



Fraternity of the Desert Bighorn BY-LAWS

Amended November 19, 2025

1. Organization Mission Statement:

Fraternity of The Desert Bighorn ("FDB") is an organization unselfishly dedicated to the welfare and conservation of Desert Bighorn and Nevada's wildlife.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. Membership Requirement:

- A. All persons who subscribe to the Mission Statement of the FDB are eligible for membership.
- B. The Board of Directors ("Board") shall determine the frequency of membership meetings and the time and place of such meetings. Only members over the age of 18 and in good standing may vote on matters in which members are entitled to vote.
- C. The Secretary shall (1) correspond confirmation notifications of membership to new members; and (2) send renewal notices annually to members and acknowledge receipt of renewal dues, if applicable. This action may be taken by the Secretary in coordination with the Wild Sheep Foundation or other Non-Government Organizations which support FDB.

3. Officers and Elections:

- A. There shall be four officers ("Officers"): President, Vice President, Secretary and Treasurer. The Officers shall be known as the Executive Committee. Each of the Officers shall be members of the Board and members of FDB.
- B. Nominations and elections of Officers shall be made at a meeting of the members in August unless otherwise determined by the Board.
- C. The President shall conduct the elections during the August membership meeting. If the President is a candidate, then the Vice President shall conduct the election. If both the

President and the Vice President are candidates, then the elections shall be conducted by a member selected by majority vote of the Board.

- D. Each Officer shall serve a term of two (2) years beginning September 1st and ending on August 31st after two (2) years.
- E. Any Officer missing more than three (3) meetings in a row without due cause may be removed and/or replaced by a three-quarter (3/4) vote of the Board excluding the vote of the Board member who is the Officer proposed to be removed and/or replaced.

4. Directors:

- A. The Directors shall in all cases act as a Board, regularly convened, and may adopt such rules and regulations for the conduct of meetings, the operating guidelines, and for making distributions of corporate funds for the purposes described herein, as the Board may deem proper, not inconsistent with these Bylaws, the Articles of Incorporation and the laws of the State of Nevada or the Internal Revenue Code. The Directors are responsible for policy setting, fiscal guidance, and ongoing governance, and will regularly review the organization's policies, programs and operations.
- B. The Board of Directors shall consist of the Executive Committee and up to nine (9) additional members of FDB in good standing. Proposed directors of the Board shall be nominated by the President and elected by a two-thirds (2/3) vote of the members present at the September membership meeting or at such other membership meeting designated by a majority of the directors with at least fifteen (15) days' notice. The number of directors on the Board may be adjusted by the Board by majority vote from time to time but shall not exceed thirteen (13) members. Directors shall serve staggered two-year terms.
- C. A director may resign with written notice to the other directors. A director may be removed with or without cause by a vote of two-third (2/3rds) of the other directors, excluding the director to be removed.
- D. In the event of a vacancy of a director, the President shall nominate a replacement director and the proposed director must be elected by a two-thirds (2/3) vote of the members present at the membership meeting called for the purpose of electing a director to the Board. The Board of Directors shall have full authority to act even though one or more vacancies on the Board may exist.
- E. The Board shall meet monthly or at such other intervals as determined by the majority of the directors. Special Board meetings may be called by any director.
 - The monthly Board of Directors meeting shall include:
 - A Quorum of Directors
 - Approval of the prior meeting's minutes
 - The treasurer's report identifying the current standing of all accounts and other relevant financial matters
 - New business
 - Scheduling of next Membership and Board of Directors meeting

- Meeting Minutes from each of the Board of Directors meetings shall be taken, approved at the next meeting and retained.
 - Motions of any kind may be carried by simple majority vote of Directors
- F. A majority of the directors of the Board is required to constitute a quorum for the Board to act. Unless otherwise specified herein, action by the Board requires a vote of a majority of the directors.
- G. Except as otherwise provided, amendments to the Bylaws, Articles of Organization, or any other governing documents of FDB require thirty (30) days review period by the Board of Directors. Adoption of amendments shall require a vote of three-quarters (3/4) of the directors.
- H. The Board shall review the Bylaws annually at the February meeting of the Board unless otherwise determined by a majority of the directors.
- I. FDB may only be dissolved by a vote of three-quarters (3/4) of all of the directors. Upon dissolution of FDB, the Board shall liquidate all assets and shall pay and discharge any debts and liabilities of FDB. Thereafter, any remaining proceeds shall be donated to one or more regularly organized and qualified Section 501 (c) (3) organizations to benefit, conserve and protect the habitat of desert bighorn sheep in Nevada.
- J. The Board of Directors may act by written consent without a meeting provided that the number of directors that would otherwise be required to take action agree to such action. Upon execution of the written consent, a copy of the action shall be delivered to all directors.

5. Order of Business:

- All business shall be governed by "Robert's Rules of Order."

6. Contracts, Loans, Use of Funds:

- The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of FDB, and such authority may be general or confined to specific instances.
- All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of FDB shall be signed by such officer or officers, agent or agents of FDB and in such manner as shall from time to time be determined by resolutions of the Board of Directors. Consent of the Board is required for any expenditure in excess of two thousand dollars (\$2,000).
- No loans shall be contracted on behalf of FDB and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.
- The finances of FDB will be audited as desirable or necessary but shall be done at a minimum once every three (3) years, to participate in possible local, state, or federal grants and as otherwise may be required to comply with the Internal Revenue Code of 1986, as amended

in order to qualify as a non-profit corporation under 501 (c)(3). All financial resources and obligations will be subject to disclosure as requested by any member. Audits will be prepared in conformity with generally accepted accounting principles and will be accompanied by a report of an independent certified public accountant and will be reviewed by the Board of Directors.

7. Standing Committees:

- The Standing Committees shall consist of the Executive Committee, Endowment Committee, Banquet Committee, and Conservation Committee, or any special committee created by the Board. The Board shall assign and direct all actions and responsibilities of the Standing Committees. At least one Director shall serve on each Committee. Upon request, a Standing Committee shall provide a report to the Board.
 - Executive Committee: The Executive Committee shall conduct and manage the affairs of FDB as directed by the Board and is responsible for conducting the business of the organization. The Executive Committee shall provide organizational direction and advice to the Board on decisions and business matters including strategic planning and policy development.
 - Endowment Committee:
 - a The Endowment Committee shall manage the endowment fund and all other investment funds. The Board has established an Endowment Committee Charter setting forth the responsibilities of the Endowment Committee which it may amend from time to time by a majority vote of the directors.
 - b The number of Endowment Committee members shall consist of at least four (4) members, of which at least three (3) members of FDB in good standing shall be from the general membership of FDB and who are not directors, and the other member shall be a director of FDB. The President shall nominate members to fill the available positions of the Endowment Committee and the nominees must be approved by the Executive Committee by majority vote. The Board of Directors shall select an Investment Manager to manage the funds of FDB and such Manager shall assist the Endowment Committee in its responsibilities. It is preferred, but not required, that one (1) member of the Endowment Committee be a professional advisor such as an attorney, certified public accountant, banker, or a financial advisor or investment manager.
 - c The members of the Endowment Committee shall serve for a three-year staggered term beginning September 1 and ending August 31. Each Endowment Committee member appointed to a new term shall serve as the designated representative of the Endowment Committee for the first year of each three-year term. The President shall nominate and submit for approval by the Executive Committee any replacement to serve the remaining term for a resigning committee member.
 - Banquet Committee: The Banquet Committee shall plan, budget, organize and conduct the annual fund-raising banquet.

- Special Committee(s): All active special committees shall, as requested by the board of directors, provide a report directly to the Board.

8. Conflict of Interest:

- No board member, staff member, or volunteer shall participate in any decision-making process where their personal, professional, or financial interests may conflict with the interests of The Fraternity of the Desert Bighorn. Any potential or actual conflict of interest must be disclosed to the President and addressed in a manner that prioritizes the organization's best interests.

9. Whistleblower Policy:

- The Fraternity of the Desert Bighorn encourages the reporting of suspected illegal or unethical conduct. No staff member, board member, or volunteer shall be subject to retaliation for reporting such concerns in good faith. Reports should be made to any member of the Executive Committee and will be investigated appropriately. Confidentiality will be maintained to the extent possible, consistent with the need to conduct an effective investigation.

10. Force Majeure:

- Upon an unforeseen circumstance that may occur, such as pandemic or other acts of God, the Board shall have the authority by a three-quarters (3/4) majority vote of the seated Board to temporarily supersede all required meetings, including elections and set term limits of the Board or Standing Committee.

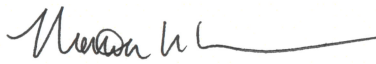
These Amended Bylaws for the Fraternity of the Desert Bighorn were approved by the Board of Directors on November 19th, 2025, and reviewed on August 20th, 2025.

 11/19/25

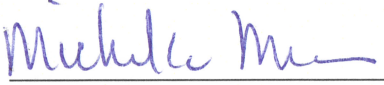
President Date

No Current Secretary

Secretary Date

 11/19/2025

Vice President Date

 11/19/25

Treasurer Date