

PROPOSED CHARTER AMENDMENTS

The Charter of the CLUB DE DEPORTISTAS BAHIA KINO adopted on the 14th day of February of 1978 in the City of Hermosillo, Sonora, Mexico is hereby amended to read as follows:

FIRST ARTICLE: no amendments,

NAME

The Association being established shall be named "CLUB DE DEPORTISTAS BAHIA KINO" (Bahia Kino Sportsmen's Club), followed by the words "ASOCIACION CIVIL" (civil association).

SECOND ARTICLE: no amendments,

DOMICILE

The legal Domicile shall be the City of Hermosillo, Sonora, and the address at Kilometer One of the Highway to Nogales; or, in the building where in the future the Association may have its main offices. When it is judged convenient, the Association may establish offices or branches in any other town in the nation or in a foreign country.

THIRD ARTICLE: no amendments,

NATIONALITY

The Association shall be of the Mexican nationality. All foreigners participating in the constitutional act or at whatever later time acquire an interest or participation in the Association, shall be considered in fact as Mexicans relative to one and the other and it shall be understood that they agree not to invoke the protection of their government, under penalty, in the event of a violation of this agreement, that the aforementioned interest or participation shall be forfeited to the Mexican Nation.

FOURTH ARTICLE: no amendments.

DURATION

The Association is constituted for a period or duration of 99 (ninety-nine) years.

The **FIFTH ARTICLE** is hereby amended to read as follows:

MISSION

The Association shall promote the following activities:

- A. Boating safety and the maintenance of the Rescue One operation,
- B. Charitable projects and endeavors,
- C. Medical care and treatment,
- D. Public education,
- E. Tourist services and information,
- F. Fire prevention,
- G. Local law enforcement,
- H. Conservation of natural resources,
- I. Sporting activities,
- J. Fund raising activities, and
- K. To acquire and improve real estate and personal property as may be required to promote the Mission of the Association,

all subject to the limitations imposed by law and without a profit motive.

The **SIXTH ARTICLE** is hereby amended to read as follows:

ASSETS AND FINANCES

The finances of the Association shall be annual membership fees as approved by the Annual Membership Meeting, all other fees or fund raising activities approved by the Administrative Board, and donations which may be received to accomplish the Mission of the Association and which are accepted by the Administrative Board. The Association may promote all manner of events for which it may charge a fee, it may award prizes and any profits realized from such activities shall be invested in achieving the Mission of the Association. The Association may invest in real property and personal property to aid in accomplishing the Mission of the Association.

The **SEVENTH ARTICLE** is hereby amended to read as follows:

MEMBERSHIP

Members of this Association are those persons who have paid their annual membership fee, persons who are exempt from such fee and Life Members. Temporary Members are those persons who have paid the Temporary Membership fee. Honorary Members are those persons who have been awarded Honorary Membership by the Administrative Board.

The **EIGHTH ARTICLE** is hereby amended to read as follows:

EXPULSION

The Association may exclude any of its members for engaging in acts which are contrary to the Mission of the Association, which prejudice its good management or prestige, conducting themselves in an immoral or ill mannered way, as well as for any other justified cause, as may be judged by the Administrative Board. A member may also be expelled for nonpayment of fees set by the Annual Membership Meeting or the Administrative Board or any other financial obligation to the Association which has been previously authorized by the Administrative Board or the Annual Membership Meeting.

All expulsions of members shall be made by the majority vote of those present at the Administrative Board meeting.

The **NINTH ARTICLE** is hereby amended to read as follows:

LOSS OF RIGHTS

Should a membership be terminated due to voluntary separation, expulsion, death or any other reason, the member shall not be entitled to any refund fees or contributions.

The **TENTH ARTICLE** is hereby amended to read as follows:

OBLIGATIONS AND PRIVILEGES

Privileges and obligations of members are the following:

- A. Participate in the Annual Membership Meeting and to propose to the Annual Membership Meeting changes which they deem convenient or expedient,
- B. Nominate persons to serve on the Administrative Board at the Annual Membership Meeting,
- C. Resign from any elected position with one month's notice,
- D. Any member may examine the books and records of the Association to safeguard the proper management of the income of the Association to the proposed Mission of the Association.
- E. Discharge the duties and commissions assigned to them by the Annual Membership Meeting and the Administrative Board,
- F. Refrain from any activity contrary to the purposes of the Association which might prejudice its proper management and prestige,
- G. Enjoy the benefits granted by the Association relative to the development and accomplishment of its purpose and Mission,
- H. Use of all the installations, constructions, buildings, or other assets of the Association as approved by the Administrative Board.

The **ELEVENTH ARTICLE** is hereby amended to read as follows:

RIGHT TO VOTE

Each member shall have only one vote in the Annual Membership Meeting. When he or she cannot personally attend the meeting, he or she may be represented by another member requiring a simple letter of proxy. Temporary members and Honorary members do not have the right to vote in the Annual Membership meeting.

The **TWELFTH ARTICLE** is hereby amended to read as follows:

ADMINISTRATION

The administration and management of the Association and its legal representation shall be entrusted to an Administrative Board composed of eleven members: one president, two vice-presidents, one treasurer, one secretary, and six board members. These positions will be elected at the Annual Membership Meeting. All members of the Administrative Board shall remain in office for a term of two years.

The Administrative Board shall meet not fewer than four times a year. The members of the Administrative Board shall be notified of the time, place and agenda of each meeting. A quorum of six members of the Administrative Board must be present to conduct business. The President shall have the deciding vote in the case of a tie.

The **THIRTEENTH ARTICLE** is hereby amended to read as follows:

DUTIES OF THE ADMINISTRATIVE BOARD

The duties and responsibilities of the Administrative Board are as follows:

- A. Formulate, discuss, approve or modify at any time the regulations of the Association, except its by-laws and amendments to the charter,
- B. Retain the services of professional personnel as needed,
- C. Select the employees of the Association assigning their authorities, duties, salaries and approve any contracts made,
- D. Formulate, discuss and approve the activity program for the Association,
- E. Designate the necessary committees and establish their duties and obligations,
- F. Administer the assets and affairs of the Association with such powers as shall be necessary and proper for achieving the Mission of the Association in accordance with Mexican Law and Regulations,
- G. Represent the Association with general powers to resolve disputes and collections and exercise such acts of administration with all general authority and special authority that require special clauses in accordance with Mexican law,
- H. The Administrative Board shall grant general powers of attorney to the President who may grant special powers of attorney as may be needed. The authority to grant powers of attorney includes the authority to revoke the same.
- I. Assign the execution of the duties of the Administrative Board to individual members as needed,
- J. Submit to the Annual Membership Meeting any proposed amendments to the Charter or By-laws for approval by the membership.

The **FOURTEENTH ARTICLE** is hereby amended to read as follows:

REPRESENTATION

The representation and legal signature of the Association shall rest with the President and Treasurer of the Administrative Board who shall always act in accordance with prior agreement of the Board convened with a quorum present.

The **FIFTEENTH ARTICLE** is hereby amended to read as follows:

ANNUAL MEMBERSHIP MEETING

The supreme power of the Association lies in the Annual Membership Meeting. An Annual Membership meeting must be held every year, according to the By-laws.

The **SIXTEENTH ARTICLE** is hereby amended to read as follows:

CHARTER AND BY-LAWS

The Annual Membership Meeting shall adopt By-laws for the Association. It may amend the Charter or the By-laws as may be needed. A two-thirds majority of the members present or represented by proxy shall be required to amend the Charter or the By-laws.

The **SEVENTEENTH ARTICLE** is hereby amended to read as follows:

BOOKS

The Association shall keep a Book of Minutes of the Annual Membership Meeting, the meetings of the Administrative Board and a Registry of Members with the addresses of the same. The minutes of the Annual Membership Meeting shall be translated into Spanish and registered in Hermosillo according to Mexican Law. The Minutes of the Administrative Board and of the Annual Membership Meeting shall be signed by the President and the Secretary in office.

The **EIGHTEENTH ARTICLE** is hereby amended to read as follows:

VOTING IN THE ANNUAL MEMBERSHIP MEETING

With the exception of changes to the Charter or By-laws, all motions discussed in the Annual Membership Meeting must receive a majority vote of the members present or represented by proxy to be adopted. The Annual Membership Meeting may be convened with any number of members present or represented by proxy.

The **NINETEENTH ARTICLE** is hereby amended to read as follows:

SUMMONS TO MEETINGS

Summons to Annual Membership Meetings shall be made according to the By-laws by notification of all members thirty (30) days prior to the meeting. The summons shall state the agenda of the meeting and the time and place of the meeting.

The **TWENTIETH ARTICLE** is hereby amended to read as follows:

DISSOLUTION

The Association may be dissolved by the express agreement of the Annual Membership Meeting or for any other reason stipulated by the law. In the case of dissolution the Administrative Board shall become the Liquidation Board and shall proceed to execute the liquidation in accordance the following conditions and Mexican Law.

- A. The outstanding debts of the Association shall be paid, for which purpose the assets deemed necessary may be sold.
- B. No member shall have the right to a return of any fee or contribution made for the Mission of the Association, except in the case of reimbursable loans which might have been made directly to the Association and which appear in the accounts payable of the same.
- C. The Annual Membership Meeting shall be empowered to designate to which association or associations the liquid assets may be applied and in what proportion.