ARTICLES OF INCORPORATION
of
SAN DIEGO COUNTY WILDLIFE FEDERATION, Inc.

20 October, 2003

I. NAME

The name of the Corporation is The San Diego County Wildlife Federation, Inc, an organization of bona-fide clubs and/or organizations dedicated to the principles and objectives set forth hereinafter.

II OBJECTIVES

To foster the maintenance, development, restoration and conservation of wildlife and other natural resources. This is to be accomplished by educating and keeping the general public and our elected and appointed representatives informed. The end result would be that maximum recreational opportunity be provided each person, according to his own desires. To do all in the SDCWF's power to protect and advance the interests of hunting, angling, shooting sports, falconers, the training, testing and trialing of dogs as a conservation tool and other related outdoor activities as defined by SDCWF.

III INCORPORATION

This corporation is organized pursuant to the general non-profit corporation laws of the State of California.

IV. LOCATION

The principal office of this corporation shall be located in the County of San Diego, State of California.

V. EXISTING ORGANIZATION

The members of the San Diego County Wildlife Federation, previously known as the Federated Sportsmen of San Diego County, an unincorporated organization, do hereby choose to incorporate and associate themselves together.

Unless hereinafter stipulated in the Bylaws, all business shall be conducted (*generally*) as set forth in Robert's Rules of Order, Revised. This Corporation shall operate on a fiscal year to be January 1st to December 31st, and a tax statement to be filed by April 15th.

BYLAWS
OF
SAN DIEGO COUNTY WILDLIFE FEDERATION

ARTICLE I

Name

The name of this non-profit corporation shall be San Diego County Wildlife Federation (SDCWF).

ARTICLE II

Principal Office

The principal office of this corporation shall be located in San Diego County, State of California.

ARTICLE III

Purpose

To create a federation of clubs and/or organizations dedicated to the maintenance, development, restoration and conservation of wildlife habitat and wildlife through education of people. As used in this context, conservation is defined as the wise use of natural resources. Uses may include hunting, angling, shooting sports, falconers, the training, testing and trialing of dogs as a conservation tool, and any similar activities that are not harmful to the resources and are of benefit to the people.

ARTICLE IV

Membership

Section 1. Membership Qualification. Applicants who would qualify for membership are organizations or clubs whose primary purpose(s) is/are approved by SDCWF. No clubs, organizations or people whose goals are not in accordance with SDCWF's beliefs and/or which have an anti-hunting bias will be accepted for membership.

Section 2: Application for Membership. Each applicant applying for membership shall apply on a form as approved by the Federation Board of Directors, which shall provide that the applicant agrees to abide by the Articles, Constitution and By-laws of the SDCWF. The application shall state the name, address and occupation of the applicant, and it shall carry the endorsement of two SDCWF members.
Applicant shall submit a cover letter with the Membership Application form:

1). confirming the organization's proof of qualification to become a member of the SDCWF by stating the 'purpose of their organization' and

2.) appointing a 'Primary' delegate and an 'Alternate' delegate, giving said delegates the authority to vote on behalf of the applying organization.

Applicants that are local representatives of State/National organizations should state how that parent organization's Bylaws/Charter/Constitution, etc. maybe reviewed/obtained.
Applicants with no State/National affiliation may enclose a copy of their Bylaws/Charter/Constitution.
All applications are to be filed with the Secretary and each application is to be read at the first meeting of the Board of Directors after its receipt. At the following Board of Directors meeting with a quorum present, the application will be voted upon and affirmative votes of a majority (51%) of the Board of Directors at that meeting shall be required in order to approve the applicant. All Members shall be on the Board of Directors.

Section 3. Dues and Fees. Dues shall be set by majority vote of the Board of Directors at the January meeting. Any Member Organization/ Club whose dues are delinquent shall cease to be in good standing and shall be dropped from the rolls of the SDCWF as of March 31st. If any new Organization/Club joins during the fiscal year their dues shall be prorated by the months remaining in the year.

Section 4. Voting Rights. Voting rights shall be limited to Members in good standing on the basis of one vote only per organization/club. The Primary delegate or his duly appointed Alternate must be a member in good standing of the organization/club represented and shall cast his vote from the floor in person. At no time will any delegate represent more than one (1) club or have more than (1) vote. Any meeting where Articles of Incorporation/Bylaws issues are to be voted on requires one (1) month advance notice and a quorum must be present.

Section 5: Termination of Membership. Membership may be terminated:

a. By Resignation: Any member in good standing may resign from the SDCWF upon written notice to the Secretary; but no member may resign when in debt to the SDCWF. Dues obligations are considered a debt to the SDCWF and they become incurred on the first day of each fiscal year. Upon resignation, all outstanding obligations to the SDCWF become immediately due.

b. By Lapsing: A membership will be considered as lapsed and automatically terminated if such Member's dues remain unpaid 90 days after the first day of the fiscal year; however, the Board of Directors may grant an additional 90 days of grace to such delinquent members in meritorious cases, and which will be reviewed on a case-by-case basis. In no case may a Director be entitled to vote at any SDCWF meeting whose dues are unpaid as of the date of the meeting.

c. By Expulsion: Expulsion of a member from the SDCWF may be accomplished only at a meeting of the SDCWF, following a Board of Directors hearing and upon the Board's recommendation. Such proceeding may occur at a regular or special meeting of the SDCWF to be held within 60 days but not earlier than 30 days after the date of the Board of Directors' recommendation of expulsion. The President shall read the charges and the Board of Directors' findings and recommendations, and shall invite the accused member, if present, to speak on his/her own behalf if he/she wishes. The members shall then vote by secret, written ballot on the proposed expulsion. A majority of the quorum of the Board of Directors described above shall be necessary for expulsion. If expulsion is not so voted, the Board of Directors' suspension shall stand. Board of Directors shall determine the term of suspension with a separate vote.

d: Termination for Cause: A member who ceases to meet the qualifications for membership shall be removed from the membership roll. A member who makes false statements on the membership application or whose conduct is deemed detrimental to the principles of SDCWF may be dropped from membership by a majority vote of the Board of Directors.

ARTICLE V

Meetings

Section 1. Regular Meetings. Regular meetings shall be held as scheduled each month. The President may call special meetings. The SDCWF President shall introduce visitors and guests at the beginning of the meeting.

Section 2. Special Meetings. The President may call a special meeting at the request of any three members. A written notification of this meeting shall be sent to all members prior to the meeting.

Section 3. Quorum. At any regularly scheduled or duly notified special meeting a QUORUM will consist of either:

1. Attendance by at least 30% of the Board of Directors with at least one duly elected Officer present. or
2. Attendance by at least a simple majority of the duly elected Officers.

ARTICLE VI

Elections

Section 1. Nominating Committee. The President shall appoint a Nominating Committee consisting of not less than three regular members in good standing at the regular October meeting. The nominating committee shall make its report during the regular November meeting at which time nominations shall be closed from the floor.

Section 2. Close of Nominations. Nominations shall be closed at the end of the November meeting. No person shall be nominated without his or her consent. Elections shall be held at the regular December Meeting and the newly elected officers shall be installed at the first meeting in January.

Section 3: Voting. Each member in good standing whose dues are paid for the current year shall be entitled to one vote at any election of the SDCWF. Voting shall be done by written ballots at the January Meeting. These ballots must be maintained for a year.

ARTICLE VII

Board of Directors

Section 1: Board of Directors The Board of Directors shall be comprised of the President, Vice President, Secretary and Treasurer, all of whom shall be elected for two-year terms at the SDCWF January meeting and shall serve until their successors are elected, and all Members at Large, all of whom shall be members in good standing. General management of SDCWF's affairs shall be entrusted to the Board of Directors.

Section 2. Conduct of Business. The Board of Directors shall conduct all business. They shall hold, administer, expend funds, control property and establish policy of the SDCWF subject to ratification of the regular Member Clubs. The Board of Directors may enact such rules as required to conduct business, provided such rules are not in conflict with the laws of the State of California, Articles of Incorporation of SDCWF and its bylaws.

ARTICLE VIII

Officers and Duties

Section 1. Officers & Duties The officers of the SDCWF shall be elected from members in good standing, and terms shall run from the January meeting to December 31st, for a period of two years. Any member, with the exception of the presiding officer, shall be empowered to make or second a motion

The Officers shall be:

a. PRESIDENT: The President shall preside over all meetings of the SDCWF, and shall perform such duties as pertain to that office. The President shall generally supervise the affairs of the SDCWF and appoint committees as required.

b. VICE PRESIDENT: The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity. Vice President shall have the responsibility for new membership development and maintaining the current memberships.

c. SECRETARY: The Secretary shall keep a record of all meetings of the SDCWF and of the Board of Directors and of all matters of which a record shall be ordered by the SDCWF. The Secretary shall have charge of the correspondence, notify members of meetings, notify new members of their approval of membership, notify officers and directors of their election to office, keep a roll of the members of the SDCWF with their addresses, and carry out such other duties as are prescribed in these by-laws. The secretary shall file with the Secretary of State not later than the January meeting, a statement of the names of the Officers and the address, including the County, of the principal office, and all such reports and forms as may be required by law. The secretary shall make available to the members all correspondence received and/or written since the last meeting.

d. TREASURER: The Treasurer shall be responsible for all funds, securities and possessions of the Corporation and shall keep an accurate record thereof, subject to inspection by the Board of Directors. The treasurer shall submit at each regular meeting a written financial statement showing an itemized account of all expenditures, receipts, for all funds and retain a copy thereof. The Treasurer or President shall sign all checks in payment for expenditures as approved by the Board of Directors. The Treasurer shall notify members of dues payable and advise the secretary of any members becoming delinquent. Any checks in the amount of $1000.00 or more will be required to have both the Treasurer and President's signatures. In case of an emergency, the Vice President shall have approval to sign checks. At the January meeting the Treasurer shall submit a financial report for the past fiscal year for review by all of the members. An Audit Committee will be appointed at the September Meeting of each year to audit the finances. This audit report will be reported at the November Meeting.

Section 2: Vacancies. Any vacancies occurring on the Board of Directors or among the offices during the year shall be filled until the next annual election by a majority vote of all the members of the Board of Directors at its regular meeting following the creation of such vacancy, or at a Special Board of Directors meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice President and the resulting vacancy in the office of Vice President shall be filled by the manner above.

ARTICLE IX

Affiliations

SDCWF may affiliate with any other organizations or clubs as the Board of Directors may determine.

ARTICLE X

Amendments

These Bylaws may be modified, altered or amended by a two-thirds majority of the Board of Directors present at the next regular meeting following the regular meeting during which the amendments or modifying action was presented.

ARTICLE XI

Fiscal Year

This Corporation shall operate on a fiscal year to be January 1st to December 31st and a tax statement to be filed by April 15th.

ARTICLE XII

Rules of Order

Except as otherwise provided in the Bylaws, or prohibited by California law, all meetings of the members, the board of directors and committees shall be governed by "Robert's Rules of Order, Revised", insofar as they are appropriate.