

BYLAWS OF

A California Nonprofit Public Benefit Corporation

GLOSSARY

"Ad-Hoc Committee" means those committees appointed by the Chair of a standing committee, or a committee formed by the Board for specific purpose for a short period of time, pursuant to section 6.02 of Article VI.

"Board" means the Board of Directors of the Corporation (defined herein).

"Chair" means the Chairperson of a standing committee or an Ad-hoc Committee of, and appointed by, the Board of Directors.

"Corporation" means the Santa Rosa Plateau Foundation, Inc., a non-profit corporation organized and existing under the Non-Profit Corporation Code of the State of California. "Expenses" means an expenditure of money, time, labor, or resources accomplished with the proper authority and reasonably incurred in the furtherance of the Corporation's purpose (defined herein).

"Indemnification Expenses" shall have the same meaning as in section 5238 (a) of the California Corporation Code, and including without limitation, attorney's fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e) of section 5238 of the California Corporations Code, pursuant to subsection (a) of section 5238 of the California Corporations Code.

"Member" means an individual who has met the criteria to be a Member of the Foundation and as an individual who has voting privileges pursuant to Section 4.07 of Article IV.

"Person" means both a legal entity and a natural person, pursuant to Article XI.

"President" means the chief executive officer of the Corporation.

"Principal Office" means 39400 Clinton Keith Road, Murrieta, CA 92562, Riverside County, California.

"Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, pursuant to subsection (a) of section 5238 of the California Corporations Code.

"Standing Committee" means those committees authorized by the Board and remain in effect for an indefinite period of time pursuant to section 6.01 of Article VI.

ARTICLE I

NAME

The name of the Corporation is the SANTA ROSA PLATEAU FOUNDATION doing business as SANTA ROSA PLATEAU NATURE EDUCATION FOUNDATION

ARTICLE II

OFFICES

SECTION 2.01 PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the Corporation ("Principal Office") is located at 39400 Clinton Keith Road, Murrieta, CA 92562, Riverside County, California. (The Corporation's P. O. Box 941 is located at USPS Substation, 26690 Madison, Murrieta CA 92564-0941.) The Board of Directors ("Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2.02 OTHER OFFICES

The Board may at any time establish branch subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES AND LIMITATIONS

SECTION 3.01 PURPOSES

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. The Corporation is organized exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The purpose of the Corporation is to educate and empower youth to appreciate, protect, and preserve nature.

Notwithstanding any provision of these Bylaws, the Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation and the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 3.02 LIMITATIONS

- (a) Political activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.
- (b) Property. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in section 3.01 above. No part of the profits or net earnings of the Corporation shall ever inure to the benefit of any of its Directors, trustees, officers, Members (if any), employees, or to the benefit of any private individual.
- (c) Dissolution. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

MEMBERSHIP

Section 4.01 DEFINITION

- (a) Individuals can become a Member of the Foundation when they: (1) complete a membership form; and (2) pay a membership fee.
- (b) The Board shall fix Membership fees and members will receive confirmation of their membership. The membership year will be until the anniversary of the enrollment date.

Section 4.02 RIGHTS OF MEMBERSHIP

All Members shall have the right to vote on the election of Directors and on any election to dissolve the Corporation, and each Member shall have one vote. In addition, all Members shall have all rights afforded Members under the California Nonprofit Public Benefit Corporation Law.

Section 4.03 TERMINATION OF MEMBERSHIP

A Membership shall terminate on occurrence of any of the following events: (i) resignation of the Member; (ii) failure to pay annual dues when due; or (iii) engagement in conduct that is materially and seriously prejudicial to the Corporation's purposes and interests.

Section 4.04 TERMINATION HEARING

If grounds exist for termination of Membership, the Board shall give the Member at least fifteen (15) days prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide actual notice to the Member. The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board. The Board shall decide whether the Member should be expelled and the decision of the Board shall be final. Any action challenging an expulsion must be commenced within one year after the date of expulsion or termination.

Section 4.05 MEETING NOTICE

Notice of any meeting of Members, whether annual, general, or special, shall be in writing and shall be given at least ten (10) but not more than sixty (60) days before the meeting date. Notice may be given either by electronic mail or website posting. If electronic mail is used, notice shall be sent to the Member at his or her electronic address shown in the Corporation's Membership records. All notice must state at a minimum the date, time, and place of the meeting. For the annual meeting, the notice shall also state the matters that the Board intends to present for action by the Members and the names of all persons who are nominees for Directors. For a general or special meeting, the notice shall also state the general nature of the business to be transacted by the Members.

Section 4.06 QUORUM

A majority of members present shall constitute a quorum for the transaction of business at any meeting of Members unless the total of members present is less than sixteen (16). The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, subject to the limitations set forth in the California Nonprofit Public Benefit Corporation Law.

Section 4.07 VOTING

Members in good standing shall be entitled to vote at any meeting of the Members. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Member at the meeting. Each Member entitled to vote may cast one vote on each matter submitted to a vote of the Members. If a quorum is present, the affirmative vote of a majority of the voting power present at the meeting shall be deemed the act of the Members (unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law).

Section 4.08 WAIVER OF NOTICE OR CONSENT

Notice of a meeting need not be given to any Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Member who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 4.09 ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the Members.

ARTICLE V

DIRECTORS

SECTION 5.01 POWERS

- (a) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.
- (b) Specific powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:
 - (i) Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation

and require from them security for faithful performance of their duties.

- (ii) Change the principal office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.
- (iii) Adopt and use a corporate seal and alter the form thereof.
- (iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities. Such action(s) shall require a vote equal to two-thirds (2/3) of the Board of Directors.

Section 5.02 NUMBER AND SELECTION OF DIRECTORS AND RESTRICTIONS OF DIRECTORS

- (a) Authorized number. The authorized number of the Board of Directors shall range from thirteen (13) to seventeen (17), and will consist of an odd number of directors. At least two (2) Board Members will be Docents who have completed the Docent Training Program at the Santa Rosa Plateau Ecological Reserve; the remaining number of positions may be available for non-Docents.
- (b) Selection. The Board shall be selected as follows:
 - (i) Initial Directors. The initial Board Members shall be elected by the incorporator(s) named in the Corporation's Articles of Incorporation;
 - (ii) Subsequent Directors. At the expiration of the term of office of the initial Directors, their successors shall be chosen by a majority vote of the Members of the Foundation;
 - (ii) Restrictions on Directors. All Board Members shall be Foundation Members. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is either (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; or (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provision of this paragraph

shall not affect the validity of enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or Director; and

- (iv) Conflicts of interest. Directors shall reveal to the Board of Directors, and submit in writing to the Secretary of the Corporation, identities of any person or persons for whom they are closely related, or any organization which they are affiliated, who or which presently transacts business with the Corporation, or might reasonably be expected to do so in the future. An affiliation with an organization will be considered to exist when a Director or Officer, or a Member of his or her immediate family or close relative is an officer, Director, trustee, partner, employee or agent of the organization.

SECTION 5.03 COMPENSATION

The duly elected and qualified Directors shall serve without compensation, as such, for their services; provided, however, the Members of the Board may receive reasonable compensation for services rendered to the Corporation. The Corporation may reimburse a duly elected and qualified Director for Expenses incurred by the duly elected and qualified Director in attending any regular or special meeting of the Board, any committee meeting, or any function of the Board of the Corporation.

SECTION 5.04 TERM OF OFFICE OF DIRECTORS

- (a) Appointed Directors. The Directors newly appointed or selected in accordance with the section 5.02 (b) above shall hold office for a term of one (1) year or until the first annual meeting/election is held.
- (b) Elected Directors. Terms of office will be (1) year for the first year only. Thereafter the terms of office for Board Members will be two (2) years. The Board may allow a Director to renew for one (1) year under special circumstances

SECTION 5.05 VACANCIES

- (a) Events causing vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (i) the death, removal, suspension or resignation of any Director; or (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under sections 5230-5239 of the California Nonprofit Public Benefit

Corporation law; or (iii) has missed three (3) consecutive meetings of the Board of Directors or a total of four (4) meetings of the Board of Directors during any one fiscal year. A Director may request in writing a leave of absence not to exceed three (3) consecutive months. Permission for leave of absence will be at the discretion of the Board of Directors.

- (b) Leave of absence. A Director may request a leave of absence for personal reasons from the Board not to exceed three (3) months. Said request must be approved by a majority of the Board and may be extended upon review and approval of the Board.
- (c) Resignations. Except as provided in this subsection, any Director may resign effective upon giving written notice to the Chairman of the Board, if any, or the President or the Secretary of the Board, unless such notice specifies a later time for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- (d) Filling vacancies. Any vacancy on the Board shall be filled by vote of the remaining Directors whether or not less than a quorum or by a sole remaining Director.
- (e) No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

SECTION 5.06 PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board shall be held at the principal office of the Corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the principal office of the Corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

- (a) A Board member can attend by phone only twice per year, and new board members can attend by phone only after they have been to at least three meetings in person.

SECTION 5.07 ANNUAL, REGULAR AND SPECIAL BOARD MEETINGS

- (a) Annual meeting. The Board shall hold an annual meeting in conjunction with the regularly scheduled Board meeting in the month of June of each year for the purpose of organization, and the transaction of other business; provided, however, that the Board may fix another time for the holding of its annual meeting. A written notice of this meeting shall be given to Members of the Santa Rosa Plateau Foundation not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice of the annual meeting shall include the names of all those who are nominees

for the Board at the time the notice is given to the Members. The officers shall be elected by the Board of Directors at the regularly scheduled July Board meeting following the annual meeting in June. Term of office is one year beginning at the July Board meeting and ending at the July Board meeting of the following year.

(b) Regular meetings. The Board shall hold at least six (6) regular meetings throughout the year; said meeting shall be held on a date to be fixed by the Board; provided, however, any given monthly meeting may be dispensed with by majority vote of the Board.

(c) Special meetings.

(i) Authority to call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, or the Secretary or any two Directors.

(ii) Notice.

a. Manner of giving notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods:

1. By personal delivery of written notice;
2. By first-class mail, postage pre-paid;
3. By telephone, either directly to the Director (including a voice messaging system which records and communicates messages) or to a person at the Director's office who would reasonably be expected to communicate that notice to the Director;
4. By facsimile; or
5. By electronic mail.

All such notices shall be given or sent to the Director's street or electronic mail address and/or telephone number as shown on the records of the Corporation.

b. Time requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic mail shall be given at least forty-eight (48) hours before the time set for the meeting.

- c. Notice of contents. The notice shall state the time of the meeting and the place, if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

SECTION 5.08 QUORUM

The presence of a majority of the authorized Directors constitutes a quorum for the transaction of business, except to adjourn as provided in section 5.10. Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common directorship; (iii) creation of an appointment of committees of the Board; and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 5.09 WAIVER OF NOTICE

Notice of a meeting need not be given any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of meeting need not be given any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

SECTION 5.10 ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.11 NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

SECTION 5.12 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Directors may be taken without a meeting, if all Directors consent in writing, including electronic mailing, to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of section 5.12 only, "Directors" shall not include Directors who have a material financial interest in a transaction to which the Corporation is party.

ARTICLE VI

COMMITTEES

SECTION 6.01 STANDING COMMITTEES

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more standing committees ("Standing Committees"), each consisting of at least one (1) or more Directors, and may also include persons who are not on the Board. A committee will be comprised of at least two individuals. Committee Members will serve at the pleasure of the Board. Any such committee, to the extent provided in the resolution of the Board, shall the Board. No Committeemay conduct business, establish policy, or enter into any contractual arrangement on behalf of the Corporation.

SECTION 6.02 AD-HOC COMMITTEES

The Chair of a Standing Committee, or the Board, may establish a [short-term](#) Ad-Hoc Committee ("Ad-hoc Committee") determined by the Standing Chair or the Board, and will be formed for a specific purpose. If appointed/formed by the Chair of a Standing Committee, the Chair will inform the Board. An Ad-Hoc Committee will have no authority to conduct business, establish policy, or enter into any contractual arrangement on behalf of the Corporation.

SECTION 6.03 EXECUTIVE COMMITTEE

- (a) An executive committee shall be formed to act on behalf of the Board in case of emergencies and to focus issues for the Board, coordinate actions between various Members and committees and develop an agenda for the next regular Board meeting.
- (i) The executive committee shall consist of the Board President, Vice President, Immediate Past President, Treasurer, Chief Financial Officer, and Secretary and have at least four (4) officers in attendance at each meeting. The Executive Director shall also serve on this committee as a non-voting member. All Directors will be given proper advance notice of a scheduled executive committee meeting and any Director may attend the executive committee meeting.

- (ii) The executive committee will meet at least once a month in the week prior to the next Board meeting. The meetings will be held at the Corporation's principal office, 39400 Clinton Keith Road, Murrieta, CA 92562 unless otherwise agreed upon with proper advance notice.
- (b) The Executive Committee shall also serve as the Personnel Committee.

ARTICLE VII

OFFICERS AND OFFICERS' RESPONSIBILITIES

SECTION 7.01 ELECTION OF OFFICERS

The officers of the Corporation, except those appointed in accordance with the provisions of section 7.02 of the Article VII shall be chosen by the Board of Directors and each shall serve at the pleasure of the Board subject to the rights, if any, of an officer under any contract of employment.

SECTION 7.02 OTHER OFFICERS

The Board may appoint and may authorize the Chairman of the Board or the President or another officer to appoint any other officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 7.03 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by a majority vote of the Board of Directors.

7.04 RESIGNATION OF OFFICERS

Any officer may resign upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any officer may resign upon verbal notice at a regular or special Board meeting if a quorum is present to witness resignation.

SECTION 7.05 VACANCIES IN OFFICE

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.06 RESPONSIBILITIES OF OFFICERS

- (a) President/Chief Executive Officer. Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and general manager of the Corporation and shall generally supervise, direct and

control the activities and affairs and the officers of the Corporation. A nominee for President must have served one (1) year on the Board as a Director prior to being eligible for the office of President. The President, in the absence of the Chairman of the Board, or if there be none, shall preside at all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

- (b) Immediate Past President. The purpose of the position is to provide continuity in the management of the affairs of the Corporation. Subject to the control and supervision of the Board, the Immediate Past President will remain on the executive committee as a voting Member; will remain on the Board as a Director; and will be available to advise the President and Vice President on the business affairs of the Corporation. The Immediate Past-President or Vice President may preside at Board or Executive Committee meetings and have such other powers and duties as may be prescribed by the Board or these Bylaws.
- (c) Vice President. The Vice President shall assist the President with all affairs of the Corporation. The nominee for Vice President must have served on the Board as a Director for one (1) year prior to being eligible for the office of Vice President and will be expected to succeed the President if approved by a majority vote of the Board. The Vice President will preside over the Board and the Executive Committee in the absence of the President and shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws
- (d) Secretary.
 - (i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary will keep a record of the proceedings of all meetings of the Membership.
 - (ii) Notices, seal and other duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(e) Treasurer.

- (i) Books of account. The Treasurer of the Corporation shall, share with the Chief Financial Officer, responsibility to the Board for certain financial transactions and reporting. The Treasurer shall be responsible for banking, and account maintenance. The Treasurer shall maintain sound financial management policies and procedures. The Treasurer shall assure adequate cash flow for operations and adequate controls for protection of all corporate assets. The books of account shall be open to inspection by any Director at all reasonable times. The Treasurer will serve on the Budget and Finance Committee
- (ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board.

(f) Chief Financial Officer (CFO)

- (i) The CFO shall, along with the Treasurer, have the responsibility to the Board for oversight in all financial transactions. The CFO shall be responsible for investment relationships. The CFO shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send or cause to be sent to the Directors such financial statements and reports as are required by law or the Bylaws to be given. The CFO shall provide operational and programmatic support in all financial related areas; will supervise financial operations, create and assess monthly reports and reconciliations. The CFO will be instrumental in the development and management of the Corporation's annual budgets including programmatic and grant budgets. The CFO shall have fiscal reporting responsibility to the Board and will work with audit and governmental regulators. The CFO shall also oversee payables, payroll and revenue reporting and shall serve on the Budget and Finance Committee as Chair or Co-Chair.

ARTICLE VIII

DIRECTOR EMERITUS

SECTION 8.01 DEFINITION

There shall be a category of Board member known as Director Emeritus. A Director Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board meetings, to participate in committee meetings in which they serve, and is encouraged to attend all other events conducted by SRPF. A Director Emeritus shall not be subject to any attendance policy or counted in determining if a quorum is present at a meeting and shall not be entitled to hold office or entitled to vote at any Board meeting.

SECTION 8.02 ELIGIBILITY

In order to be considered for designation as a Director Emeritus, a person must be a current or former Board of Director who has :

- (a) Served the SRPF Board of Directors with distinction;
- (b) Held an important leadership role and made significant contributions;
- (c) Engaged in major volunteer or advocacy activities in his or her service on the Board;
- (d) Completed the term(s) for which he or she was elected;
- (e) Participated in one or more of SRPF's activities such as events, volunteerism, fundraising, networking.

SECTION 8.03 ELECTION

Upon the recommendation of the Board Development Committee, the Executive Committee will consider potential candidates and may nominate one or more individuals for a Director Emeritus position to be presented to the Board of Directors for approval by a simple majority vote. The Director Emeritus shall serve as Director Emeritus for one or more consecutive one-year terms expiring on the date of the next annual meeting or until earlier resignation or removal by a majority vote of the Board of Directors.

ARTICLE IX

EXECUTION OF CORPORATE INSTRUMENTS

SECTION 9.01 AUTHORIZED SIGNATORS

All checks and drafts drawn on bank or other depositories on funds to the credit of the Corporation, or in special accounts of the Corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

ARTICLE X

INDEMNIFICATION AND INSURANCE

SECTION 10.01 INDEMNIFICATION

- (a) Right of indemnity. To the full extent permitted by law, the Corporation shall indemnify its Directors, officers, employees and other persons described in section 5238 (a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts ("Indemnification Expenses") actually and reasonably incurred in connection with any "Proceeding", as that term is used in such section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such section.
- (b) Approval of indemnity. Upon written request to the Board by any person seeking indemnification under section 5238 (b) or section 5238 (c) of the California Corporation Code, the Board shall promptly determine in accordance with section 5238 (a) of the Code whether the applicable standard of conduct set forth in section 5238 (b) or section 5238 (c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in section 5238 (b) or section 5238 (c) has been met.
- (c) Advancement of Indemnification Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, Indemnification Expenses incurred by a person seeking indemnification under these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Corporation therefore.

ARTICLE XI

RECORDS AND REPORTS

SECTION 11.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceeding of the Board and any written committee reports; and
- (c) If applicable, a record of its Members, giving their names and addresses and class of Membership held.

SECTION 11.02 INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and the records of each of its subsidiary corporations. This inspection by a Director may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 11.03 ANNUAL REPORT

Except as provided under section 6321 (c) (d) or (f) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the Corporation, the Board shall cause an annual report to be made available to all Members of the Board. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The Expenses, Indemnification Expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

SECTION 11.04 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND
INDEMNIFICATIONS

The Corporation shall prepare annually and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the Corporation:

- (a) Any transaction to which the Corporation, its parent or its subsidiary was a party, and in which any Director or officer of the Corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions which the same person involving, in the aggregate, over fifty thousand (\$50,000); or
- (b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to section 9.01 hereof.

The statement shall include a brief description of the transaction, the names of the of the Director(s) or officer(s) involved, their relationship to the Corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest, provided that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular and the term "Person" includes both a legal entity and a natural person.

ARTICLE XIII

AMENDMENTS

SECTION 12.01 ACTION BY THE BOARD

The Bylaws may be amended or repealed and new Bylaws may be adopted by a majority vote of the Board.

SECTION 13.02 LIMITATIONS OF AMENDMENT OF BYLAWS

Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended

or repealed except by the vote of such greater number. No amendment may extend the term of a Director beyond that which such Director was elected.

SECTION 13.03 MAINTENANCE OF RECORDS

The Secretary of the Corporation shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official Bylaws of the Corporation and is maintained with the official records of the Corporation at the principal office of the Corporation.

ARTICLE XIV

FISCAL POLICIES

SECTION 14.01 RECEIPT OF FUNDS AND REVENUES

All funds received as gifts (whether designated or undesignated), contributions, or grants from individuals, private or public corporations or foundations, or governmental units shall be deposited in appropriate banking accounts maintained by the Corporation according to the policies and procedures determined by the Board. All sums collected for sales and services by the Corporation shall be deposited in appropriate banking accounts of the Corporation according to the policies and procedures determined by the Board.

SECTION 14.02 FISCAL YEAR

The fiscal year of the Corporation shall start July 1 of each year and end June 30 of each year.

SECTION 14.03 CHECKS, DRAFTS, ETC.

All checks, drafts, other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by officers or designated employees or agents of the Corporation in accordance with the policies and procedures as shall from time to time be determined by resolution of the Board.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the Santa Rosa Plateau Foundation, a California nonprofit public benefit corporation, and the above Bylaws, consisting of nineteen (19) pages are the Bylaws of the Corporation as amended and adopted by the Board of Directors on _____.

Executed on _____, 20____, at _____, California.

Secretary

(Signed copy in Corporate Minute Book)