

LightHawk By-Laws
Approved and Adopted June 23, 2012
Amended and approved May 8, 2015
Amended and Approved September 21, 2018

ARTICLE 1. NAME AND PURPOSE.

Section 1. Name. The name of the Corporation shall be "LightHawk".

Section 2. Purpose. To accelerate conservation success through the powerful perspective of flight.

ARTICLE 2. BOARD OF DIRECTORS.

Section 1: Board of Directors. The Corporation shall be governed by a Board of Directors consisting of no more than twenty (20) and no fewer than eight (8) persons. The number of Directors may be increased or decreased from time to time by amendment to these By-Laws, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director.

Section 2: Nomination, Election. Directors shall be nominated by the Organizational Committee pursuant to Article 4, Section 2 of these By-Laws, and shall be elected at either the annual meeting of the Board of Directors or at any other meeting of the Board of Directors for which the notice of such meeting clearly states that one of the purposes of the meeting is to elect Directors. Directors shall be elected by majority vote of Directors present at such meeting, provided a quorum exists.

Section 3: Terms of Directors. Directors thus elected shall serve for a term of three (3) years and shall hold office until the annual meeting of the Board of Directors occurring at the expiration of their terms (or such other time designated by the Board) and until their successors have been duly elected and qualified.

Section 4: Vacancies. Any vacancy occurring on the Board of Directors as a result of death, disability, resignation or removal and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors at a meeting of the Board of Directors for which the Notice indicates that such action will be considered. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing until the annual meeting for election of Directors closest following three (3) years after such directorship is filled.

Section 5: Removal. When the notice indicates the purpose, Directors may be removed at any meeting of the Board of Directors. Removal shall require a vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 6: Resignation. A Director may resign by submitting a written resignation to the Secretary via email or mail.

Section 7: Compensation of Directors. The Directors of the Corporation shall serve without compensation except that Directors shall be entitled to receive any reimbursement of expenses as may be allowed from time to time by the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE 3. MEETINGS OF THE BOARD OF DIRECTORS.

Section 1: Meetings. The Board of Directors shall meet at least semi-annually, either within or out of the State of Colorado. Special meetings may be called by the Chair or on the written request of two (2) Directors, specifying the purpose of the meeting. The annual meeting shall be at such a time as agreed upon by all the Directors. Any meeting, regular or special, may be held by electronic audio or audiovisual means, or other similar means of communication, so long as all Directors participating in the meeting can hear one another and can communicate concurrently, and all such Directors shall be deemed to be present in person at such a meeting.

Section 2: Quorum and Majority Action. A majority of the current Directors, present either in person, by written proxy, or in communication via audio or audiovisual means shall constitute a quorum of the Board of Directors. The vote of a majority of Directors in attendance at a Board meeting at which a quorum is present, either in person, by proxy, or by audio or audiovisual means, shall constitute an action of the Board of Directors.

Section 3: Notice of Meetings. Notice of time and place of regular or special meetings of Directors shall be mailed, telephoned, or electronically communicated to all Directors as far in advance as possible and at least twenty-four (24) hours in advance of all Board meetings.

Section 4: Presiding Officer. At all meetings of the Board, the Chair, the Vice Chair, the Secretary or the Treasurer, in the order named, shall preside if present, or if none of them is present, any other Director may be designated to preside.

Section 5: Waiver of Notice. Any director may waive notice of any meeting or any consent resolution by the Board. The attendance of a director at any meeting or participating in a consent resolution by the Board without written objection to informal action shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 6: Consent Resolutions Without a Meeting. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a

meeting may be taken without a meeting and recorded as a consent resolution if (i) notice of the consent resolution is transmitted in writing to (or waived by) each and every member of the Board of Directors or the applicable committee, and (ii) each and every member of the Board of Directors or applicable committee fails to object in writing. Voting on consent resolutions by the Board or a committee by email is specifically authorized. Consent resolutions may also be used to ratify past actions of the Board.

Board or committee consent resolutions are valid only if the affirmative votes in writing for such action received by the nonprofit corporation (and not earlier revoked) equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office (in the case of informal action by the Board) or seated on the applicable committee (in the case of informal action by a committee) were present and voted.

Section 7: Proxies. Any director may authorize another director to vote on his or her behalf by supplying a written or emailed proxy to the Board Secretary. Unless specified otherwise in writing, the proxy will be valid for a single meeting.

ARTICLE 4. COMMITTEES.

Section 1: Executive Committee. The Executive Committee shall be comprised of the Board Chair and the chairs of the Organizational, Programmatic, and Finance & Administration Committees.. Except as provided herein, they shall have and may exercise all of the authority of the Board of Directors or such lesser authority as may be set forth in any resolution or in these By-Laws setting out the authority of the Executive Committee with regard to particular matters. The Executive Committee shall meet when necessary to conduct the business of the Corporation in a timely fashion. The Chair will have the discretion to invite the Chief Executive Officer to join committee meetings as necessary and appropriate.

Action shall not be taken by the Executive Committee without approval of a majority of its members. The Executive Committee shall not take action to change the regulations regulating it, nor shall it have the authority of the Board of Directors in reference to amending, altering, or repealing the By-Laws; electing, appointing, or removing any officer or director of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or consolidation, authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or, amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required or requested to do so.

Section 2: Organizational Committee. This committee will include the work and scope of board development, advancement, and governance (legal oversight and liability exposure of board).

Section 3: Programmatic Committee. This committee will include the work and scope of conservation, long range planning, and aviation and safety. Ad hoc

committee work may include Fly-In planning and volunteer pilot intake and screening.

Section 4: Finance and Administrative Committee. This committee will include the oversight of finance and budget (including audits), and endowment management. It may also include, as needed, human resources and evaluation of new technologies relevant to the mission and operation of LightHawk.

Section 5: Other Committee Appointments. As necessary, the Board of Directors shall establish all other committees not provided for in these By-Laws. The Chair of the Board of Directors shall appoint all such committee members, other than Executive Committee members, annually with the advice and consent of the Board of Directors.

ARTICLE 5. OFFICERS.

Section 1: Officers. The officers of the corporation shall be a Chair, Vice Chair, Secretary, and Treasurer, all of whom must be Directors. Each officer shall be elected by majority vote of the Directors present at a meeting duly noticed for said election and shall serve for one year and until his or her successor is duly elected and qualified, except in the case of the officer's earlier death, resignation or removal.

Section 2: Vacancies. With the advice of the Organizational Committee, the Board of Directors may fill any vacancies among the officers at any meeting of the Board.

Section 3: Removal. The Board of Directors may remove any officer for any reason. Removal shall require a vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 4: Chair. The Chair shall preside at meetings of the Board of Directors. The Chair may execute bonds, mortgages, and other contracts, except where required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to the Executive Director or another officer or agent of the Corporation. Unless the Board of Directors specifies otherwise, the Chair shall have the authority to vote (or grant a proxy with respect to) any securities held or owned by the Corporation

Section 5: Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6: Secretary. The Secretary or a designated substitute shall attend all meetings of the Board of Directors and shall be responsible for recording all the proceedings of the meetings of the Board of Directors in a repository to be kept for that purpose, and shall perform like duties for the committees when required. The Secretary shall be responsible for the giving of required notices of all meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

Section 7: Treasurer. The Treasurer shall have the responsibility to provide for the custody of corporate funds and securities; shall see that full and accurate accounts of the receipts and disbursements are kept; and shall arrange for the deposit of corporate funds in such banks, trust companies or accounts in investment or brokerage firms as may from time to time be designated by the Board of Directors.

The Treasurer shall render to the Board of Directors at its regular meetings, or when the Board so requires, an account of the financial condition of the corporation.

Section 8: Compensation of Officers. Officers of the Corporation shall serve without compensation except that Officers shall be entitled to receive any reimbursement of expenses as may be allowed from time to time by the Board of Directors. Nothing herein contained shall be construed to preclude any Officer from serving the corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE 6. CHIEF EXECUTIVE OFFICER AND STAFF.

Section 1. Chief Executive Officer.

The Board of Directors may appoint and contract with a Chief Executive Officer and primary representative of the corporation. The Chief Executive Officer shall recommend and execute policies and manage the assets, programs and affairs of the Corporation so as to accomplish its purposes subject to the guidance and limitations set forth by the Board of Directors.

The Chief Executive Officer shall hire, fire, supervise, and evaluate all staff and contractors to fulfill grants, contracts and programs, and shall be responsible for the performance of all members of the staff, including their employment, salaries and benefits, duties and responsibilities, and tenure.

Section 2. Employment Agreement. The Board of Directors may approve a written employment agreement between the Chief Executive Officer and the Corporation specifying her or his duties and compensation. All other employees of the corporation shall be employees at will.

ARTICLE 7. OPERATIONS.

Section 1: Charitable Functions. The Corporation shall undertake charitable, educational or scientific activities in furtherance of its purposes as stated in the Articles of Incorporation and consistent with its tax-exempt status under Section 501(c)(3), including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Revenue law). The Corporation may undertake the carrying on of a trade or business for profit, subject to the limitations on unrelated business income applicable to tax-exempt organizations under Section 501 (c)(3) and Section 109 of the Internal Revenue Code and other provisions of federal, state or local laws.

Section 2: Prohibited Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the Corporation shall be attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these By-Laws or the Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the purposes of the Corporation.

ARTICLE 8. GENERAL PROVISIONS.

Section 1. Books and Records. The Corporation shall keep complete and correct books and records of accounts, which shall be audited at least annually, and shall keep minutes of the proceedings of its Board of Directors and Executive Committee.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, the Chief Executive Officer, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be approved by the Chief Executive Officer and signed by the Chief Financial Officer of the Corporation or such officer or officers, agent or agents of the corporation as shall from time to time be determined by resolution of the Board of Directors. The Chief Executive Officer is authorized to approve checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness without further Board approval if either the item is specifically included in the annual budget or the item is reasonably in furtherance of the Corporation's purposes and does not exceed \$25,000.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation.

Section 7. Loans to Directors and Officers. The Corporation shall make no loans to its Directors, officers or employees, other than minor advances in the ordinary course of business to facilitate the work of the organization.

Section 8. Fiscal Year. The fiscal year of the Corporation shall be April 1 to March 31.

Section 9. Amendments. These By-Laws may be amended by a majority vote of all Directors at a meeting called in accordance with Article 3.

Section 10. Effective Date. The effective date of these amended By-Laws, pursuant to their adoption by the Board of Directors, is the date set forth at the top of these By-Laws.

ARTICLE 9. INDEMNIFICATIONS.

Section 1: Scope of Indemnification. The Corporation shall indemnify each person who is or was a director or officer of the Corporation, and shall pay or reimburse in advance his or her reasonable attorney's fees and expenses, incurred as a result of actual or threatened legal action against him or her, to the fullest extent permissible under the Colorado Revised Nonprofit Corporation Act (the "Act"). The Corporation shall also indemnify each person who is or was an employee of the Corporation, and shall pay or reimburse in advance his or her expenses, to the same extent as directors and officers of the Corporation. The Corporation in its discretion may also purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. Any obligation that the Corporation has to advance expenses under this Section shall not adversely affect any right or indemnification of any person who is or was a director, officer, employee or volunteer of the Corporation existing at the time of such repeal or modification. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section to the fullest extent permissible under the Act.

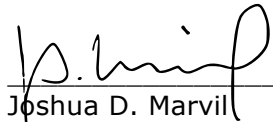
Section 2: Savings Clause; Limitation. If any provision of the Act or these ByLaws dealing with indemnification is invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these By-Laws that has not been invalidated. Notwithstanding any other provision of these By-Laws, the Corporation shall neither indemnify any person nor advance expenses or purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in § 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either § 4941 or § 4958 of the Internal Revenue Code.

Section 3: Insurance. The Board of Directors may exercise the corporation's power to purchase and maintain insurance on terms of the Board's choosing on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or who is or was serving in any capacity at the written request of the Board of Directors against any liability which may be asserted against him or her and which

could be incurred by him or her in any such capacity or arising out of his or her service in such capacity.

Certificate of Secretary of LightHawk

These By-Laws were adopted by a unanimous vote of the Directors of LightHawk at its duly noticed meeting held June 23, 2012. These Bylaws are hereby amended and adopted effective as of September 21, 2018 and supersede and replace any and all prior By-Laws or Amendments to the prior By-Laws.



Joshua D. Marvil
Secretary

September 19, 2018

Date