

DRAFT - NOT APPROVED BY CHC BOARD OF DIRECTORS

CALIFORNIA HAWKING CLUB, INC.	Adopted: 4/30/00
CALIFORNIA HAWKING CLUB, INC.	Adopted: Draft - 8/2/01
Administrative Manual – Section 2	Revision: 0
<u>Administrative Manual – Section 2</u>	Revision: 1

OFFICERS AND DIRECTORS

2.1 ELECTIONS/DESIGNATIONS/REMOVALS:

2.1.1 Elections:

2.1.1.1 Directors: As described in Section 2.2.4.2, the Secretary is normally responsible for conducting the annual election of Directors by:

2.1.1.1.1 Requesting that the Newsletter Editor include a call for nominations in the August Newsletter. Bulk email to those members having Internet access is convenient, but doesn't replace the need to publish the call for nominations in the Newsletter, or by a separate mailing to all of the members.

2.1.1.1.2 Ensuring that those nominated meet the requirements for a Director. Only active General or Honorary Lifetime members with their federal falconry license numbers on file in the CHC's membership database can be nominated. Although not all CHC members are entitled to vote, all CHC members are entitled to submit Director nominations.

2.1.1.1.3 Producing ballots for the voting members to use. A short paragraph giving a message about each candidate should be included. The best voting turn-out results when members are given the opportunity to vote at the Field Meet, with remaining ballots mailed to the membership after the Meet. Unless the ballots are mailed at least two months prior to the voting deadline, **don't use the CHC's bulk mail permit to send ballots.** The post office has taken up to one full month to deliver bulk mail.

2.1.1.1.4 Collecting and counting the ballots after the election deadline. With March 1 as the date that new Directors assume office, a February 1 voting deadline is recommended to allow for a one month transition, during which the Directors leaving office can wrap up any ongoing CHC tasks they're responsible for, and new Directors can get up to speed on any outstanding issues.

2.1.1.1.5 Immediately notifying all Directors and successful candidates of the results of the election. After all of the Directors have been informed of the election's results, the membership should be notified of the results in the next Newsletter. Bulk email to those members with Internet access is convenient, but doesn't replace the Newsletter notice. Contact the website Administrator(s) to update the *Administrators* page under the *Governance* section of the website.

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2.1.1.1.6 Recording the election results in the CHC's official records (an example of the recordation is shown in Exhibit A to this Section 2).

2.1.1.1.7 Recording the address of record of the CHC's Directors (an example of the recordation is shown in Exhibit B to this Section 2).

2.1.1.2 Officers: The election of Officers is normally conducted at the first meeting of the Board after the annual election of Directors. If any Director requests in writing to the Secretary that the new Officers be elected after the Director election, but before the first Board meeting after the Director election, the Secretary shall poll the Directors for Officer nominations, produce and send to the Directors a written ballot containing the names of those Directors nominated, and collect and count the ballots returned by the deadline established by the Secretary (not less than two weeks after the ballots were sent out), and notify those Directors elected to Officer positions of their election. The Officers so elected will assume office as of the date the Secretary notifies all Directors of the election's outcome (which notice should be given not more than one week after the Secretary's ballot receipt deadline).

2.1.2 Designations:

2.1.2.1 Article Four, Section 1 of the Bylaws provides that up to four Directors may be designated by the Board in lieu of their election. This provision of the Bylaws is intended to allow for the designation of Directors if there is an insufficient number of CHC members willing to be elected to the position of Director, and to enable one or more of the designated Directors to fill the four Officer positions if elected by the Board to do so (in the event no elected Directors are able or willing to be elected to Officer positions). Filling Director positions through designation should only result from the need to occupy vacancies on the Board due to unforeseen circumstances, and not to avoid the Director election process. Article Four, Section 5(c) provides that designated Directors serve for the remaining term of their predecessor in office.

2.1.2.2 Whenever a Directorship is determined to be vacant, or a sitting Director is believed to be unable or unwilling to perform his function, the CHC's President should be notified. The President will determine whether the vacancy should be filled before the next scheduled meeting of the Board.

2.1.2.2.1 If the President determines that the position should be filled before the next scheduled Board meeting, the President will inform the Secretary that all Directors should be polled for candidates to fill the vacant Directorship. After polling the Directors for candidates, the Secretary will confirm that each of the candidates is willing to serve and is qualified to hold the position of Director. The Secretary will promptly prepare and send to the Directors at their address of record ballots naming all of the confirmed candidates and the due date by which the Secretary must receive the completed ballots (not less than ten business days after the ballot was sent to the Directors). Article Four, Section 8 requires that an action such as this taken without a Board meeting must be unanimous, therefore, only those candidates which are chosen by unanimous vote of the Board may be designated. The

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Secretary will notify the Board and designated Director(s), if any, of the results of the designation within five business days after the ballot due date.

2.1.2.2.2 If the President determines that the position need not be filled until the next scheduled meeting of the Board, the Directors should be prepared to propose individuals (who must be present at the meeting, unless the Board determines otherwise) who are qualified, willing and able to perform the functions of a Director upon designation by the Board. Any designation of Directors at a scheduled Board meeting shall be by majority vote of the Board members present.

2.1.3 Removals: Article Four, Section 5(b) provides that a Director may be removed from office by a majority vote of the Board after the Director has missed two consecutive Board meetings. Article Five, Section 3 provides that any Officer may be removed by the Board whenever it's in the best interest of the CHC. Removal of an Officer or Director requires unanimous approval of the Board if the removal action is taken without a Board meeting, or a majority vote of the Board members present if the removal action is taken at a Board meeting. The Secretary will promptly notify in writing any Officer or Director removed from office, and the reason stated by the Board for taking the removal action.

2.2 DUTIES AND RESPONSIBILITIES:

2.2.1 President:

[Under development]

2.2.2 Vice President

[Under development]

~~2.2.3 Treasurer~~

~~[Under development]~~ **2.2.3 Treasurer**

2.2.3.1 Be the custodian of the club's checking and conservation account. The regular checking account is the pot for operating expenses. Funds for conservation efforts are expensed out of the conservation account. Transfers between the two are made as necessary.

2.2.3.2 Pay bills. Request for payments maybe made in any form as long as it is clear who is asking, for how much, what club function the debt was incurred and when.

2.2.3.3 Calculate and pay appropriate sales taxes.

2.2.3.4 Prepare and implement budgets.

2.2.3.5 File state and federal taxes.

2.2.3.6 Reports to Board at board meetings.

2.2.3.7 Report to Membership through the newsletter.

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2.2.3.8 Club property: The treasure has possession of the club's QuickBooks 99 Pro software.

2.2.4 Secretary:

2.2.4.1 As provided in the CHC's Bylaws, the Secretary is responsible for:

2.2.4.1.1 Keeping the minutes of all Board meetings and ensuring that those minutes are included in the next published Newsletter. The agenda and minutes for each meeting should also be included on the CHC website under the website's *Governance* section.

2.2.4.1.2 Ensuring that all formal notices required by the bylaws, or by law, are given. The bylaws require that the President or Secretary mail a meeting notice to each Director not less than three days, nor more than sixty days prior to each Board meeting (unless waived by the Board).

2.2.4.1.3 Being the custodian of the CHC's records. The bylaws required that a book be kept containing the names and addresses of the Directors and records of account (the approved budget). Each year a new book (binder) should be created containing the bylaws, the articles of incorporation, minutes and handouts from all of the Board meetings during that year, and any official correspondence sent or received by the CHC or its Directors

2.2.4.1.4 Keeping possession of the CHC's corporate seal. The CHC's seal creates a round, raised impression on paper and denotes the name of the corporation and the date of its incorporation. Although the seal is purely decorative and isn't required by law to be applied to anything, it should nevertheless be used to represent official certification of signed meeting minutes, and other official documents of the CHC.

2.2.4.1.5 Exhibiting the corporate records to any Director, or representative of a Director, and anyone allowed by law to inspect them.

2.2.4.2 Unless informed otherwise by, in order of priority, the Board of Directors, the President, or the most senior Vice President, the Secretary is responsible for the annual election of Directors as provided in Section 2.1.1.

2.2.5 Directors: The following is a basic description of the types of duties and responsibilities associated with the position of CHC Director. This list is not intended to be all inclusive and Directors are encouraged to expand on the items shown. Furthermore, these recommended duties and responsibilities are in addition to any duties and responsibilities associated with other CHC positions held by the Director. CHC Directors are encouraged to:

2.2.5.1 Be readily available to the membership for the purpose of providing and receiving input and guidance regarding the conduct of CHC business and issues related to falconry in California;

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2.2.5.2 Regularly attend, and encourage all CHC members to attend, meetings of the Board;

2.2.5.3 Be reasonably prepared to propose, consider, and act upon matters before the Board;

2.2.5.4 Contribute at least one article per year for consideration by the editor of either the Newsletter or Journal;

2.2.5.5 Provide significant assistance in the conduct of the annual Field Meet; including, for example, assistance with Field Meet registration, raffle ticket sales, set-up, tear-down, and weathering yard supervision;

2.2.5.6 Actively encourage CHC membership of falconers and non-falconers and, in particular, California falconers (this is not intended to suggest the active recruitment of non-falconers to undertake falconry);

2.2.5.7 Require, and encourage other General members to require, that their apprentice(s) contribute at least one article per year for consideration by the editor of either the Newsletter or Journal;

2.2.5.8 Bring to the other Board, for its consideration and possible action, any CHC or falconry related concerns, opinions, or suggestions expressed by CHC members; and

2.2.5.9 Support and encourage productive relationships between CHC members and governmental agencies affecting falconry.

2.2.6 General Counsel
[Under development]

2.3 AUTHORITY:

2.3.1 Because the CHC Board is comprised of members who (i) are spread over a wide geographic area, (ii) meet infrequently, and (iii) have been elected by the CHC membership as their official representatives, Directors and Officers should be afforded considerable authority to make unilateral decisions affecting the CHC when circumstances make consultation with the Board as a whole impractical, and incur reasonable expenses on behalf of the CHC in the conduct of their official duties. If possible, the Treasurer should be notified prior to any non-routine expense being incurred on behalf of the CHC. Routine expenses include:

2.3.1.1 Recurring expenses (such as: post office box rental, Internet ISP charges, approved Field Meet expenses).

2.3.1.2 Bulk mail permit renewal/replenishment (up to \$200).

2.3.1.3 Office supply expenses (envelopes, paper, stamps, etc.).

2.3.1.4 Printing expenses related to CHC publications.

2.3.2 Unless of a routine nature, or unless prior approval of at least two Officers is received in advance, no Director shall expend funds with the expectation of CHC reimbursement if the amount expended exceeds one hundred dollars. Each Director is cautioned against expending funds on the CHC's behalf without such prior approval as the Board may, by majority vote, disallow any questionable request for reimbursement which they determine, in their sole judgment, to be inappropriate or imprudent.

2.4 MEETINGS:

2.4.1 Article Four, Paragraph 7 of the CHC's Bylaws governs meetings of the Board of Directors. Although the Bylaws provide for as little as three days' notice of a meeting, thirty days should be considered a minimum unless extenuating circumstances cause less notice to be appropriate. Because most airlines require two weeks' notice for the lowest fares to apply, it should be determined well before two weeks prior to the meeting whether enough Directors will be able to attend to constitute a quorum.

2.4.2 In addition to the annual combined Members/Board of Directors meeting held at the annual Field Meet, the CHC Board has traditionally held at least one mid-year meeting. Recently, two mid-year meetings have been held with one being in the Sacramento area and one being near the Ontario airport. These locations were chosen with the intent of making attendance by the membership as convenient as possible. The meetings in Sacramento have been held at the Holiday Inn Capital Plaza, and the meetings in Ontario have been held at the Doubletree Hotel.

**CHC ADMINISTRATIVE MANUAL
SECTION 2, EXHIBIT A
EXAMPLE RECORDATION OF THE ELECTION RESULTS**

**CHC DIRECTORS
"A" DIRECTORS CONTINUING
"B" DIRECTORS ASSUMING OFFICE**

March 24, 2000

"A" Directors Continuing In Office (Term: December 1, 1998 - February 28, 2001¹)

Ron Brown	Rick Holderman	Gary Nolff ²
Bill Feldt	Kathy Morgan	Stacey Scott
Rich Templeman	Ray Balut ³	

"B" Directors Assuming Office (Term: March 1, 2000 - February 28, 2002)

Bob Armbruster	Doug Cummins	Brian Farrell
Charlie Kaiser	Kim Olson	Richard Smiley
Art Tawatari		

"B" Director Candidates and Votes Received

Bob Armbruster	XX
George Bristol	XX
Doug Cummins	XX
Brian Farrell	XX
Doug Holl	XX
Charlie Kaiser	XX
Karl Kerster	XX
Kim Olson	XX
Richard Smiley	XX
Art Tawatari	XX

RECORDED:

Gary L. Nolff
Secretary

¹ On May 2, 1999, the CHC's fiscal year and Director terms were changed from December through November to March through February. The unusually long length of these Directors' terms reflects this change.

² Designated a Director only for remainder of Bob Borman's term during the 1999 fiscal year.

³ Designated a Director only for remainder of Bob Borman's term during the 2000 fiscal year.

**CHC ADMINISTRATIVE MANUAL
SECTION 2, EXHIBIT B
EXAMPLE OF DIRECTOR ADDRESS RECORDATION**

**CHC DIRECTORS
ADDRESSES OF RECORD**

March 24, 2000

"A" Directors (Term: December 1, 1998 - February 28, 2001)		
RONALD BROWN 26342 SORRELL PLACE LAGUNA HILLS, CA 92653 949-831-3448 rebhawker@home.com	FREDERICK HOLDERMAN 10191 BLUESTONE COURT SPRING VALLEY, CA 91977 619-660-2175 buteo@pacbell.net	GARY NOLFF 2428 KOA DR. RIALTO, CA 92377-4062 909-875-3125 gnolff@calhawkingclub.org
WILLIAM FELDT 3732 LOMINA AVE. LONG BEACH, CA 90808 562-429-2307 dirthawker@earthlink.net	KATHY MORGAN 1431 YOLANDA DR. YUBA CITY, CA 95993 530-671-2694 hawkn4fun@aol.com	STACEY SCOTT 7790 EL PASO ST. LA MESA, CA 91942 619-466-4264 Jack-Daddy@home.com
RICH TEMPLEMAN 116 O'KEEFE ST MENLO PARK, CA 94025 650-327-2830 rich_templeman@notes.seagate.com	RAMON BALUT 3943 RUSTIC ROAD CAMERON PARK, CA 95682 530-676-0484 balutrm@thegrid.com	

"B" Directors (Term: March 1, 2000 - February 28, 2002)		
ROBERT ARMBRUSTER 2355 MOUNTAIN SPRINGS RD. ACTON, CA 93510 661-269-0544	DOUGLAS CUMMINS 18 WILLOTTA DR. SUISUN, CA 94585 707-864-6432 longwings@aol.com	BRIAN FARRELL 5745 CUTLER CT. LOOMIS, CA 95650 916-652-4530 gyrfalcon@jps.net
CHARLIE KAISER 1945 ENCIMA DR CONCORD, CA 94519 925-686-6864 charliek@golden-eagle.org	KIM OLSON 24406 LOS CODONA AVE. TORRANCE, CA 90505 310-375-0105 goldensafari@earthlink.net	RICHARD SMILEY 4730 BOYLSTON CT SACRAMENTO, CA 95842 916-331-8066 rsmiley@quiknet.com
ARTHUR TAWATARI 4267 TULIYANI DR CHICO, CA 95973-9280 530-894-7273		

RECORDED:

Gary L. Nolff
Secretary