elect its own members, except that a Board Member shall not vote on that member’s own position.

Section 4. Removal. Any Board Member may be removed, with or without cause, by a vote of two-thirds of the Board Members then in office.

Section 5. Vacancies. Vacancies on the Board of Directors and newly created Board of Directors positions will be filled by a majority vote of the Board Members then on the Board of Directors.

Section 6. Quorum and Action. A quorum at a Board meeting will be a majority of the number of Board Members prescribed by the Board of Directors, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these Bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise Board of Directors functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings. Regular meetings of the Board of Directors will be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

Section 8. Special Meetings. Special meetings of the Board of Directors will be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, will be delivered to each Board Member by any reasonable means at least two days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Board Member at the address shown in the corporate records, is effective when mailed.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications, or electronic means if all Board Members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director can immediately send messages to all other participating directors. All participating directors must be informed that a meeting is taking place at which official business may be transacted.

Section 10. Action by Consent. The Board of Directors may approve any action required or permitted by law to be taken at a meeting without a meeting by obtaining a signed writing from each Board Member that sets forth the action to be taken or so taken. Writing includes communications that are transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Board Member with the intent to sign.

Section 11. No Salary. Board Members will not receive compensation for their Board of Directors services, but may be reimbursed for expenses related to such service.

ARTICLE IV: COMMITTEES

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the authority to make on-going

decisions between Board of Directors meetings and shall have the authority to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish other committees that it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any authority of the Board of Directors must be composed of two or more Board Members, elected by the Board of Directors by a majority vote.

Section 4. Quorum and Action. A quorum at a committee meeting exercising Board authority will be a majority of all committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Board Members present.

Section 5. Limitations on the Authority of Committees. No committee may: (i) authorize payment of a dividend or any part of the income or profit of the Corporation to its directors or officers; (ii) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor (iv) adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. Titles. The officers of this Corporation will be the President, Secretary, and Treasurer.

Section 2. Election. The Board of Directors shall elect the officers to serve one-year terms. The term of office begins January 1 and ends December 31, unless specified otherwise. An officer may be reelected without limitation on the number of terms that may be served.

Section 3. Vacancy. A vacancy of any office must be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents, or employees that the Board deems necessary and desirable. They shall hold their offices for such terms and have such authority or perform such duties as determined by the Board of Directors.

Section 5. President. The President shall be the chief officer of the Corporation and shall act as the chair of the Board of Directors. The President will have any other powers or duties prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall be responsible for and oversee all recordkeeping. The Secretary will have any other duties prescribed by the Board of Directors.

Section 7. Treasurer. The Treasurer shall be responsible for and oversee all corporate funds. The Treasurer will have any other duties prescribed by the Board of Directors.

ARTICLE VI: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Board Member must be given at least two days notice of the date, time, and place of the meeting that the proposed amendment is to be considered, and the notice must state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and must contain a copy of the proposed amendment.

ARTICLE VII: CORPORATE INDEMNITY

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, employee, volunteer, or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the Corporation. No amendment to this Article that limits the Corporation’s obligation to indemnify any person will have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date that notice of the amendment is given to the person. The Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification substantively, procedurally, and otherwise.

I certify that these Bylaws are a true copy of the bylaws of this Corporation.

Name

Date adopted

Title

Signature