

Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of The Society of Vertebrate Paleontology, a California corporation.

2. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE II. PURPOSE

Section 1. Mission

The purpose of this corporation shall be to:

- (a) advance the science of vertebrate paleontology throughout the world;
- (b) serve the common interests and facilitate the cooperation of all persons concerned with the history, evolution, ecology, comparative anatomy and taxonomy of vertebrate animals, as well as the field occurrence, collection and study of fossil vertebrates and the stratigraphy of the beds in which they are found;
- (c) support and encourage the discovery, conservation, and protection of vertebrate fossils and fossil sites;
- (d) foster the scientific, educational, and personal appreciation and understanding of vertebrate fossils and fossil sites by avocational, student and professional paleontologists and the general public.

Section 2. Non-Profit Purpose

- (a) This corporation is a nonprofit, public-benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.
- (b) The corporation is organized exclusively for educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 3. International organization

- (a) This corporation was organized in the United States and as such maintains a primary focus on North American vertebrate paleontology. However, the corporation is committed to serving vertebrate paleontologists worldwide.

3. Article V of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE V. MEMBERSHIP

Section 1. Eligibility

The members of this corporation shall be individuals who are concerned with vertebrate paleontology, who are at least 18 years of age, and who meet additional requirements as established in the Bylaws.

Section 2. Membership classes and rights

Various classes of membership and the qualifications thereof shall be established in the Bylaws of this association.

Articles VI, VII, VIII, IX, and X are hereby added to read as follows:

ARTICLE VI. GOVERNANCE

The governance of this corporation shall be vested in an elected Board of Directors, consisting of the corporation's officers. The officers shall be a President, Vice-President, Secretary, Treasurer, Members-at-Large, and immediate Past President. The Board of Directors may be known to the corporation as the Executive Committee. There will be no fewer than three and no more than seven Members-at-Large, as determined by the Board of Directors. The Board of Directors may appoint committees and representatives to other organizations and define the duties and receive the reports of these committees and representatives.

ARTICLE VII. BYLAWS

The Bylaws, consisting of articles appended hereto, are hereby adopted and may be amended, enlarged, or reduced as provided in the Bylaws.

ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended by approval from a three-fourth's (3/4) majority vote of the members of the corporation responding in the vote.

Such amendments may be proposed by: (a) Resolution by the Board of Directors, (a) Petition endorsed by at least 3% of the total voting members of the corporation, or (b) By motion at the Annual Business Meeting.

The legality of all amendments shall be determined by the Board of Directors with advice of counsel prior to consideration by voting members of the corporation. Upon affirmation of legality of the proposed amendments, the Board of Directors shall cause them to be published at least 30 days prior to a vote.

ARTICLE IX. FOUNDATION

The corporation may establish an autonomous Foundation to receive contributions and carry out activities that support the corporation's mission. The Board of Directors of the corporation or its designated committee shall represent the corporation's dealings with the Foundation.

ARTICLE X. DISSOLUTION


Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall be paid over to charitable organizations exempt from tax under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or the corresponding provisions of subsequently enacted U.S. federal law. Such charitable organizations must be organized exclusively for scientific, educational, or other purposes consistent with the purposes of the corporation.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

5. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 4/17/2020



Emily J. Rayfield, President



Samantha Hopkins, Secretary