

May 2003

AMENDED AND RESTATED BYLAWS

OF

THE MULE DEER FOUNDATION,
a California nonprofit corporation

ARTICLE I
OFFICES

Section 1.01. PRINCIPAL OFFICE.

The principal office of the Corporation for its transaction of business is presently located at 1005 Terminal Way, Suite 170, Reno, Washoe County, Nevada, but, at the pleasure of the Board of Directors, there may be other principal offices of the Corporation at more than one location.

Section 1.02. CHANGE OF ADDRESS.

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another within the United States of America. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to these Bylaws.

ARTICLE II

Section 2.01 PURPOSE

The purpose of The Mule Deer Foundation is to ensure the conservation of mule and blacktail deer and their habitats. The Board of Directors shall maintain a mission statement, goals and objectives to further define and help accomplish this purpose.

ARTICLE III
MEMBERS

Section 3.01. CLASSIFICATION OF MEMBERS.

The Corporation shall have no statutory members within the meaning of the California Corporation Code section 5056. However, the Corporation may have many different membership categories for nonstatutory members to meet the mission of the Corporation. These categories may change periodically as determined by the Board of Directors. Members shall not be entitled to vote with regard to the affairs of the Corporation and any reference to "Member" or "membership" in these Bylaws shall not constitute anyone a Member within the meaning of Section 5056 of the California Corporations Code.

Section 3.02. ELIGIBILITY AND QUALIFICATION FOR MEMBERSHIP

Any person who agrees to be bound by the Articles of Incorporation, Bylaws, and such other rules and regulations as the Directors may from time to time adopt, is eligible for membership in this Corporation.

Section 3.03. ADMISSION TO MEMBERSHIP.

Any person who is eligible and qualifies for membership shall be admitted to membership only on the approval of the Board of Directors (or, at the direction of the Board of Directors, of a Membership Committee) of an application submitted by such person in such form and in such manner as prescribed by the Board of Directors, and on the payment of application fees and the first annual dues as determined according to Sections 3.04 and 3.05 of these Bylaws.

Section 3.04. MEMBERSHIP FEE.

There shall be a fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Such application fee shall be nonrefundable.

Section 3.05. RENEWAL DUES.

The annual renewal dues payable to the Corporation by Members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable annually at such time or times as may be fixed by the Board of Directors. A Member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the Member is, by contract or otherwise, liable for the dues.

Section 3.06. ASSESSMENTS.

Membership shall be nonassessable.

Section 3.07. NUMBER OF MEMBERS.

There shall be no limit on the number of Members the Corporation may admit.

Section 3.08. TRANSFERABILITY OF MEMBERSHIP.

Neither the membership of the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 3.09. MEMBERSHIP BOOK.

The Corporation shall keep, in written and/or electronic form, membership records containing the name, address and class of each Member. The records shall also contain the fact of termination and the date on which such membership ceased. The records shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 10.01 of these Bylaws.

Section 3.10. MEMBERS NOT PERMITTED TO EXERCISE RIGHTS OF INSPECTION.

The rights of inspection set forth in Sections 10.01 through 10.03 of these Bylaws may not be exercised by any Member, other than a Member who is also a Director on the Board of Directors.

Section 3.11. NONLIABILITY OF MEMBERS.

A Member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the Corporation.

Section 3.12. TERMINATION OF MEMBERSHIP.

(a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of membership;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a Member;
- (4) The nonpayment of dues within thirty (30) days of the due date thereof;
- (5) The termination of all memberships of any class of Members upon the amendment of these Bylaws permitting the termination;
- (6) A majority vote of the directors can remove a Member from membership.

(b) Effect of Termination. All rights of a Member in the Corporation and in its property shall cease on the termination of such Member's membership. Termination shall not relieve the Member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or an obligation arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.01. PLACE.

Meetings of Members, if any, shall be held at the principal office of the Corporation or at such location within or outside the State of California as may be designated from time to time by resolution of the Board of Directors; provided, however, that Members shall not be entitled at such meetings to vote with regard to the affairs of the Corporation.

Section 4.02. REGULAR MEETINGS.

Regular meetings of the Members shall not be held.

Section 4.03. SPECIAL MEETINGS.

Because the Members have no voting rights, the Corporation shall be under no obligation to hold meetings of Members. However, special meetings of Members may be called by the Board of Directors, or by any person designated by the Board of Directors, from time to time, and held at such location as is fixed in Section 4.01; provided, however, that Members shall not be entitled to vote at such meetings with regard to the affairs of the Corporation.

Section 4.04. NOTICE OF MEETINGS.

Written notice of meetings of Members shall be given in such manner as shall be approved by the Board of Directors.

Section 4.05. CONDUCT OF MEETINGS.

- (a) Chairman. Any person chosen by a majority of the Directors of the Board shall be Chairman of and shall preside over the meetings of the Members for one year.
- (b) Secretary of Meetings. The Secretary of the Corporation shall act as the Secretary of all meetings of Members; the Chairman of the meetings of Members can appoint another person to act as Secretary of the meetings.
- (c) Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law.

ARTICLE V
DIRECTORS

Section 5.01. POWERS.

(a) General Corporate Powers. Subject to the limitations of the laws of the State of California, the Articles of Incorporation, and these Bylaws, the business and affairs of the Corporation shall be controlled and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to these general powers, the Board of Directors shall have the following powers and duties:

(1) To appoint and remove all officers and all agents and employees of the Corporation and to prescribe their duties, fix their compensation, and require from them security for faithful service of their duties.

(2) To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefor not inconsistent with the law, with the Articles of Incorporation, or the Bylaws, as they may deem best.

(3) To borrow money and incur indebtedness for the purpose of the Corporation, and cause to be executed and delivered, for the Corporation's purposes and in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities therefor.

(4) To exercise all other powers conferred by the Nonprofit Corporation Law of the State of California and not otherwise limited by these Bylaws.

(5) Except for appointing or removing the President/CEO/CEO and fixing his/her compensation, the Board of Directors may transfer any or all of the above stated powers to a President/CEO/CEO.

Section 5.02. NUMBER AND QUALIFICATION OF DIRECTORS.

(a) Number of Directors. The number of Directors shall not be less than eleven (11) nor more than nineteen (19), with the exact number to be fixed from time to time by the Board of Directors.

(b) Qualification of Directors. The Directors shall be Members of the Corporation and shall be persons who have demonstrated:

(1) Support of the purpose of the Corporation;

- (2) Capability to assume fiduciary and financial responsibility;
- (3) Diverse skills in business, conservation, research, education, management, marketing, real estate, accounting, law, technology or other fields that may be of importance;
- (4) Life experience that will aid the organization to establish lasting and effective relationships in the conservation arena; and
- (5) A commitment to dedicate time for accomplishing Mule Deer Foundation work.

(c) Director as Officer or Employee. Except in the event of an emergency, as determined by the Board of Directors, no person shall serve as a Director of the Corporation at the same time he/she is either an officer or employee of the Corporation.

(d) Conflict of Interest

1.) Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the corporation while serving in such capacity.

2.) Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action.

3.) Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.

4.) Director as an Interested Person. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors, at any time, may be interested persons as defined in Section 5227 of the California Corporations Code, which defines "interested persons" as either:

- (i) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

- (ii) Any brother, sister, ancestor, descendant, spouse, brother in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.
- (e) Chairman. Any Director chosen by a majority of the Directors of the Board of Directors shall be Chairman of the Board and preside over the meetings of the Board for one year. The responsibilities of the Chairman include:
 - (1) Presides over meetings of the Board and the executive committee.
 - (2) Serves as the principal representative of the Board in communications with the President/CEO of the Corporation.
 - (3) Often represents the Corporation in interacting with leaders and representatives of other agencies, corporations, or organizations.
 - (4) Votes on motions before the Board when necessary to avoid a tie vote.
 - (5) Establishes Board Committees and assigns or dismisses Board members in serving on such committees.
- (f) Vice Chairman. Any Director chosen by a majority of the Directors of the Board of Directors shall be Vice-Chairman of the Board and shall preside over the meetings of the Board in the absence of the Chairman.

Section 5.03. TERM OF OFFICE, VACANCIES, AND ELECTION OF DIRECTORS.

- (a) Term of Office. Each Director shall hold office for a period of three years, or as otherwise specified, and until a qualified successor Director has been elected. Each Director's period in office shall commence on the first day of January, following his or her election, unless otherwise directed by the Board. Directors shall be limited to serving two consecutive three-year terms, but may be reelected after having been off the Board for one election year, not to be less than twelve calendar months.
- (b) Resignation of Director. Any Director may resign by giving written notice to the Chairman of the Board of Directors, the President/CEO, the Secretary, or the Board of Directors of the Corporation. The resignation will be effective immediately unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- (c) Removal With or Without Cause. Any Director may be removed for cause in accordance with the provisions of California Corporations Code sections 5221 and

5223, or without cause in accordance with the provisions of California Corporations Code section 5222.

(d) Vacancies in the Board.

(1) Vacancies on the Board of Directors shall exist on the death, resignation, removal, or expiration of the term of any Director, whenever the number of Directors authorized is increased, and on the failure of the Directors in any election to elect the requisite number of Directors. In the case of the death, resignation or removal of any Director, the remaining Members of the Board of Directors shall fill such a vacancy by the process in section 5.03(e).

(e) Election of Directors.

NOMINATIONS:

(1) Where one or more vacancies exist, the Board shall nominate an appropriate number of candidates at the third quarter Board meeting, or as otherwise directed by the Board.

(2) Each existing Director shall be entitled and encouraged to recommend prospective Board members, whose names will be maintained on a roster of Board prospects to be maintained by the chairman of the Board Recruitment Committee.

(3) In order for a prospect to be considered for a Board position, he/she must submit to the Corporation's headquarters, or corporate counsel's business office, or an existing Board member of the Corporation a completed nomination questionnaire that includes their qualifications for Director, by July 1 or as otherwise directed by the Board of directors. At the third quarter Board meeting the Board shall nominate a slate of Board candidates.

(4) Unless otherwise directed by the Board, the President/CEO or corporate counsel shall prepare a secret ballot listing the nominees for the vacant Director's office. The President/CEO or corporate counsel shall mail the secret ballot to each existing Director at his or her last known address no later than fourteen (14) days before the date set for the close of the election.

BALLOT PROCEDURE:

(1) The procedure for completing and submitting a secret ballot is as follows:

(i) Place an “X” in the box next to the nominee(s) of your choice. (The number of boxes you mark depends on the number of vacancies);

(ii) Place your voted secret ballot inside the envelope marked “CONFIDENTIAL”; place the “CONFIDENTIAL” envelope inside the envelope addressed “President/CEO, The Mule Deer Foundation”; then place your signature on the front upper left hand corner of the envelope addressed “President/CEO, The Mule Deer Foundation.”

(2) Each existing Director shall be entitled to vote for one nominee per vacancy listed on the secret ballot and in no event shall the Director be entitled to vote for the same nominee twice if more than one vacancy exists. After placing his or her vote(s) on the secret ballot, the Director shall return the secret ballot to the President/CEO or corporate counsel, at the Corporation's headquarters office or counsel’s business office, no later than the date set for the fourth quarter meeting, or as otherwise directed by the Board. A ballot received after the date set for the close of election or which is personally delivered to the Corporation after the date set for the close of the election shall be invalid.

(3) The President/CEO and two Directors appointed by the Board of Directors and the head of the Corporation's office staff or corporate counsel shall accumulate and count all secret ballots received on or before the date set for the close of the election. The votes shall be tabulated, excluding any spoiled ballots, and depending on the number of vacancies to be filled, the nominee(s) receiving the highest number of votes shall become the new Director(s), provided that a nominee to be elected must receive votes greater than fifty percent (50%) of the total number of directors then in office. No election shall be valid and no director shall be elected unless at least sixty percent (60%) of all Directors then in office, vote and return unspoiled secret ballots to the President/CEO, or corporate counsel, on or before the date set for the close of the election.

(4) Tie votes or in a case where not all vacant director positions are filled, a follow-up vote may take place by open forum or secret ballot at the 4th quarter Board meeting, or as otherwise directed by the Board, and the voting may continue until all vacant director positions are filled.

Section 5.04. MEETINGS.

(a) Regular Meetings. Regular meetings of the Board shall be held quarterly, or as otherwise designated by the Board of Directors, at the hour and place designated by the Board. One regular meeting of the Board of directors shall be an annual meeting for review of the annual report (section 10.04).

(b) Place of Meetings. Meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by the Board by notice of the meeting or, if not designated or there is no notice, at the principal executive office of the Corporation.

(c) Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(d) Voting by Proxy. Any Director unable to attend a regular or special meeting either by personal appearance or by phone may submit his proxy vote by mail, facsimile or email to either the Chairman of the Board or Corporation headquarters. Proxy forms, listing agenda items only, will be furnished to each Board member in advance of the meeting date. Completed proxy forms must be returned to either the Chairman of the Board or Corporation headquarters by one of the methods described herein prior to the scheduled meeting date and time. Proxy votes do not count towards establishing a quorum.

Section 5.05. SPECIAL MEETINGS.

(a) Authority to Call. Special meetings of the Board, for any reason, may be called at any time by the Chairman of the Board or by a majority of the Board of Directors.

(b) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by personal delivery, by first-class mail, postage prepaid, by telephone communication, or by telegram, charges prepaid. All such notices shall be given or sent to the respective Director's address or telephone number as shown on the records of the Corporation.

(c) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least seven (7) days before the time set for the meeting. Notice given by personal delivery, telephone, or telegraph company at least forty-eight (48) hours before the time set for the meeting.

(d) Notice Contents. Notices shall state the time and place of the meeting and the business to be transacted, as required by these Bylaws.

(e) Waiver of Notice. Notice of a meeting need not be given to any Director who signed a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends a meeting without protesting, prior thereto or at its commencement, such lack of notice to the Director.

- (f) Minutes shall be taken in accordance with section 10.03.
- (g) A Board of Directors meeting will not be valid unless there is strict compliance with the above procedure.

Section 5.06. QUORUM.

A majority of the number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Tendered proxy votes do not count towards establishing a quorum. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law as to:

- (1) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest;
- (2) Approval of certain transactions between corporations having common directorships;
- (3) Creation of an appointments to committees of the Board; and
- (4) Indemnification of Directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding a withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.07. ADJOURNMENT FOR LACK OF QUORUM.

In the absence of a quorum, any meeting of the Board of Directors may be adjourned to another time and place by the vote of a majority of the Directors, but no other business may be transacted except as provided in Section 5.06 of these Bylaws. If the meeting is adjourned for more than 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.

Section 5.08. ATTENDANCE.

A Director shall attend all meetings of the Board unless his absence is reasonably justified and he has been excused by the Chairman or Vice-Chairman prior to the meeting. Attendance, in any event, shall be sufficient to insure orientation, active participation, and involvement in the governing of the Corporation. A Director whom has fifty percent (50%) unexcused absences from regular meetings during any year may be removed as a Director.

Section 5.09. ACTION WITHOUT A MEETING.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors, individually or collectively, consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 5.10. COMPENSATION OF DIRECTORS.

Directors shall serve with or without compensation, including reimbursement for actual and necessary expenses incurred as a Board Member, as may be authorized by the Board. This Section shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5.11. EXECUTIVE COMMITTEE.

Unless the Board of Directors shall hereafter deem it inadvisable, this Corporation's Board of Directors shall elect and maintain an Executive Committee as follows:

(a) Number of Committee Members. The authorized number of Board Members on the Executive Committee shall not be less than three (3), consisting of at least the Chairman and Vice Chairman, with the exact number to be fixed from time to time by the Board of Directors.

(b) Qualification of Additional Executive Committee Members. Any Director of the Corporation is qualified to serve on this Corporation's Executive Committee. The current Chairmen Emeritus of the Board of Directors may serve as a member of the Executive Committee. All Chairmen Emeritus may serve as either consultants or advisors, and the Board of Directors shall determine by a majority vote whether each Chairman Emeritus is to serve as an active Member of the Executive Committee or as a consultant or advisor to the Executive Committee. A consultant or advisor to the Executive Committee shall not have voting powers.

(c) Term of Office. Each Member of the Executive Committee shall be elected by the Board of Directors and shall hold office at the discretion of the Board of Directors for one year.

(d) Vacancies. The Corporation's Board of Directors may fill vacancies on the Executive Committee.

(e) Authority of Executive Committee. Subject to the provisions of Section 311 of the California Corporations Code and any limitations the Corporation's Board of Directors may place upon the authority of the Executive Committee, the Executive Committee shall have all the authority of the Board of Directors of this Corporation.

(f) Chairman. The Chairman of the Corporation's Board of Directors shall also be Chairman of and preside over the meetings of the Executive Committee.

(g) Meetings. The Executive Committee may hold regular or special meetings, for any reason, which may be called at any time by any Member of the Executive

Committee. The provisions of Section 5.04 and Section 5.05 of this Corporation's Bylaws concerning regular and special meetings of the Board of Directors shall, unless inconsistent with other sections of these Bylaws, apply to this Corporation's Executive Committee.

(h.) Minutes shall be taken in accordance with section 10.03.

ARTICLE VI OFFICERS

Section 6.01. OFFICERS.

The officers of the Corporation shall be a President/CEO, and Secretary and may include a Vice President/CEO and Chief Financial Officer, or other designated position, as determined from time to time by the Board of Directors.

All officers, except the President/CEO, shall be selected by the President/CEO.

Section 6.02. VACANCIES IN OFFICE.

A vacancy in any office, except the President/CEO, because of death, resignation, removal, disqualification, or any other cause shall be filled by the President/CEO.

Section 6.03. RESPONSIBILITIES OF OFFICERS.

(a) President/CEO. The President/CEO/CEO, or other individual designated by the Board, shall act as the Chief Executive Officer of the Corporation and shall exercise and perform such other powers and duties as may be, from time to time, assigned to him or her by the Board of Directors. To conduct, manage, and control all affairs and business of the Corporation as assigned by the Board of Directors. The President/CEO shall be the only authorized signatory for funds disbursed in excess of \$5,000.

(b) Vice President/CEO. In the absence or disability of the President/CEO, the Vice President/CEOs, if any, in order of their rank affixed by the Board, shall perform all of their duties and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President/CEO.

(c) Secretary. The Secretary of the Corporation, or other designee appointed by the Chairman of the Board of Directors, must keep a full and complete record of all meetings and actions of the Board and Committees of the Board, and shall keep the seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notice as may be necessary or proper, shall supervise the keeping of the books of the Corporation, and shall discharge such other duties as pertain to the office or as prescribed by the President/CEO/CEO.

(d) Chief Financial Officer. The Chief Financial Officer shall receive and safely keep all funds of the Corporation and deposit the same in such bank or banks as may be designated by the Board. Such funds shall be paid out only on the check of the Corporation signed by such person or persons as may be designated by the Board as authorized to sign the same. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. In the absence of a CFO, the President/CEO will assume these duties.

(e) The Board of Directors shall designate or mandate any other responsibilities to other designated positions identified in Section 6.01.

ARTICLE VII COMMITTEES

Section 7.01. COMMITTEES OF THE BOARD.

The Board of Directors may, by resolution adopted by a majority of the number of Directors, designate one or more advisory committees to serve at the pleasure of the Board and to have such function as may be designated by the Board.

Section 7.02. COMMITTEE APPOINTMENTS.

Unless otherwise specified in these Bylaws, the members of each committee shall be created by the Chairman of the Board as he/she deems necessary. The Chairman shall appoint committee chairpersons and shall prescribe the duties of such committees. The Chairman of the Board shall have the power to dissolve any special committee after it has served its purpose. All committees shall meet at the call of the various chairpersons thereof. Standing committees shall include, but not be limited to, Finance and Governance.

ARTICLE VIII INDEMNIFICATION

Section 8.01. RIGHT OF INDEMNITY.

The Corporation shall have the right, to the fullest extent permitted by law, to indemnify any person or entity who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative proceeding by reason of the fact that such person or entity is or was a Director, officer, employee, or otherwise an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, provided that all of the requirements of Section 5238 of the Nonprofit Corporation Law of California for such indemnification are met.

Section 8.02. ADVANCEMENT OF EXPENSES.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under

this Article VIII of these Bylaws in defending any proceeding covered by this Article VIII shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of any undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE IX INSURANCE

Section 9.01. RIGHTS TO INSURANCE.

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE X RECORDS AND REPORTS

Section 10.01. INSPECTION

Every Director shall have the absolute right, at any reasonable time, to inspect, copy, and make extracts of all books, records, and documents of every kind, and to inspect the physical properties of the Corporation for a purpose reasonably related to his or her interest as a Director. This inspection may be made in person or by an agent or attorney.

Section 10.02. MAINTENANCE OF ARTICLES AND BYLAWS.

The Corporation shall keep at its principal executive office a copy of the Articles and Bylaws as amended to date.

Section 10.03. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.

Minutes of proceedings of the Members, Board, or committees of the Board shall be kept in written or typed form by the Secretary of the Corporation, or an individual designated by the Chairman of the Board, and the accounting books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed or printed form. The minutes, accounting books and records shall be open to inspection by a Director on the reasonable demand of any Director. The purpose for the maintenance of corporate records is to preserve decisions, directions and mandates of the Board of Directors, Members and Committees of the Board.

- (a) Minutes of the Board of Directors meetings shall be circulated to all Board Members and corporate counsel within thirty (30) calendar days of the conclusion of

each Board meeting. Corrections, changes or revisions, and approval, shall be communicated to the Secretary of the Corporation or designee at the next Board Meeting. Finalized copies of these records shall be maintained as follows: one final copy shall remain with the Secretary of the Corporation or designee; one copy shall be placed for permanent storage at The Mule Deer Foundation's principal office; and one copy shall be retained by corporate counsel.

Section 10.04. ANNUAL REPORT.

The Corporation must provide to all of its Directors, within one hundred fifty (150) days of the close of its fiscal year, a report that shall include, but not be limited to, the following information in reasonable detail:

- (a) The extent to which the purposes of the Corporation (Section 2.1) are being implemented by the Corporation;
- (b) The assets and liabilities, including the trust funds, of the Corporation as of the end of its fiscal year;
- (c) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (d) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (e) The expenses and disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (f) Any information required by Section 6322 of the Nonprofit Corporation law of California relating to insiders and to indemnification.

ARTICLE XI
CORPORATE SEAL

Section 11. DESIGN OF CORPORATE SEAL.

The Board of Directors shall adopt a corporate seal that shall be in the following form and design:

The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE XII
AMENDMENTS OF BYLAWS

Section 11.01. RIGHT TO AMEND BYLAWS.

With sixty days notice, new Bylaws may be adopted, or these Bylaws may be amended or repealed, by action of a two-thirds vote of the Board of Directors.

CERTIFICATE OF SECRETARY OF
THE MULE DEER FOUNDATION
a California nonprofit corporation

I hereby certify that I am the duly elected and acting Secretary of the above-named Corporation and that the foregoing Amended and Restated Bylaws, comprising 17 pages, constitute the Bylaws of said Corporation as duly adopted by the unanimous Written Consent of the Board of Directors dated _____, 2003.

_____, Secretary