

BLUE MOUNTAIN WILDLIFE

CORPORATE RESOLUTION

RESOLUTION NO: 2026-01

REGARDING: MEMBERSHIP APPROVAL AND AUTHORIZATION TO ADOPT RESTATED ARTICLES REMOVING VOTING MEMBERSHIP

WHEREAS, Blue Mountain Wildlife (“BMW”) is an Oregon public benefit nonprofit corporation with members, with federal 501(c)(3) status;

WHEREAS, the Blue Mountain Wildlife Board met on April 19, 2026, at a properly noticed meeting. A quorum was present at that meeting because there are currently six directors on the Board and four were present at that meeting. The Board unanimously determined that while the organization was originally incorporated as public benefit with members, BMW’s activities were better supported by re-organizing the organization as a public benefit corporation without voting members, which reflects existing operations; and

WHEREAS, the following motion was made, seconded, and passed by an affirmative vote of the majority of Board members present: **BMW shall take all reasonable steps needed to transition the corporation from a public benefit with members to a public benefit without members, including seeking membership approval and revising the organization’s Articles of Incorporation and bylaws to reflect the governance change.**

WHEREAS, ORS 65.437(1)(b) requires member approval for amendments to the Articles of Incorporation that impact the rights of organizational members.

WHEREAS, at least 30 days’ notice of this proposed Restatement of the Articles of Incorporation was properly provided to all members, in accordance with ORS Chapter 65.214;

WHEREAS, the Board requests that the current and active members of Blue Mountain Wildlife review and approve the attached Restated Articles of Incorporation, which will remove the provision from the original Articles of Incorporation that designated voting members as defined in Chapter 65 of the Oregon Revised Statutes. BMW will continue to cultivate and engage with the supporters of Blue Mountain Wildlife in the same or similar methods as presently done, except it will no longer request that those supporters vote to elect the BMW Board of Directors or approve amendments to the bylaws of the organization. Though there is no plan to take the following actions anytime in the foreseeable future, Members/supporters will also no longer be eligible to vote on any future decision to dissolve the organization or otherwise dispose of the corporation’s assets.

THEREFORE BE IT RESOLVED that the current and active members of Blue Mountain Wildlife hereby review and approve the attached Restated Articles of Incorporation.

This resolution was adopted by a majority of the members of the Organization present at the member meeting on _____, 2026, by the following vote:

Members Participating in the Meeting: _____

In Favor: _____

Opposed: _____

Abstaining: _____

Secretary

Date: _____

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected and acting Secretary of Blue Mountain Wildlife, and that the foregoing resolution was duly adopted by the members of the Organization at a special meeting held on _____, 2026, at which a quorum was present and voting throughout.

Dated: _____

[Name], Secretary