

AMENDED AND RESTATED BYLAWS OF
FORT ROSS CONSERVANCY

ARTICLE I NAME

The name of this organization shall be the Fort Ross Conservancy, hereinafter referred to as the "Conservancy."

ARTICLE II OFFICES

Section 1 Principal office. The principal office for the transaction of business of the Conservancy is located at 19005 Coast Highway One, Jenner, CA 95450.

Section 2 Other offices. The board of directors may at any time establish branch or subordinate offices at any place or places where the Conservancy is qualified to do business.

ARTICLE III OBJECTIVES AND PURPOSES

The Conservancy shall have the objectives and purposes set forth in its Articles of Incorporation, as amended or amended and restated from time to time.

ARTICLE IV MEMBERSHIP

Section 1 Qualifications. Any person of good character and dedicated to the purposes of the Conservancy shall be eligible for membership upon acceptance of his or her application by the board of directors and payment of such dues and initiation fees as may from time to time be fixed by the board of directors. Each person admitted to membership and in good standing is referred to as a "Member."

Section 2 Fees, Dues and Assessments. Each Member, within the time and on the conditions set by the board of directors, shall pay annual dues in amounts to be fixed from time to time by the board of directors. All classes and appropriate fees for membership shall be established in a separate policy statement of the board of directors.

Section 3 Termination. Each membership shall terminate, without notice or further action by the Conservancy, upon expiration, without renewal, of such membership.

Section 4 Nonliability of Members. No Member shall be personally liable for any of the debts, liabilities or obligations of the Conservancy.

ARTICLE V MEETINGS OF MEMBERS

Section 1 Place of Meeting. Meetings of the membership shall be held at any place within the State of California designated by the board of directors.

Section 2 Annual Meeting. With thirty (30) days' prior written notice, the annual meeting of the Members of the Conservancy for the transaction of such business as may properly come before such meeting shall be held on such date of each calendar year as shall be determined by the board of directors.

Section 3 Special Meeting. With thirty (30) days' prior written notice, a special meeting of the Members may be called at any time by any of the following: the board of directors or the president or chair of the board, or by a petition of five percent (5%) or more of the Members.

Section 4 Quorum. The total number of Members present at a meeting of the Members shall constitute a quorum for the transaction of business at a meeting of the Members, provided that notice of the date, time, and place of the meeting is given to all Members at least thirty (30) days in advance.

Section 5 Resolutions. Resolutions, which are decisions binding the organization, may be adopted at an annual or special meeting of the Members in accordance with the following procedure:

- a. Any Member or Members may request the board of directors to circulate a proposed resolution to the Membership for adoption by notifying the president in writing of his or her proposed resolution.
- b. The board of directors at the meeting of the board next following the receipt of such request shall appoint a committee to review and, if appropriate, revise such proposed resolution and explanatory materials to be circulated to the Membership, provided such request is received at least thirty (30) days before such board meeting; otherwise such request shall be presented to the next board meeting thereafter. The committee so appointed by the board shall include the Member who submitted such request. If multiple Members submitted the request, they shall appoint one of the submitting Members to serve on the committee.
- c. The committee so appointed by the board shall complete its review and revisions within sixty (60) days following its appointment. Neither such committee nor the board may modify the proposed resolution without the consent of the Member or Members who proposed such resolution. The Member who proposed such resolution may withdraw his or her request at any time, in which event such committee may cease work on the proposal and be dissolved by the board.
- d. Upon completion of the work of such committee, the proposed resolution, together with the explanatory material and recommendation of the board shall be circulated to all Members at least ninety (90) days before the meeting at which such proposed resolution will be voted upon.

- e. The board of directors may submit a proposed resolution to the Members for adoption at a meeting of the Members, together with the explanatory material and recommendation of the board at least thirty (30) days before the meeting at which such proposed resolution will be voted upon. The Member or Members who proposed such resolution may include in the materials circulated to the Members an explanation of such resolution and their reasons for such proposal.
- f. Members will be entitled to vote on such proposed resolution, by written or electronic proxy, as determined by the board, or in person at the meeting of the Members.
- g. A resolution proposed in accordance with the procedure described above will be adopted if a majority of the Members cast votes in favor thereof.

Section 6 Action without a Meeting. Members may take action without a meeting in accordance with the procedure prescribed in Section 5 (including by electronic voting), except that instead of submitting the proposed resolution, explanatory materials and board recommendation to a meeting of the Members, such proposed resolution, explanatory materials and board recommendation shall be submitted to the Members without a meeting. At least ninety (90) days shall pass between the date on which the proposed resolution is circulated and the last day for voting on such proposal. A resolution so proposed will be adopted if a majority of the Members casting votes vote in favor thereof.

Section 7 Rights of Members. The only matters which shall be submitted to a meeting of the Members for votes are:

- a. Disposition of all or substantially all of the assets of the Conservancy;
- b. On any merger or dissolution of the Conservancy;
- c. Changes to the Conservancy's Articles of Incorporation or its Bylaws when such changes would materially and adversely affect the rights of Members as to voting or transfer;
- d. Matters voted for such submission by the board of directors; and
- e. Matters proposed by any Member pursuant to Sections 5 and 6.

Section 8 Member Voting. Each Member shall have one vote only on any matter on which the Members are entitled to vote. The foregoing limitation on the right to vote shall apply notwithstanding that more than one person may be admitted as a single Member. In such event, the persons jointly holding such Membership shall determine how the vote shall be cast. In the event of any dispute among such persons concerning voting such Membership, the vote cast shall be disregarded. A vote shall be deemed to have been cast if the vote is in favor or against or stated to abstain from voting in favor or against the proposed resolution or matter.

ARTICLE VI ELECTION OF DIRECTORS

Section 1 Nomination. The board of directors shall nominate the directors to be elected. The board shall nominate director candidates who possess the skills necessary to support the current goals of the Conservancy and carry out the responsibilities of a director. Any Member may propose another Member for consideration by the board and Members. The board shall notify all Members in a timely manner when nominations are open so that they may nominate individuals to be directors.

Section 2 Limitations of Interested Persons. At all times, not more than forty-nine percent (49%) of the directors of the Conservancy may be interested persons, as that term is defined in Section 5227(b) of the California Corporations Code.

Section 3 Election of Directors. Directors shall be elected annually by the vote of the Members either at the annual meeting of the Members, by action of the Members without a meeting, or through written or electronic ballots, as determined from time to time by the board of directors. Such annual election, if not conducted at the annual meeting of the Members, shall be at such time as the board of directors shall determine from time to time. If election of the directors shall be by written or electronic ballot, the board of directors shall adopt procedures that permit each Member to receive, complete and return such written or electronic ballot in accordance with the California Nonprofit Public Benefit Corporation Law. Notwithstanding the foregoing, if no Member has been proposed for nomination by another Member and the number of directors nominated by the board does not exceed the number of directors to be elected, the board of directors may deem the directors so nominated as elected.

ARTICLE VII DIRECTORS

Section 1 Powers

- a. General Corporate Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporations Law and any limitations in the Articles of Incorporation or these Bylaws relating to action required to be approved by the Members, the board of directors will formulate the policies of the Conservancy and will direct activities through the president or chair of the board, provided that all activities and affairs of the Conservancy shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.
- b. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the board of directors shall have the power to:
 - (i) Select and remove elected officers, agents, and employees of the Conservancy and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.

- (ii) Change the principal office in the State of California from one location to another and conduct business within or outside the State of California.
- (iii) Borrow money or incur indebtedness on behalf of the Conservancy, and cause to be executed and delivered for the Conservancy's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2 Number and Qualification of Directors. The authorized number of directors shall be no less than seven (7) and no more than fifteen (15) or such lesser or greater number as the board of directors shall determine from time to time. Each director shall be a Member in good standing of the Conservancy. At least fifty percent (50%) of the directors shall be residents of the State of California. In order to avoid possible conflict of interest, employees of the California State Park System are not eligible to serve as directors of the Conservancy.

Section 3 Term of Office of Directors. Each director shall hold office from the time of his or her election or appointment until the time of the next annual election of directors.

Section 4 Vacancies.

- a. A vacancy in the board of directors may be filled for the remainder of the unexpired term by the majority vote of the remaining directors. Any Member may recommend candidates to the board of directors to fill such vacancy.
- b. A vacancy or vacancies in the board of directors shall be deemed to exist upon the occurrence of any of the following events:
 - (i) The death, resignation, or removal of any director.
 - (ii) The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of the 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 and following of the California Nonprofit Public Benefit Corporations Law.
 - (iii) The removal of a director without cause pursuant to Section 5222 of the California Nonprofit Public Benefit Corporations Law.
 - (iv) The increase of the authorized number of directors.
- c. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the president of the Conservancy, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation

of a director is effective at a future time, the board of directors may elect a successor, to take office when the resignation becomes effective.

- d. 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 that director's term of office expires.

Section 5 Removal of Directors.

- a. Any director may be removed by a majority vote of the Members present at a special meeting held for that purpose.
- b. Any director may be removed, by a majority vote of the remaining directors, for failure to attend three (3) consecutive board meetings.

Section 6 Meetings of the Board of Directors. Regular meetings of the board of directors shall be held at such time and place as shall be determined by the board of directors from time to time. Special meetings of the board of directors, for any purpose, may be called by the president or by any three (3) directors. Notice of a special meeting shall be delivered to each director by first-class mail no fewer than four days before the meeting, or by personal spoken or electronic communication, including a voice messaging system or electronic transmission, no fewer than 48 hours prior to the meeting. With thirty (30) days' written notice to the board of directors and Membership, the board of directors shall have an annual meeting in conjunction with the annual Membership meeting.

Section 7 Quorum. A quorum for all meetings of the board shall consist of a majority of all directors, provided that notice of the date, time, and place of the meeting has been given to all directors. No action may be taken without a quorum of the directors except to adjourn the meeting.

Section 8 Board Committees. The board of directors may establish such committees as it deems fit, but such committees shall only act in an advisory role to the board of directors and shall have no authority to act on behalf of the Conservancy.

Section 9 Action without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting if all directors are notified of the proposed action and consent to that action. Such action shall have the same force and effect as a unanimous vote of the board of directors. Such consent and action taken shall be recorded and filed with the minutes of the proceedings of the board. Said action shall be reviewed and recorded at the next regular or special meeting of the board of directors.

Section 10 Fees and Compensation of Directors. Directors, officers, and members of committees may receive such compensation and may be reimbursed for expenses as may be determined by vote of the board of directors to be just and reasonable.

ARTICLE VIII OFFICERS

Section 1 Officers of the Conservancy. Officers of the Conservancy shall be a president or chair of the board or both, vice president, treasurer or chief financial officer or both, and secretary. The board of directors may appoint a chief executive officer or such other officers as the business of the Conservancy may require, each of whom shall be subject to the same privileges and restrictions as the officers named above. An individual may hold only one office of the Conservancy, except that the chief executive officer may serve concurrently as chair of the board.

Section 2 Election of Officers. The officers of the Conservancy shall be elected by a majority of the board of directors at the annual board meeting.

Section 3 Removal of Officers. Any officer may be removed by a majority vote of the board present at a special meeting held for that purpose.

Section 4 Resignation of Officers. Any officer may resign at any time by giving written notice to the Conservancy. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice.

Section 5 Responsibilities of Officers.

- a. Officers shall have such powers and responsibilities as the board may specify from time to time.
- b. Notwithstanding subsection (a), if a chief executive officer has been appointed, the chief executive officer and not the president or chair of the board shall generally supervise, direct, and control the business and the officers of the Conservancy, and perform all other duties as are incident to the office, subject to the control of the board.
- c. Notwithstanding subsection (a), if a chief financial officer has been appointed, the chief financial officer and not the treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the financial transactions of the Conservancy; shall deposit or cause to be deposited all the Conservancy's money in the name of and to the credit of the Conservancy with such depositories as may be designated by the board; shall disburse the funds of the Conservancy as may be ordered by the board; shall render to the president or chief executive officer and directors, whenever they request it, an account of all transactions as chief financial officer, and of the financial condition of the Conservancy. All expenditures of the Conservancy's funds, except what has been approved in the annual budget must have prior authorization from the board.

ARTICLE IX ANNUAL REPORT TO MEMBERS

The Conservancy shall provide to the directors and to those Members who request it in writing, within 120 days of the close of its fiscal year (the calendar year), a report containing the following information in reasonable detail:

- a. The assets and liabilities of the Conservancy as of the end of the fiscal year.
- b. The principal changes in assets and liabilities during the fiscal year.
- c. The revenues or receipts of the Conservancy, both restricted and unrestricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the Conservancy, for both general and restricted purposes, during the fiscal year.
- e. The projected goals of the Conservancy for the coming year.
- f. Any information required by California Corporation Code, Section 6321.

ARTICLE X CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules, construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporations Law shall govern the construction of these Bylaws.

ARTICLE XI INDEMNIFICATION

Section 1 Right of Indemnification. To the extent permitted by law, the Conservancy shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the Conservancy, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in these bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations 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 prevents formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of Members. At that meeting, the Members shall determine whether the requirements of Section 5238(c) have been met, and, if so, the Members present at the meeting in person or by proxy shall authorize

indemnification, provided that any Member who is to be indemnified shall not be entitled to vote on the authorization.

Section 3 Advancement of Expenses. To the extent permitted by law, and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article XI, and of these bylaws, in defending any proceeding covered by those sections shall be advanced by the Conservancy before final disposition of the proceeding, on receipt by the Conservancy of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Conservancy for those expenses.

ARTICLE XII INSURANCE

The Conservancy shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity, or arising out of the officer's director's, employee's or agent's status as such.

ARTICLE XIII DISSOLUTION

Upon the dissolution of the Conservancy and after the payment or the provision for the payment of all the liabilities of the Conservancy, the board of directors will dispose of all of the assets of the Conservancy exclusively for the purposes of the Conservancy or in such manner as provided for in the Articles of Incorporation.

ARTICLE XIV AMENDMENTS

Section 1 Amendments by Members. New bylaws may be adopted or these bylaws may be amended or repealed by a resolution proposed to and adopted by the majority of Members in an annual or special meeting or without a meeting. A copy of the proposed changes shall be included in the notice of the meeting.

Section 2 Amendment by Directors. Subject to the right of Members under Section 1 of this Article XIV and applicable law, bylaws may be adopted, amended, or repealed by a majority of the board of directors. Thirty (30) days' advance written notification shall be provided to the board of directors of any such proposed changes.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the present secretary of Fort Ross Conservancy, a California nonprofit public benefit corporation, and that the above revised bylaws, consisting of eight pages, are the bylaws of the Conservancy, as revised and duly adopted by the Members and board of directors.

Secretary

Date: April 11, 2020

