

BYLAWS OF
CALIFORNIA FOREST CONSERVATION FOUNDATION

ARTICLE I
OFFICES AND MISSION

Section 1. Principal Office

The corporation's principal office shall be fixed and located at such place as the Board of Directors (herein called the "Board") may from time to time determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Mission Statement

The mission of the corporation is to help improve the overall health, sustainability and climate resiliency of California forests by providing educational programs and services concerning conservation, management, health and fire safety of forests to the general public.

ARTICLE II
NO STATUTORY MEMBERS

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

ARTICLE III
DIRECTORS

Section 1. Powers

Subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents, and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefor which are not inconsistent with law, the Articles, or these Bylaws, as they may deem appropriate.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To buy, own, sell, rent and lease, and to acquire by gifts or devises, real and personal property, and to receive gifts, donations, devises and legacies.

Section 2. Number of Directors

The authorized number of directors shall be no less than three (3) and no more than twelve (12), until and unless changed by amendment of these Bylaws. The exact number of directors shall be fixed, within those parameters, by resolution adopted by the Board from time to time for purposes of determining a quorum and a majority and super majority of directors.

Not more than 49 percent of the persons serving on the board may be "interested persons" as defined by Section 5227 of the California Corporations Code. For purposes of Section 5227, "interested persons" means either:

(1) Any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; 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 any such person.

Section 3. Eligibility, Selection and Term of Office

Directors shall be elected at each annual meeting of the Board. At the first meeting of directors, one-quarter of the number of directors shall be elected to a four-term, another one-quarter shall be elected to a three-year term, another one-

quarter shall be elected to a two-year term, and the two remaining directors shall be elected to one-year terms. At each annual meeting thereafter, directors will be elected to a four-year term to replace the directors whose terms are expiring. A director may serve the greater of two consecutive terms or eight consecutive years; provided, however, a director may complete the term the director is currently serving if the director's eighth consecutive year of service as a director occurs during the term in which the director is currently serving. A past director may be elected for a new term of service as director after being off the board for at least twelve months. At no time may a majority of the directors also be current or immediate past directors or officers of Forest Landowners of California, a California nonprofit public benefit corporation, and at no time may an officer of this organization serve concurrently as an officer of Forest Landowners of California.

Section 4. Vacancies

Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

A vacancy in the Board shall be filled in the same manner as the director whose office is vacant was selected, provided that vacancies to be filled by election by directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected, qualified and elected.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law, or who has failed to attend four (4) consecutive meetings of the Board.

Section 5. Place of Meeting

Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings

The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. The annual meeting of the Board shall be held on such day and time as is designated by resolution of the Board, and if there is no such resolution of the Board for a given year, then on the same day as the last regular meeting of the Board for the accounting year just ending, and held immediately before the regular meeting.

Section 7. Regular Meetings

Regular meetings of the Board shall be held at least four times per year without call or notice on such days and at the hour set by resolution of the Board.

Section 8. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary, or any two directors.

Section 9. Notice

(a) Time for Notice. Notice of Annual Meeting shall be given at least two weeks before such meeting. Notice of special meetings of the Board shall be given at least four days before such meeting if by first class mail or at least 48 hours before such meeting if by personal service, telephone, facsimile, electronic communication or similar means of communication.

(b) How Given. Notice shall be given personally or by mail, telephone (including a voice messaging system), electronic communication by the corporation pursuant to Section 20 of the California Corporations Code, facsimile or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

(c) Contents of Notice. Such notice shall state the place, date, and hour of the meeting. A notice need not specify the purpose of any regular or special meeting.

(d) Deemed Given. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission to the recipient, or actually transmitted to recipient by the person giving the notice by electronic transmission. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office or residence of the recipient who the person giving the notice has reason to

believe will promptly communicate it to the recipient.

(e) Affidavit of Mailing. An affidavit of the mailing of any notice of any meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 10. Waiver of Notice

Notice of a meeting need not be given to 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, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 11. Quorum; Act by the Board

A majority of the authorized number of directors fixed by resolution of the Board constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 14 of this Article III. 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, unless a greater number is required by law, these Bylaws, or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for such meeting.

Section 12. Participation in Meetings by Electronic Communication

Notwithstanding anything to the contrary in these Bylaws, directors may participate in a meeting of the Board, or a committee meeting, through use of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation pursuant to Sections 20 and 21 of the California Corporations Code. Participation in a meeting through the use of conference telephone or electronic video screen communication pursuant to this Section 12 constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, pursuant to this Section 12 constitutes presence in person at that meeting if both of the following apply:

- a. Each Director participating in the meeting can communicate with all of the other Directors concurrently.
- b. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 13. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing (including electronic transmission) to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 13, "all members of the Board" does not include an "interested director" as defined in Corporations Code section 5233.

Section 14. Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. Rights of Inspection

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director; provided, however, personnel and payroll records of individual employees may not be inspected unless such inspection is approved by a majority of the authorized directors.

Section 16. Fees and Compensation

Directors and members of committees may receive such reimbursement for expenses and compensation, as may be fixed or determined by the Board.

Section 17. Management of Ordinary Business Affairs in an Emergency

(a) Effective only in the event of an emergency as defined by California Corporations Code section 5140, any two directors or members of the Executive Committee may call an emergency meeting of the Board to be held in any fashion permitted by these bylaws and upon as much prior notice as is necessary to assemble a quorum who may conduct the ordinary business affairs of the corporation and address any additional affairs of the corporation that has or may arise due to the emergency. If a quorum cannot be established due to the unavailability of directors, action may be taken upon the unanimous consent of all directors present assuming at least three directors are present and assuming all reasonable means have been used to attempt to reach all the directors. If three directors cannot be present for a meeting after all reasonable means have been used to attempt to reach all directors, those directors who are present may vote to admit substitute directors to take office (e.g., substitute #1 and substitute #2) to serve until one or more directors have been located

and are able to be present at a meeting of the Board, at which time substitute #1 and then substitute #2, in that order, as directors are located and able to be present at board meetings, shall cease serving as directors.

(b) An "emergency" as defined by Section 5140 of the California Corporations Code means any one of the following events or circumstances as a result of which a quorum of the corporation's board of directors cannot be readily convened for action: (i) a natural catastrophe (including any hurricane, tornado, storm, high water, winddriven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought), or, regardless of cause, any fire, flood, or explosion; (ii) an attack on this state or nation by an enemy of the United States, or upon receipt by this state of a warning from the federal government indicating that such an enemy attack is probable or imminent; (iii) an act of terrorism or other man-made disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the population (including mass evacuations), infrastructure, environment, economy, or government functions; or (iv) a state of emergency duly proclaimed by the Governor of California.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 2 of this Article IV. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any

contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 5. President

The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. If the corporation shall have engaged an Executive Director, the duties of the President shall be modified accordingly (see ARTICLE VI below).

Section 6. Vice Presidents

In the absence or disability of the President, the Vice Presidents, if any are appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 7. Secretary

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, 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.

Section 8. Treasurer

The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. A bookkeeper and/or accountant may be appointed by the Board to assist the Treasurer in the performance of his/her duties. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V COMMITTEES

Section 1. Committees of the Board (i.e. Composed Only of Directors)

The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees of the Board, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office.

(a) Authority. Any such committee shall have all of the authority of the Board, to the extent provided in the Board resolution or these bylaws, except that no committee may:

- (i) fill vacancies on the Board or any committee of the Board;
- (ii) fix compensation of the directors for serving on the Board or any committee;
- (iii) amend or repeal bylaws or adopt new bylaws;
- (iv) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (v) create any other committees of the Board or appoint the members of committees of the Board; or
- (vi) expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

(b) Executive Committee. The Executive Committee shall be composed of the then current officers of the corporation who are also members of the board and the immediate past Chair, if there was one, and if not then the immediate past President. The immediate past Chair/Pres shall serve ex-officio on the Executive Committee during the year immediately following his or her term as Chair/Pres. If the

immediate past Chair/Pres is not then a Director, he or she shall be a non-voting member of the Executive Committee. The Executive Committee shall have the power of the Board of Directors between meetings of the Board of Directors, with the exception of those actions excepted from all committees of the board by law (which are set forth in “(a)” above). The minutes of the meetings of the Executive Committee shall be submitted to the Board at the next meeting of the Board of Directors for review, approval and ratification of the actions taken by the Executive Committee. A majority of the Executive Committee shall constitute a quorum. When an emergency action is required, the Executive Committee may be polled by electronic means. If unanimous consent in writing (including by email and fax) is obtained by such poll, the proposed action may proceed. If unanimous consent is not obtained, a meeting must be called for discussion and a majority vote for action to proceed.

Section 2. Advisory Committees

(a) In General. All Advisory Committees are composed of either both directors and non-directors or solely of non-directors and have no authority of their own other than as and to the extent delegated to the committee by the Board. The Board may, by resolution adopted by a majority of the number of directors then in office, create one or more advisory committees to make recommendations to the Board. The chairpersons of such advisory committees may but need not be members of the Board, and shall be appointed by the Board. The Chair of the Board, or if there is no Chair then the President, in consultation with the respective committee chairs, shall appoint the members of the respective advisory committees to the Board. Members of advisory committees to the Board need not be members of the Board, except as otherwise provided in these Bylaws. The duties and responsibilities of other advisory committees appointed by the Board shall be described in such standing rules as may be adopted by the Board at the time such advisory committee is formed.

(b) Nominating Committee. A Nominating Committee shall be composed of at least three people and no more than five, appointed by the Chair of the Board, or if there is no Chair then the President, and approved by the Board of Directors of the corporation. Annually, in sufficient time to be included in the notice of annual meeting, the Nominating Committee shall propose the names of persons who are eligible and interested in serving as directors for the terms that are expiring and a slate of officers for the coming year for approval by the Board.

(c) Audit Committee. If the Board determines an audit committee is necessary, or if one is necessary under the law, the corporation shall have an audit committee consisting of at least two directors. The committee may also include non-directors who are uniquely qualified to serve on the audit committee in that the work of the committee is within the non-director’s professional or expert competence, provided the Directors believe the committee, as constituted, merits confidence. Audit committee members may not include any member of the staff, including the President or Chief Executive Officer and the Treasurer or Chief Financial Officer and Directors who are employees or officers of the corporation. No one having a material financial interest in any entity doing business with the corporation shall be a member of the audit committee. If the corporation has a Finance Committee, the Finance Committee must

be separate from the Audit Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the chair of the Audit Committee may not serve on the Finance Committee. The Audit Committee's duties shall include, but not be limited to, the following: (a) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary; (b) negotiating the auditor's compensation; (c) conferring with the auditor regarding the corporation's financial affairs; and (d) reviewing and recommending to the Board acceptance or rejection of the audit. Members of the Audit Committee shall not receive compensation for their services on the audit committee in excess of that, if any, provided to directors for their services on the Board.

Section 3. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings of the Board and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set by Board resolution or, if none, by resolution of the committee, or if none by the chair of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. Executive Director

The Board may appoint an Executive Director of the corporation.

Section 2. Duties

The Executive Director shall:

- (a) administer the affairs of the corporation as chief administrative officer;
- (b) be responsible for executing the programs and policies approved by the Board;
- (c) keep the officers and directors informed concerning the corporation's activities and requirements;
- (d) assist the Treasurer with the monthly statements of income and expense;
- (e) prepare an annual budget for Board approval;
- (f) assist in long range planning for the corporation;

- (g) oversee the business and affairs of the corporation; and
- (h) oversee and assist in coordinating the work of committees.

The Executive Director shall be a non-voting member of the Executive Committee and each Standing Committee and shall report directly to the Board and, during the intervals between the meetings of the Board, to the Executive Committee.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification

The corporation shall indemnify its "agents," as that term is defined by Section 5238 of the California Non-Profit Public Benefit Law, (including any person who is or was a director, officer, employee or other agent of the corporation), to the fullest extent permitted by California law, including, but not limited to, with respect to all actions brought by third parties or by or in the right of the corporation for actions or omissions of the agent where the agent acted in good faith and in a manner the agent reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

Section 2. Insurance

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this ARTICLE VII; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Non-Profit Public Benefit Corporation Law.

ARTICLE VIII MISCELLANEOUS

Section 1. Contracts, Etc., How Executed

Except as these Bylaws provide otherwise, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or on any amount.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 3. Representation of Shares of Other Corporations

The President or any other officer or officers authorized by the Board or the Chair of the Board if there is one are each authorized to vote, represent and exercise on behalf of the corporation all rights incidental to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 4. Construction and Definitions

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

Section 5. Amendments

These Bylaws may be amended or repealed by two thirds (2/3rds) of the authorized number of directors voting in favor of such amendment or repeal after the proposed amendment or proposed repeal has been presented to the Board in two consecutive board meetings. The vote may be taken at the last of the two consecutive board meetings, whether or not the proposed language was modified at the first of such board meetings.