

AMENDED AND RESTATED BYLAWS
Redwood Forest Foundation, Inc.

December 2016 - FINAL VERSION

Revised – February 22, 2017

Revised – March 28, 2018

Revised – May 27, 2020

PREAMBLE

NAME

The name of this non-profit organization shall be the Redwood Forest Foundation, Incorporated, herein after referred to as the corporation, doing business as Redwood Forest Foundation or RFFI, organized January 8, 1998, under the terms of the non-profit corporations law, to promote the public benefit and the general welfare. This organization shall be fully empowered to receive and administer assets for the attainment of these objectives, all in accordance with the purposes and powers set forth in the California Corporations Code.

ARTICLE I

OFFICES

Section 1. OFFICES

The principal office for the transaction of business is hereby located within the Redwood Region. The Redwood Region extends along an approximately 500-mile coastal strip from Monterey County to the southwest corner of Oregon. It stretches about 35-50 air miles inland where coastal weather conditions allow redwoods to grow naturally.

Section 2. TITLE TO PROPERTY

The title to all property of the Corporation shall be vested in the Corporation or its wholly-owned subsidiaries, and the signature of the Chair authorized at the meeting of the Directors shall constitute the proper authority for the purchase or sale of property, or for the investment or other disposal of trust funds which are subject to the control of the Corporation (this section approved 05/27/20).

ARTICLE II

PURPOSES AND SCOPE

Section 1. SCOPE OF BYLAWS

These bylaws shall be known as the "Redwood Forest Foundation Bylaws" and shall govern the Redwood Forest Foundation, its Board of Directors and all of its affiliated and subordinate organizations and groups.

These bylaws shall be adopted by a two-thirds (2/3) majority vote of current board members, and reviewed periodically as determined by the Board. Any revisions shall be adopted with the consent of two-thirds (2/3) of the members of the Board.

The Board of Directors may delegate certain powers to the Administrative Staff and to other affiliated and subordinate organizations and groups. All powers and functions not expressly delegated to Staff are to be considered residual powers vested in the Board of Directors of Redwood Forest Foundation. The Bylaws of any affiliated and/or subordinate organizations and groups, and any amendments to such Bylaws, shall not be effective until same are approved by the Board of Directors of the Redwood Forest Foundation. In the event of any conflict between the Bylaws of the affiliated or subordinate organizations or groups and the provisions of these Bylaws, these Bylaws must prevail. In the event these Bylaws are in conflict with any statute of the State of California governing public benefit non-profit corporations, such statute shall prevail.

Section 2. PURPOSES

The charitable purposes of the Redwood Forest Foundation according to the January 8, 1998, Articles of Incorporation are to operate a non-profit organization to acquire, protect, restore, manage and develop forest lands and other renewable resources for the long term charitable, educational, scientific and public benefit of the people of the Redwood Region. The vision is to establish community-based forests that provide both critical habitat for increased biodiversity and improved regional economic vitality.

Activities of the corporation shall include, but not necessarily be limited to, the following:

- A. Participating through negotiation in the acquisition of forestlands in California, whether through purchase, receipt of gift and/or any other legal means, and to enter into financial markets to obtain appropriate funding to secure title to said forestlands in the state;
- B. Managing forests and developing forest management plans employing silvicultural methodologies which are certifiable as sustainable forestry pursuant to the Principles and Criteria for Natural Forest Management of the Forest Stewardship Council (FSC) or equivalent organizational principles while at the same time maximizing landscape, watershed and wildlife habitat protections;
- C. Utilizing conservation easements, wildlife reserves, recreational areas, open spaces and other socially and ecologically appropriate activities consistent with the Corporation's stewardship goals and with the perceived needs of the residents of and visitors to the forested regions of California;

- D. Providing employment in forestland management, scientific and educational silvicultural demonstrations, watershed and habitat restoration, timber harvesting, recreation and environmental education, and forest products processing;
- E. Utilizing proceeds realized from the management of the acquired forestlands for the long-term social, economic, environmental and cultural benefit of the people residing in the Redwood Region; and
- F. Supporting the activities of other organizations with similar interests.

Section 3. DISPOSITION OF ASSETS UPON DISSOLUTION

The property of this Corporation is irrevocably dedicated to charitable, educational and scientific purposes; and no part of the net income or assets of this Corporation shall ever inure to the benefit of any private person, or any member, officer, or director of this Corporation. Upon dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or entity which is organized and operated exclusively for charitable and/or educational and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 4. DISPOSITION OF SURPLUS [OR GAINS]

Should the operation of the Corporation result in a surplus of revenue over expenses, such surplus may be used and dealt with by the Board to further the mission of the organization or for charitable, educational and/or scientific purposes, such as: watershed, habitat and/or recreational improvements, purchase of additional forest lands, grants or gifts to other charitable, educational and/or scientific organizations, or for improvements in the Corporation's facilities, or for other purposes consistent with California Corporations Code or these Bylaws.

ARTICLE III DIRECTORS

Section 1. NUMBERS AND QUALIFICATIONS

The Board of Directors shall consist of no less than nine (9) individuals and no more than fifteen (15) individuals representing the diverse professional capabilities and philosophical perspectives required for execution of the RFFI mission and reflecting the geographic diversity of the Redwood Region. Board membership should include representation from individuals with affiliations in the:

- Environmental community
- Timber or logging industry

- Finance sector
- Forestry sector
- Nonprofit management or funding sector
- General public
- Local elected government
- Other representation at the discretion of the Board

Board members shall be nominated by the Nominating Committee as described in Article VI, Section 1(D). They are to be elected by a two-thirds (2/3) majority of the current Board.

Section 2. TERM

Directors shall be elected to a one 1-year term. Following that term, Directors may be reelected to a maximum of three additional 3-year terms for a total of ten years. In order to be eligible for additional service after that time, Directors must leave the Board of Directors for at least one year, at which time they are eligible to serve again (this section approved 02/22/2017)

Section 3. POWERS AND DUTIES

The Board of Directors shall have and exercise all the powers of a public benefit, charitable non- profit corporation as set forth in the Corporations Code of California. Specifically, the Board of Directors shall be empowered as follows:

- A. To develop mechanisms to assure the protection and ecological restoration of forests, waterways and species habitat while conducting certifiable sustainable forest management operations and promoting local economic development;
- B. To control and be responsible for the management of all operations and affairs of the Corporation; to make and enforce policies and guidelines necessary for the administration, governance, protection and maintenance of forests and other facilities under the stewardship of the Corporation, including:
 - 1) To develop and maintain a Board of Directors Policy and Procedure Manual;
 - 2) To develop, ratify, and maintain Advisory Committees as deemed necessary by a majority vote of the Board;
- C. To retain a President/CEO and to define the powers and duties of such;
- D. To designate a mechanism for monitoring the performance of the President/CEO;
- E. Perform all fiduciary responsibilities for the Corporation including approval of

annual budgets;

F. Assure that due diligence is performed prior to all land acquisitions;

G. Assure appropriate monitoring of all encumbrances that exist on Corporate or affiliated properties and/or properties held in affiliated entities.

Section 4. COMPENSATION

The members of the Board of Directors shall serve without compensation, except that each may be allowed their actual necessary traveling and incidental expenses incurred in the performance of official business of the Redwood Forest Foundation as approved by the board.

Section 5. VACANCIES

Any vacancy upon the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors for such term and under such conditions as may be specified by law. The term of any Board of Directors member may be ended by a two-thirds (2/3) majority vote of the current Board at any time that it is deemed that they are not fulfilling the requirements of Board Membership as set forth in the Board of Directors Policy and Procedure Manual (as required in RFFI Bylaws Article III, Section 3(B)(1)).

Section 6. BOARD ORIENTATION

Any members of the Board of Directors serving an initial term of office, or returning to office after an extended absence, will familiarize themselves with the Governing Body policies and procedures, and pertinent financial and administrative policies and procedures necessary to assist them in the discharge of their responsibilities. Such orientation information will include, but not be limited to: Corporation Bylaws, Board Policy and Procedures Manual, the Corporation Policy on Conflict of Interest, and the current Vision/Mission/Values Statements. In addition, they will familiarize themselves with environmental and fiduciary responsibilities related to forested properties that are owned by the Redwood Forest Foundation or its affiliates.

Section 7. PERFORMANCE EVALUATION

The Board of Directors shall perform an annual evaluation of its performance and level of attainment of the goals and objectives as set forth in the Corporation's current Mission Statement and strategic plan.

Section 8. INDEMNIFICATION

The Board of Directors of the Redwood Forest Foundation, its agents, officers and employees, shall, to the extent allowed by the Corporations Code of the State of California, be entitled to

indemnification against any and all judgments, settlements, and expenses actually and reasonably incurred in connection with any act performed by them while in the scope of their service arising out of their service or employment with the Redwood Forest Foundation.

Section 9. CONFLICT OF INTEREST

The Board of Directors shall maintain a policy that requires directors, officers, and key employees to disclose interests that constitute or could result in a conflict of interest (the "Conflict of Interest Policy"). The Board shall regularly and consistently monitor and enforce compliance with the Conflict of Interest Policy.

ARTICLE IV MEETING OF DIRECTORS

Section 1. REGULAR MEETINGS

Regular meetings of the Board of Directors of the Corporation shall be at least quarterly. The date of regularly scheduled meetings shall be set from time to time by a majority vote of the Board. Regular meetings may be in person or by conference call. From time to time, there may be a need to take official actions by phone and / or email vote. To be binding, telephone or electronic votes of board members (i.e. outside of Board telephone conference meetings) must be unanimous by all current board members.

Section 2. ANNUAL MEETINGS

The Annual Meeting of the Board of Directors shall be held each year between June and September at a place determined by the Board. At the Annual Meeting, the Board shall announce the election of the new Board, Board Officers and appoint committees for the ensuing year; and said Officers and Committee Chairpersons shall assume office immediately (this paragraph approved 05/27/20).

The annual Meeting of the Board of Directors shall be open to the public and notice to the public shall be made at least one month prior to the meeting on the RFFI website and through invitations mailed or emailed to all in the RFFI database (this paragraph approved 05/27/20).

To ensure that the Board is fully informed on matters coming before the Board at the annual meeting, no action will be taken on any item which does not appear on the published and posted agenda. The only exceptions are:

- 1) for an "emergency situation";
- 2) if the item has been posted for a prior meeting of the Board, which occurred less than five (5) calendar days prior to the date action is taken and if at the prior meeting the

item was continued to the meeting at which the action is being taken; and

- 3) if two-thirds (2/3) vote affirmatively or, if less than two-thirds of the members are present, a unanimous vote of those members present, adopt a finding that the need to take action arose subsequent to the posting of the agenda.

Section 3. SPECIAL MEETINGS

Special meetings of the board of Directors may be called at any time by the Presiding Officer or by a majority of the Directors. Written notice of the time, place, and substance of such meeting shall be delivered to each member of the Board of Directors and shall be received at least twenty-four hours before the time of the meeting.

Section 4. QUORUM

A majority of the current members of the Board of Directors shall constitute a quorum for the transaction of business at regularly held in-person or conference call board meetings. While it is the general intent of the Board to operate on consensus basis, a simple majority affirmative vote shall be required for all routine actions of the Board. The directors at a duly held meeting at which a quorum is initially present may continue to transact business, despite the departure of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

A two-thirds (2/3) majority affirmative vote of board members present shall be required for the following actions by the Board as long as there is a quorum:

A. Adoption of all Resolutions and/or Actions which constitute:

- a. A forest acquisition or disposition;
- b. A change in forest management policy;
- c. Changes in Bylaws;
- d. Incurring indebtedness to the Corporation; and
- e. The hiring or firing of the President/CEO

B. Approval of any expenditures in excess of \$10,000.00.

Section 5. ADJOURNMENT

A quorum of the Board of Directors may adjourn any Directors' meeting to meet again at a stated day and hour, provided, however, that in the absence of a quorum, a majority of the

Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

Section 6. MINUTES

The Secretary of the Board of Directors shall cause to be kept at the principal office of the Corporation, a book of minutes of all open meetings of the Board of Directors, showing the time and place, whether regular or special, and if special, how authorized, the notice given, the names of the Directors present, and a statement of the vote of the Directors present.

Responsibility for taking minutes may be delegated by the Chair of the Board with the consent of the Secretary to the President/CEO or other RFFI staff.

ARTICLE V OFFICERS

Section 1. OFFICERS

The Officers of the Board of Directors shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. These positions shall be held by separate individuals.

Section 2. ELECTION OF OFFICERS

The Officers of the Board of Directors shall be chosen by the Board of Directors. The term of each Officer thus chosen shall begin immediately and shall be for two (2) years or until their successor shall be elected and qualified, or until they are otherwise disqualified to serve.

Officers may be elected to serve consecutive terms.

Section 3. CHAIR

The Board of Directors shall elect one (1) of their number to act as Board Chair. If at any time the Chair shall be unable to act, the Vice-Chair shall take his/her place and perform his/her duties. If the Vice-Chair shall also be unable to act, the Board may appoint some other member of the Board of Directors to do so, and such person shall be vested temporarily with all the functions and duties of the office of Chair. The Chair, or member of the Board of Directors acting as such, as above provided:

- A. shall preside over all meetings of the Board of Directors;
- B. shall sign as Chair, on behalf of the Corporation, all instruments in writing for which there has been specific authorization by the Board for the Chair to sign; and
- C. shall have, subject to the advice and control of the Board of Directors, general

responsibility for management of the affairs of the Corporation during their term of office.

Section 4. VICE CHAIR

The Vice-Chair shall, in the event of death, absence or other inability of the Chair, exercise all the powers and perform all the duties herein assigned to the Chair until such time as a new Board Chair is elected.

Section 5. SECRETARY

The Secretary shall keep, or cause to be kept, accurate and complete Minutes of all open meetings, call meetings on order by the Chair, attend to all correspondence of the Board, and perform such other duties as ordinarily pertain to the office.

Section 6. TREASURER

The Treasurer shall ascertain that all receipts are deposited and disbursements made in accordance with these Bylaws, the directions of the Board, and good business practice. The Board may delegate to the President/CEO the duty to maintain the financial records of the Corporation, and to prepare such financial reports as are required by the Board.

Section 7. OTHER OFFICERS

The Board of Directors may create such other officers as the business of the Corporation may require, and the holder of each such office shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from time to time determine. Such additional officers may be filled either by members or non-members of the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. STANDING COMMITTEES

Four standing committees shall be appointed by the Chair. Committees specifically authorized under these Bylaws are:

- A. Executive Committee - The Chair, Vice-Chair, Treasurer, Secretary and one additional board member shall constitute the Executive Committee of the Board. The Executive Committee shall meet from time to time formally or informally in order to deal with pertinent matters between regularly scheduled Board meetings;
- B. Finance Committee – The Treasurer and at least three (3) additional board members

shall constitute the Finance Committee of the board. The Finance Committee shall meet at least quarterly to formally and informally deal with pertinent matters regarding the finances of the Foundation. The Finance Committee in consultation with the President/CEO shall be responsible for supervising the financial planning and operations of the corporation and such other matters as may be assigned to it from time to time by the Board of Directors. This Committee shall also be responsible for setting policy for the distribution of excess revenues from the Corporation to benefit the communities in the counties where the Redwood Forest Foundation manages its forest lands.

- C. Development & Community Outreach Committee – Two (2) members of the Board of Directors, the President/CEO, and one (1) member of staff shall constitute the Development Committee of the Board. This committee may also include non-board and community members and is not limited in size. The Development Committee shall meet at least quarterly to formally and informally deal with matters regarding development of finances that are required to meet the Foundation’s purposes. It may also recommend long range goals and objectives for the Corporation. Subcommittees may be formed as deemed necessary by the Committee or the Board of Directors; and
- D. Nominating Committee – The Vice-Chair, two (2) additional board members, two (2) community representatives and the President/CEO shall constitute the Nominating Committee of the board. The Nominating Committee shall meet at least quarterly to review and recommend prospective board members to the board.
- E. Audit Committee. The Board of Directors shall appoint the Audit Committee. The Audit Committee may include members who are not members of the Board of Directors. Staff members of the corporation may not serve on the Audit Committee. Members of the Finance Committee may serve on the Audit Committee, but cannot comprise fifty percent or more of the Audit Committee. The Chair of the Audit Committee may not be member of the Finance Committee. Subject to the supervision of the Board, the Audit Committee will be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee will confer with the auditor to satisfy the Audit Committee members that the financial affairs of RFFI are in order, will review and determine whether to accept the audit, will assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in Section 12586(e)(1) of the California Government Code, and will approve performance of non-audit services by the auditing firm.

Section 2. SPECIAL COMMITTEES

The Chair, with the concurrence of the Board, may from time to time appoint one or more members of the Board, and other persons as necessary or appropriate, to constitute special committees for the investigation, study, or review of specific matters. Project Teams convened to work on specific transactions are an example of these Special Committees. Such committees shall report to the Board, and no committee so appointed shall have any power or authority to commit the Board of Directors or the Corporation in any manner.

Section 3. ADVISORY COMMITTEE

An Advisory Committee shall be established to provide local direction and guidance to the Board of Directors. The Board will ratify membership on the Advisory Committee.

NUMBERS AND QUALIFICATIONS

The members shall represent a variety of interests and could include but are not limited to participants from: County Board of Supervisors, Environmental Organizations, Forest & Natural Resources Professionals, and the General Public.

The members of the Advisory Committee shall be nominated by the Nominating Committee, based on their special expertise, county of residence and interest in the mission and goals of the Redwood Forest Foundation, and elected by a majority of the sitting Board.

ARTICLE VII PRESIDENT/CEO

The Board of Directors shall select and employ a President/CEO, who, subject to such policies as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which it has delegated power for such action, shall have the responsibility, as well as the authority, to function as the Chief Executive Officer of the institution, translating the Board of Directors' policies into actual operation. In such capacity, the President/CEO they shall have authority to:

- A. Maintain effective liaison among the Board of Directors, Staff and Operations;
- B. Plan, organize and direct operations of the corporation pursuant to policies established by the Board of Directors;
- C. Delegate duties and establish formal means of accountability on the part of subordinates;
- D. Function for the Board as monitor of the staff operations rendered within the institution, with the delegated power to act in concert with the Board when in the President/CEO's

judgment corrective action is required;

- E. Specifically implement programs necessary to control and effectively utilize the physical and financial resources of the corporation, including: budgeting, control of accounts receivable, handling of cash, extending of credit, establishment of rates and charges, monitoring of the corporation insurance program;
- F. Function as an interface to the community with authority to speak for the institution in matters of public relations;
- G. Function as coordinator of the Corporation's Strategic Plan;
- H. Monitor the Corporation's adherence to certification requirements of the Corporation's forest management operations.
- I. Create and present reports to the Board of Directors and the Staff as appropriate, including an annual budget showing the expected receipts and expenditures as required by law;
- J. Negotiate and execute on behalf of the corporation:
 - a. Contracts, licenses and leases for equipment, supplies, materials and services up to the bid limit provided by Board Policy;
 - b. Contracts, licenses and leases for capital equipment items which have been budgeted by the Board of Directors, and which may be approved from time to time pursuant to the Board's regular procedure.

BYLAWS APPROVAL

The above and foregoing Bylaws of the Redwood Forest Foundation were reviewed and approved at a regular meeting of the Board of Directors held on December 16, 2016 by the following vote:

AYES: 6

NOES: 0

ABSENT: 3

Kathleen Moxon, Chair Board of
Directors

John Rogers, Secretary Board of Directors