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ARTICLE I - OFFICES

**Section 1. Principal Office.** The principal office of the corporation for the transaction of its business is located in Santa Rosa, California (825 College Ave.) as of the date of the date of execution of these bylaws.

**Section 2. Change of Address**

Date: 4/15/91 New Address 2200 County Center Drive , Suite C, Santa Rosa  
Date: 4/15/94 New Address 632 Fifth Street, Santa Rosa  
Date: 5/1/00 New Address 404 Mendocino Avenue, Suite A, Santa Rosa

**Section 3. Other offices.** The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors (BOD) may, from time to time, designate.

ARTICLE II - PURPOSES

**Section 1. Objectives.** This Corporation is dedicated to maintaining and enhancing the quality of the environment for the general public in Sonoma County. To this end, members share organizational resources and coordinate study and action. Objectives shall include, but not be limited to, the protection of the natural environment, and the publication and dissemination of educational information relative to environmental concerns of its member organizations.

ARTICLE III - MEMBERS

**Section 1. Determination of Membership.** The members of this corporation shall consist of organizations in good standing, as listed in the Annual Report. Interim changes in the membership roster will be noted in the minutes of Board proceedings. Any organization may pursue membership by fulfilling obligations of Section 2.

Pursuant to Section 5310(b) of the Non-profit Public Benefit Corporation Law of the State of California, any action of the corporation which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the BOD. Furthermore, all rights which would otherwise be vested in the members under law, the Articles of Incorporation or the Bylaws of this corporation, shall be vested in the Directors of this corporation.

**Section 2. New Members.** Any organization which subscribes to the purposes of the Corporation may apply for membership. The application must include information about the purposes and past activities of the organization, including Bylaws, adopted charter statements, and/or newspaper reports, etc. The directors shall review this information and, at a regular meeting of the BOD, vote to admit. The applicant organization shall become a member of the Corporation by majority vote of the Board members present at a regular meeting with a duly constituted quorum, and upon payment of annual dues.

**Section 3. Associate Members.** An organization which has fulfilled conditions of Section 2 may choose non-voting associate membership. Associate members may attend Board meetings and use Council facilities for meetings or events.

**Section 4. Exclusion, Expulsion, Termination.** An organization may have its voting privilege suspended for non-attendance at meetings or non-payment of dues, or membership terminated for violating the purposes of the Corporation, by vote of the Board. The Board may restore voting privileges or terminated memberships by majority vote.

#### ARTICLE IV - DIRECTORS

**Section 1. Number.** Each member organization shall be represented on the BOD by its designated representative or its designated alternate representative.

**Section 2. Powers.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and the Bylaws of this Corporation relating to action required or permitted to be taken or approved by the member organizations of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the BOD.

**Section 3. Duties.** It shall be the duty of the BOD to: (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws, governed by Corporate Policies & Procedures; (b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; (c) supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; (d) meet at such times and places as required by these Bylaws, in the manner set forth in the Policies & Procedures; (e) register their addresses with the Secretary of the corporation (ARTICLE V, Section 7). Notices of meetings mailed, emailed, phoned, or otherwise delivered by accepted communication means to such addresses shall be valid notices thereof.

**Section 4. Term.** The Directors shall hold office at the pleasure of their respective organizations.

**Section 5. Compensation.** Directors shall serve without compensation except that they may be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this ARTICLE. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this ARTICLE.

**Section 6. Restriction regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, no more than 49% of the persons serving on the Board may be interested persons. For the purposes of this Section, "interested persons" means either: (a) any person currently being compensated by the corporation for services rendered it within the previous 12 months, whether as a full or part time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (b) 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.

#### **Section 7. Meetings.**

**A. Place.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meetings can hear one another.

**B. Regular.** Regular meetings of the Directors shall be held at least quarterly.

**C. Special.** Special meetings of the BOD may be called by the Chair, Vice-chair, or Secretary of the Board. Special meetings shall be held at the place designated by the person(s) calling the meeting, and in the absence of such designation, at the principal meeting place of the corporation. Unless otherwise stated in such notice, any and all business may be transacted at any meeting without specification of such business or purpose of the meeting therein.

**D. Notice.** Regular meetings of the Board (Section 8) will be noticed. When called as described in Section 7C, special meetings of the Board shall be held no earlier than four days notice by first class mail, or 48 hours notice by telephone, by email, or personal delivery.

**E. Waiver of Notice, Consents, Approvals.** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present, and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to hold the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the records of the meeting by the Secretary of the Board.

**F. Quorum.** A quorum shall consist of one-half (e.g., 5 of 10) of the voting members of the BOD. When "one-half" is not a round number, it shall be rounded up to the next higher number (e.g., with eleven members the quorum is six). Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum as

defined, is not present, and the only motion which the chair shall entertain at such a meeting is a motion to adjourn. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the quorum for such meetings, or such greater percentage as may be required by law, or the Articles of Incorporation, or the Bylaws of this corporation.

**Section 8. Majority Action as Board Action.** 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 is the act of the BOD, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e) require a greater percentage or different voting rules for approval of a matter by the Board.

**Section 9. Conduct of Meetings.** Meetings of the BOD shall be presided over by the Chair, or if absent, the Vice-Chair, or in the absence of both, by a chair chosen by a majority of the Directors present at the meeting. The secretary of the corporation shall act as the secretary of all the meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary at the meeting. Meetings shall be governed by an agenda, to which all members of the BOD may add items prior to the beginning of the meetings, and rules of order consistent with these Bylaws, the Articles of Incorporation of this corporation and with provisions of law. The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

**Section 10. Action by Written Consent without Meeting.** Any action required or permitted to be taken by the BOD may be taken by written consent of two-thirds of the members of the Board, once all members have been notified. Email replies will constitute written consent.

**Section 11. Vacancies.** Vacancies in representation from any member organization shall be filled by that organization.

**Section 12. Non-Liability of Directors.** The Directors and their organizations shall not be held liable for the debts, liabilities, or other obligations of the corporation.

**Section 13. Indemnification.** To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of his role with the corporation, such person shall be indemnified against expenses actually and reasonably incurred in connection with such proceedings. The BOD may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation.

## ARTICLE V - OFFICERS

**Section 1. Number.** The officers of this corporation shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer. The Chair of the Board serves as the President of the Corporation.

**Section 2. Qualifications, Elections, Term of Office.** Any member or alternate member of the BOD may serve as an officer of this corporation except that no alternate member may be the Chair of the Board. Officers may be elected at any regular or special meeting, for a term of one year. Each officer shall hold office until he or she resigns, is removed, or until his or her successor shall be elected and qualified, whichever occurs first. No paid employee of the Corporation may be an officer.

**Section 3. Removal and Resignations.** Any officer may be removed, with or without cause, by the BOD at any time. Any officer may resign at any time by giving written notice to the BOD, the Chair, or the Secretary of the corporation.

**Section 4. Vacancies.** Officer vacancies shall be filled by the BOD, in accordance with ARTICLE VI Section 3. Vacancies other than the Chair may be filled temporarily by the Chair.

**Section 5. Duties of the Chair.** The Chair shall be the chief executive officer of the corporation and shall, subject to the approval of the BOD, supervise and manage the affairs of the corporation and the activities of its officers. He or she shall preside at all meetings of the Board and shall, in the name of the corporation, execute such deeds, mortgages, contracts, or other instruments which may from time to time be authorized by the BOD, and shall perform such duties as are prescribed by law, the Articles of Incorporation, the Bylaws, or as may be prescribed by the BOD in the Policies & Procedures.

**Section 6. Duties of the Vice-Chair.** In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair, with the powers and restriction of the Chair. The Vice-Chair shall have other powers and duties as prescribed by law, the Articles of Incorporation,

these Bylaws, or as prescribed by the BOD in the Policies & Procedures.

**Section 7. Duties of the Secretary.** The Secretary, or Acting Secretary, shall: 1) keep a record of the Minutes of each duly constituted meeting of the BOD and file them in the Corporate office; 2) keep a record of the Officers and terms of office, Directors, and Alternates; 3) perform all duties incident to the office of the Secretary, and such other duties as are required by law, the Articles of Incorporation, the Bylaws, or other duties which may be assigned by the BOD; and 4) maintain the Policies & Procedures manual.

**Section 8. Duties of the Treasurer.** Subject to the provisions of these Bylaws relating to the "execution of Instruments, Deposits and Funds", the Treasurer shall: 1) have charge and custody of and be responsible for all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected by the BOD; 2) receive and give receipt for monies due and payable to the corporation; 3) disburse or cause to be disbursed the funds of the corporation as directed by the BOD, taking proper vouchers for such disbursements; 4) keep and maintain adequate and correct accounts; 5) exhibit at all reasonable times the books of account and financial records to any Director of the corporation or his or her agent or attorney on request therefor; 6) prepare or cause to be prepared a financial statement for the prior fiscal year to be distributed prior to the September regular meeting of the Board; 7) file Corporate tax returns; 8) in general, perform all duties incident to the office of Treasurer and such other duties as required by law, the Articles of Incorporation, Bylaws, or which may be assigned to him or her from time to time by the BOD.

**Section 9. Compensation.** The salaries of the officers, if any, shall be fixed from time to time by a resolution of the BOD. Compensations paid to a Director as an officer shall be allowed only in accord with Article IV, Section 6, of these Bylaws. In all cases, salaries shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable purposes of this corporation.

#### ARTICLE VI - COMMITTEES

**Section 1. General.** The Corporation may have committees as designated by resolution of the BOD. Committees shall have at least two members who are Directors, but they may include persons who are not members of the Board.

**Section 2. Executive Committee.** The committee shall consist of the officers of the corporation, and an elected member-at-large. Meetings of the Executive Committee shall be held monthly, or as required by the needs of the organization. Meetings shall be announced to the BOD in advance, if possible. Emergency meetings may be called upon request of two Executive Committee members, or at the will of the BOD. Reports of actions taken will be made to the BOD.

**Section 3. Nominating Committee.** The BOD shall appoint a nominating committee to recommend candidates for Board Office and Executive Committee, in the manner set forth in Policies & Procedures.

**Section 4. Other Committees.** The Board shall appoint such other committees as determined necessary to conduct the business of the Corporation.

**Section 5. Meetings and Action of Committees.** Meetings and actions of committees shall be in accord with these Bylaws and governed by the Policies & Procedures of the Corporation, consistent with the provisions of these Bylaws.

#### ARTICLE VII - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

**Section 1. Execution of Instruments.** The BOD, except as provided by these Bylaws, may authorize by resolution any officer or agent of the corporation to enter into a contract or execute an instrument on behalf of the corporation as is necessary for legally binding contracts, engagements or pledges.

**Section 2. Checks and Notes.** Checks and notes shall be signed by the Treasurer and co-signed by one or more additional officers or Directors as authorized by the BOD

**Section 3. Deposits.** All funds of the corporation shall be deposited to the credit of the corporation at such banks or other depositories as selected by the BOD.

#### ARTICLE VIII - CORPORATE RECORDS, REPORTS

**Section 1. Records.** The corporation shall keep at its principal office in the State of California: a) minutes of all meetings of the BOD and committees; b) adequate and correct books and records of account; c) a record of Board members; d) a copy of the Articles of Incorporation and Bylaws as amended to date. Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents and to inspect the physical properties of the corporation.

**Section 2. Annual Report.** The Board shall cause to be furnished, not later than 120 days after the close of the corporation's fiscal year (i.e., by Oct. 28), a report to all Directors of the corporation, which report shall contain the following information: 1) assets and liabilities as of the end of the fiscal year (June 30); 2) principal changes in assets and liabilities during the fiscal year; 3) revenue and receipts during the fiscal year; 4) expenses and disbursements of the fiscal year, 5) current roster of members and associates. It shall be noted whether the report was prepared with or without audit.

ARTICLE IX - FISCAL

**Section 1. Fiscal Year of the Corporation.** The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

**Section 2. Dues.** Annual membership dues shall be set, reviewed or revised by the Board at a regular meeting.

ARTICLE X - BYLAW CHANGES

**Section 1. Amendments.** Subject to law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered or repealed and new Bylaws adopted. Modification of these Bylaws requires that changes be submitted in writing to all Directors. Adoption shall require a two-thirds majority vote of eligible Directors at a regular meeting occurring no sooner than 60 or later than 90 days after the date of submission of the revision.

ARTICLE XI - DISSOLUTION

**Section 1. Assets.** Upon dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation.

ARTICLE XII - WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of the Sonoma County Conservation Council, a California Non-Profit Corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to and hereby do, adopt the foregoing Bylaws, consisting of 7 pages, as the Bylaws of this corporation.

(date and signature lines of original members follow in initial version)