

BYLAWS
OF
FORT ROSS INTERPRETIVE ASSOCIATION, INC.
A California Non-Profit Public Benefit Corporation

October 2003

ARTICLE I. OFFICES

SECTION 1. The principal office for the transaction of business is located in Fort Ross State Historic Park, Sonoma County, California. The Board of Directors (herein called the "board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted in the bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II. PURPOSES

SECTION 1. The primary objective of this corporation shall be to engage in all lawful activities of a public benefit nonprofit corporation under the corporation code of the State of California, including, but not limited to the following:

- (1) to promote the educational and interpretive activities of the State Park System, principally in the Fort Ross State Historic Park;
- (2) to enhance and conserve the interpretive and educational resources of Fort Ross State Historic Park, as well as those of the State Park Service;
- (3) to sponsor, publish, distribute and sell appropriate items which increase visitor understanding and appreciation of Fort Ross State Historic Park;
- (4) to acquire materials and equipment for the educational and interpretive programs of Fort Ross State Historic Park;
- (5) to develop and maintain a library;
- (6) to sponsor, support and assist scientific research and investigations relating to Fort Ross and presentation of these studies to the public;
- (7) to promote interpretation that reflects current research;

- (8) to plan, organize and implement fundraising programs to support the interpretive and educational activities of Fort Ross State Historic Park and the State Park Service.
- (9) to preserve historical material

ARTICLE III. MEMBERSHIP

SECTION I. *QUALIFICATIONS OF MEMBERSHIP*

(a) There shall be four classes of membership in this corporation:

1. "Regular" for one individual.
2. "Family" for all members of a common household.
3. "Organization" for one business unit.
4. "Honorary Associate" for one individual.

(b) Any person, of good character, and dedicated to the purposes of this corporation shall be eligible for Regular Membership upon acceptance of his or her application by the board and payment of such annual dues as may from time to time be fixed by the board.

© Any person eligible to be a regular member, together with others of common household, shall be eligible for Family Membership upon payment of such annual dues as may from time to time be fixed by the board for that class.

(d) Any business upon written application shall be eligible for Organization Membership upon payment of such annual dues as may from time to time be fixed by the board for that category of membership.

(e) Any person eligible to be a regular member shall be eligible to be an Honorary Associate member by designation, by resolution of the board.

SECTION 2. *VOTING RIGHTS*

(a) "Regular", "Family" and "Organization" categories of membership carry one (1) and only one vote on matters submitted for decision to the general membership. "Honorary Associate" membership carries no (0) vote.

(b) Because the membership is widely distributed geographically, with the consequence that no more than 30% of the membership has ever managed to attend an Association meeting, any matter requiring a vote of the general membership for decision shall be submitted to the membership through a written ballot mailed to the address of record of each member sufficiently in advance of the date on which ballots will be counted so that the member's vote can be effectively recorded.

- (c) The vote of the majority (51%) of the voting power entitled to vote shall be the act of the members.

The only matters which shall be submitted to the general membership for decision are:

1. Election of directors.
2. Disposition of all or substantially all of the assets of the corporation.
3. On any merger or dissolution of the Corporation.
4. Changes to the corporations articles or bylaws.
5. Matters voted for such submission by the board.
6. Challenges to actions of the board which challenges, in the form of a motion which has been moved and seconded, are approved by majority vote of the members present at the meeting at which the challenged board action is taken. Included among "the members present" in the preceding sentence are the members of the board who will be voting in their capacity as members.

SECTION 3. *DUES*. Each regular member in good standing must pay, within the time and on the conditions set by the board, the annual dues in amounts to be fixed from time to time by the board. The dues shall be equal for all regular members, but the board may, at its discretion, adjust the dues for family memberships, organization memberships, and honorary memberships.

SECTION 4. *MEMBERSHIP CHAIRPERSON*. The President, with the concurrence of the board, shall appoint from among the members, a Membership Chairperson who shall conduct membership drives, keep an accurate and complete membership book containing names, addresses and membership standing, and shall inform members of Association activities. The membership book shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours.

SECTION 5. *NONLIABILITY OF MEMBERS*. A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 6. *NONTRANSFERABILITY OF MEMBERSHIPS*. No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon the member's death.

SECTION 7. *GROUNDS FOR TERMINATION*. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Membership Chairperson. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification of delinquency.

ARTICLE IV. DIRECTORS

SECTION 1. *POWERS.*

- a. General Corporate Powers - Subject to the provisions and limitations of the California Nonprofit Public Benefit Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws regarding actions that require approval of the members, 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.
- b. Specific Powers - 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;
 - (1) To select and remove all the other officers, agents, and employees of the corporation and to prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties. Any agent or employee who has been removed shall have the right to appeal in writing within 30 days to the board.
 - (2) To conduct, manage, and control the affairs and activities of the corporation, and to make such rules and regulations therefore not inconsistent with law, the articles, or these bylaws, as they may deem best.
 - (3) To adopt and use a corporate seal; to prescribe the forms of membership certificates; and alter the forms of the seal and certificates.
 - (4) To borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and evidence of debts securities.

SECTION II. *NUMBER OF DIRECTORS.* The authorized number of directors shall be no more than nine (9) nor less than seven (7).

SECTION III. *SELECTION AND TERM OF OFFICE.* Directors shall be elected at each annual meeting of the board from among the membership. Each director shall normally serve for a three-year term, and until a successor has been elected and qualified, a director may be reelected.

SECTION IV. *NOMINATIONS AND ELECTIONS.* At two regular Board meetings before the date of an election, the President shall appoint a committee of three members of the Association whose duty it shall be to place in nomination the name of one or more candidates for each seat on the Board of Directors which is unfilled or held by a director whose term is expiring. To the extent possible, the President shall select the members of such committee from among members who neither hold nor currently aspire to elected position in the Association.

The report of the nominating committee shall be presented at a regular meeting at least 60 days before the date of the election. At this same meeting, any member wishing to place in nomination the name of a candidate or candidates other than those contained in the report of the nominating committee may do so by securing the consent of the person or persons concerned and nominating such persons from the floor.

Having called the additional nominations at least three times, the President may entertain a motion that the nominations be closed.

A ballot containing all of the names of the candidates nominated by the nominating committee or from the floor shall be mailed to the address of record of each member at least 30 days before the date of the election. No member of this Association shall cast a vote by proxy. The candidates receiving the highest number of votes shall be elected as directors to fill the open seats.

SECTION V. VACANCIES. Subject to the provision of Section 5226 of the California Nonprofit Public Benefit corporation Law, any director may resign effective on giving written notice to the president or the secretary, unless the notice specifies a later time for 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.

The Board of Directors 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 been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Any Director so removed shall have the right to appeal in writing within 30 days to the Board of Directors.

Vacancies on the board shall be filled by appointment by the President with the approval of the majority of the remaining directors and shall be effective only until the next election by the membership and shall not exceed one year.

SECTION VI. QUORUM. At any regular or special meeting of the Board of Directors, five (5) members shall constitute a quorum for a board of nine members, and four (4) for a seven member board. 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 or by the articles, except as provided by the next sentence. 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 is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION VII. 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 the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

SECTION VIII. *ANNUAL MEETINGS*. The board shall hold an annual meeting of the general membership for the purpose of organization, selection of directors and officers, and transaction of other business. Due and sufficient notice to all members at each member's address of record, shall be given. The time and place of such annual meetings shall be scheduled by the Board of Directors.

SECTION IX. *REGULAR MEETINGS*. Regular meetings of the board shall be held at the times and places designated by the Board of Directors.

SECTION X. *SPECIAL MEETINGS*. Special meetings of the board for any purpose or purposes may be called at any time by the president, vice president, secretary, or any two directors.

Special meetings of the board shall be held on two days' notice by first-class mail or eight hours' notice given personally or by telephone, telegraph, telex, fax, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice, and, at the place at which the meetings of the directors are regularly held.

SECTION XI. *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 their meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 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 XII. *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 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.

SECTION XIII. *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 director.

SECTION XIV. *CONDUCT OF MEETING*. Except as otherwise provided in these Bylaws or in any special rules of order adopted by the Board of Directors, the conduct of affairs at meetings of either the Board or of the Association shall be governed by the current (revised) edition of Robert's Rules of Order".

SECTION XV. *COMMITTEES*. The board by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more

committees, each consisting of one or more directors to serve at the pleasure of the board. Such committees may consist of persons who are Association members but not members of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. Committees shall not exercise the authority of the board, and shall act in an advisory capacity only to the Board.

Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings. Minutes of each meeting of any committee of the board shall be kept and shall be filed with the corporate records.

The board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

SECTION XVI. FEES AND COMPENSATION. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the board.

ARTICLE V. OFFICERS

SECTION I. OFFICERS. The officers of the corporation shall be a President, a Vice-President, a Corresponding Secretary, a Recording Secretary, and a Treasurer. The corporation may also have, at the discretion of the board, 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 3 of this article. 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 or chairperson of the board.

SECTION II. ELECTION. The officers of the corporation, except such officers as may be elected in accordance with the provisions of Section 3 or Section 5 of this article, 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. A director may be re-elected to office.

SECTION III. SUBORDINATE OFFICERS. The board may elect, and may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board may from time to time determine.

SECTION IV. REMOVAL AND RESIGNATION. Any officer may be removed, with 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

who has been removed shall have the right to appeal in writing within 30 days to the board.

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 V. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancy occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION VI. 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. With the concurrence of the Board, the President shall appoint the several members of the various committees required in the course of business, may exercise general supervision over such committees, and shall provide coordination over all activities of the Association.

SECTION VII. VICE PRESIDENT. In the absence or disability of the president, the vice president 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 on, the president. The Vice-President shall perform such duties as may be assigned by the President or the Board of Directors.

SECTION VIII. CORRESPONDING SECRETARY. The corresponding secretary shall issue the appropriate notice of all meetings of the Board of Directors and of the Association, shall conduct all of the Association's correspondence as approved by the Board of Directors or as directed by the President in those cases where Board approval is implicit or subsumed.

SECTION IX. RECORDING SECRETARY. The recording secretary shall keep or cause to be kept, at the principal office of or such other place as the board may order, a book of minutes of all meetings of the board, 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 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 articles and bylaws, as amended to date.

The secretary shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board.

SECTION X. *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. The books of account shall at all times be open to inspection by any director.

The treasurer shall deposit all funds 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 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 financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board.

ARTICLE VI. INTERPRETATION AND AMENDMENT OF BYLAWS

SECTION 1. Subject to the right of members are provided in Article III, Section 2 of these bylaws, the decisions of the Board of Directors on all questions of construction or meaning of these bylaws shall be final. (Note: If a decision is challenged under Article III, that decision will be held in abeyance until the results of the vote are known and the decision affirmed or rescinded).

SECTION 2. Subject to the right of members as provided in Article III, Section 2 of these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting. The board may not extend the term of a director beyond that for which the director was elected.

Once members have been admitted to the corporation, the board may not, without the approval of the members, specify or change any bylaw provision that would:

- a) Fix or change the authorized number of directors.
- b) Fix or change the minimum or maximum number of directors, or
- c) Change from a fixed number of directors to a variable number of directors or vice versa.
- d) Increase or extend the terms of directors.

(Note: If an amendment by the Board is challenged under Article III, that amendment will be held in abeyance until the results of the vote affirms or rescinds the amendment.)

ARTICLE VII. OTHER PROVISIONS

SECTION 1. *Endorsement of Documents, Contracts.* Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered in between FRIA, Inc. and any other person, when signed by the president, or the vice president and the recording secretary, the corresponding secretary, the treasurer, or any assistant treasurer of FRIA, Inc. shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or person and in such manner as from time to time shall be determined by the board, 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 amount.

SECTION 2. *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 Corporation Law shall govern the construction of these bylaws.

ARTICLE VIII. INDEMNIFICATION

SECTION 1. *Right of Indemnification.* To the extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(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 corporation, 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 7237(a) Of the California Corporations Code.

SECTION 2. *Approval of Indemnity.* On written request to the board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(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 under Section 7237(c) has been met, and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

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 Section 1 and 2 of this article, and of these bylaws, in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation 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 corporation for those expenses.

ARTICLE IX. INSURANCE

The corporation 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 X. REPORTS

The annual report to members referred to in and to the extent permitted by the California Non-Profit Public Benefit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation shall provide to the directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- e) Any information required by California Corporations Code Section 6322.