



**AMENDED AND RESTATED BYLAWS  
OF  
PUBLIC LANDS FOR PEOPLE CORPORATION,  
a California nonprofit public benefit corporation**

[Adopted the 16th day of December, 1996]  
[Amended and Restated the  1  day of  October , 2016]

**ARTICLE 1 – DESCRIPTION**

**Section 1.1 Name**

The name of this organization shall be Public Lands for People Corporation, a California nonprofit public benefit corporation (“PLP” or “Corporation”).

**Section 1.2 Principal Office**

The principal office for the transaction of the business of PLP shall be located at 35863 Avenue H, Yuciapa, CA 92399.

The mailing address for PLP shall be 23501 Burbank Blvd., Woodland Hills, CA 91367.

**Section 1.3 Other Offices**

The Board of Directors (“Board of Directors” or “Board”) is hereby granted full power and authority to change the principal office of PLP from one location to another in the State of California. Any change of address will be noted by the Secretary, or any Assistant Secretary, in these Bylaws, but will not be considered an amendment of these Bylaws.

**ARTICLE 2 – PURPOSES**

**Section 2.1 General Purpose**

PLP is a nonprofit public benefit corporation and is not organized for the private gain of any person, as further described in Article 8. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for charitable purposes.

**Section 2.2 Specific Purpose**

The specific purpose of PLP shall include without limitation: to represent and assist outdoor user groups and individuals who are interested in preserving granted rights on Public and Private lands and those who use and enjoy all forms of outdoor recreation through education, scientific data, and legal means.

**ARTICLE 3 – MANAGEMENT**

**Section 3.1 Management**

Any actions which would otherwise require approval by a majority of all members, as defined by Section 5056 of the California Nonprofit Corporation Law, shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

**Section 3.2 Non-Statutory Members**

PLP shall have the right to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law.

**Section 3.3 Non-Liability for Members**

No member shall be personally liable for the debts, liabilities, or obligations of PLP.

**ARTICLE 4 – BOARD OF DIRECTORS**

**Section 4.1 Corporate Powers of the Board of Directors**

Subject to the provisions of the Articles of Incorporation of PLP (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of PLP to any person or persons, management company, or committee however composed, provided that the activities and affairs of PLP shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 4.2 Number of Directors**

The Board of Directors shall consist of a minimum of three (3) and a maximum of thirteen (13) members unless changed by amendment to these Bylaws. The exact number of directors shall be fixed within those limits, by a resolution adopted by the Board of Directors. The directors shall be elected as set forth in Section 4.3.

**Section 4.3 Election; Term of Office**

Directors shall be elected at each annual meeting of the Board for two (2) year terms. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.

#### **Section 4.4 Vacancies**

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) whenever the number of authorized directors is increased; or (iii) the failure of the Board, at any meeting at which any director or directors are to be elected, to elect the full authorized number of directors.

#### **Section 4.5 Removal**

The Board may by resolution declare vacant the office of a director who has been: (1) declared of unsound mind by an order of court, or (2) convicted of a felony, or (3) found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.

Directors may be removed without cause by a majority of directors then in office.

#### **Section 4.6 No Removal on Reduction of Number of Directors**

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires unless the reduction also provides for the removal of that specified director in accordance with these Bylaws and California Nonprofit Corporation Law.

#### **Section 4.7 Resignations**

Except as provided in this Section 4.7, any director may resign by giving written notice to the Chairperson, the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

#### **Section 4.8 Election to Fill Vacancies**

If there is a vacancy on the Board, including a vacancy created by the removal of a director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors in office at a meeting held according to notice or waivers complying with Section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining director.

#### **Section 4.9 Annual Meeting of the Board of Directors**

Each year, the directors shall hold a regular meeting for the purpose of electing directors, organizing the Board, electing officers, and transacting such business as may come before the meeting. Pending such annual meeting, all officers of PLP shall continue to hold their respective positions as officers of the Corporation. The exact date, time, and place of the annual meeting shall be established by resolution of the Board of Directors.

#### **Section 4.10 Other Regular Meetings**

Other regular meetings of the Board of Directors for any purpose may be called at any time by the President or by any two (2) directors.

#### **Section 4.11 Special Meetings of the Board of Directors**

Special meetings of the Board for any purpose may be called at any time by the President or by any two (2) directors.

#### **Section 4.12 Notice of Meetings**

Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing resolution of the Board of Directors shall be given to each director not less than forty-eight (48) hours before the date of the meeting if given personally, or by telephone, or by facsimile, or by electronic transmission (e.g., e-mail) and not less than four (4) days before the date of the meeting if given by first-class mail.

All such notices shall be given or sent to the director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the director or to a person who would reasonably be expected to promptly communicate such notice to the director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

#### **Section 4.13 Consent to Meetings**

The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

#### **Section 4.14 Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of the California Nonprofit Corporation Law may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such actions by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provision of the California Nonprofit Corporation Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, “all Members of the Board” shall not include any “interested directors” as defined in Section 5233 of the California Corporations Code.

#### **Section 4.15 Telephonic and Electronic Communication Meetings**

The members of the Board of Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this Section 4.15 constitutes presence in person at the meeting and all of the following apply:

- (1) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (2) Each director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and
- (3) The Corporation adopts and implements some means of verifying both of the following;
  - a. A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting; and
  - b. All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

#### **Section 4.16 Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. In the case where, by resolution, the authorized number of directors is established, a majority of the number of directors authorized by resolution shall constitute a quorum for the transaction of the business, except to adjourn. In the case where, owing to death, incapacity, or resignation, the number of directors then serving is less than a majority of the

authorized number of directors, then the majority of the directors then serving shall constitute a quorum for the transaction of business, except to adjourn.

Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions related to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

#### **Section 4.17 Adjournment**

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (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 4.18 Fees and Compensation**

The Corporation shall not pay any compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board of Directors.

Also, directors may not be compensated for rendering services to the Corporation in a capacity other than as directors, unless such compensation is reasonable and further provided that not more than forty-nine percent (49%) of the persons serving as directors may be "interested persons" which, for purposes of this Section 4.18 only, means:

- (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 officer or other 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 4.19 Standard of Conduct**

Pursuant to Section 5231 of the California Nonprofit Corporation Law, a director shall perform the duties of a director, including duties as a member of any Committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- (1) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (2) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) A Committee of the Board upon which the director does not serve, as to the matters within its designated authority, which Committee the director believes to merit confidence.

In any such case, the director shall be entitled to so rely if the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

#### **Section 4.20 Non-Liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### **ARTICLE 5 – COMMITTEES**

#### **Section 5.1 Committees of Directors**

The Board may, by resolution adopted by a majority of the directors then in office, create one or more Board Committees (individually a "Committee" and collectively the "Committees"), including an executive committee, each consisting of two or more directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (1) approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (2) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (3) fix compensation of the directors for serving on the Board or on any Committee;

- (4) amend or repeal Bylaws or adopt new Bylaws;
- (5) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (6) appoint any other Committees or the members of these Committees;
- (7) expend corporate funds to support a nominee for director after more persons have been nominated than can be elected; or
- (8) approve any transaction (i) between the Corporation and one or more of its directors or (ii) between the Corporation and any entity in which one or more of its directors have a material financial interest.

### **Section 5.2 Meetings and Action of Board Committees**

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 4 concerning meetings of directors, with such changes in the context of Article 4 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

### **Section 5.3 Quorum Rules for Board Committees**

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

### **Section 5.4 Revocation of Delegated Authority**



The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

**Section 5.5 Nonprofit Integrity Act/Audit Committee**

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the President or Chief Financial Officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board, the Audit Committee shall:

- (1) make recommendations to the Board on the hiring and firing of the CPA;
- (2) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (3) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (4) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

**Section 5.6 Advisory Committees**

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

**ARTICLE 6 – OFFICERS**

**Section 6.1 Officers**

The officers of PLP shall be a President, Vice President, Secretary, Assistant Secretary, and Chief Financial Officer (Treasurer).

The Board shall have the power to designate additional officers who also need not be directors, with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that the Secretary, the Assistant Secretary, and the Chief Financial Officer may not serve concurrently as the President.

### **Section 6.2 Election of Officers**

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 6.4, shall be chosen annually by the Board of Directors, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

### **Section 6.3 Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting hereof. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. 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 6.4 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

### **Section 6.5 President**

Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Corporation. He or she shall serve as an ex officio Member of all Board Committees, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

### **Section 6.6 Vice-President**

In the absence or disability of the President, the Vice-President shall perform all of the duties of the President and in so acting shall have all of the powers of the President. The Vice-President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

### **Section 6.7 Secretary**

The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of the minutes of all meetings and actions of the Board of Directors and of committees of the directors, with the time and place of holding meetings, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.

**Section 6.8 Assistant Secretary**

The Assistant Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Assistant Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or the Bylaws.

**Section 6.9 Chief Financial Officer (Treasurer)**

The Chief Financial Officer shall receive and safely keep all funds of PLP and deposit them with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of PLP as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all his or her transactions as Chief Financial Officer, and of the financial condition of PLP, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

**ARTICLE 7 – NONPARTISAN ACTIVITY**

This Corporation has been formed under the California Nonprofit Corporation Law for the purposes described in Article 2 hereof, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE 8 – DEDICATION OF ASSETS**

The property, assets, profits and net income of this Corporation are irrevocably dedicated to charitable purposes and no part of the property, assets, profits or net income of this Corporation shall ever inure to the benefit of any director, officer, trustee or member thereof or to the benefit of any private individual. Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation or Corporation, which is organized and operated exclusively for charitable or public purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE 9 – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

### **Section 9.1 Definitions**

For the purpose of this Article:

- (a) “Agent” means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- (b) “Proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
- (c) “Expenses” includes, without limitation, all attorneys’ fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

### **Section 9.2 Successful Defense by Agent**

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 9.3 through 9.5 of this Article 9 shall determine whether the agent is entitled to indemnification.

### **Section 9.3 Actions Brought by Persons Other than the Corporation**

Subject to the required findings to be made pursuant to Section 9.5 below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

**Section 9.4 Action Brought by or on Behalf of the Corporation or by the Attorney General of the State of California**

- (a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- (b) Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
- i. The determination of good faith conduct required by Section 9.5 below, must be made in the manner provided for in that section; and
  - ii. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

**Section 9.5 Determination of Agent's Good Faith Conduct**

The indemnification granted to an agent in Sections 9.3 and 9.4 above, is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- (b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with paragraph (a) above, shall be made by:

- i. The Board of Directors, by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- ii. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

### **Section 9.6 Limitations**

No indemnification or advance shall be made under this Article, except as provided in Section 9.2 or Section 9.5(b)(ii) as it applies to Section 9.3 above, in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **Section 9.7 Advance of Expenses**

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### **Section 9.8 Contractual Rights of Non-Directors and Non-Officers**

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

### **Section 9.9 Insurance**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

**ARTICLE 10 – TRANSACTIONS BETWEEN CORPORATION  
AND DIRECTORS OR OFFICERS**

**Section 10.1 Interested Party Transactions**

Except as described in Section 10.2, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its directors or officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more directors or officers has a material financial interest.

**Section 10.2 Requirements to Authorize Interested Party Transaction**

The Corporation shall not be a party to any transaction described in Section 10.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of directors then in office (without counting the vote of the interested directors), and with knowledge of the material facts concerning the transaction and the interested director's or officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 10.2.

**Section 10.3 Material Financial Interest**

A director or officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) that fixes the compensation of a director as a director or officer;
- (b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified

favoritism, and (2) results in a benefit to one or more directors or their families only because they are in the class of persons intended to be benefited by the program; or

- (c) where the interested director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or \$100,000.

#### **Section 10.4 Loans to Directors and Officers**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, if in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Corporation.

The limitation above does not apply if (i) the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of an officer in order to secure the services of (or continued services of) the officer and the loan is secured by real property located in California; or (ii) the loan is for the payment of premiums on a life insurance policy on the life of a director or officer and repayment to the Corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value

#### **Section 10.5 Interlocking Directorates**

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more directors are directors is either void or voidable because such director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s) (subject to the quorum provisions of Article 4); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

#### **Section 10.6 Duty of Loyalty; Construction with Article 9**

Nothing in this Article 10 shall be construed to derogate in any way from the absolute duty of loyalty that every director and officer owes to the Corporation. Furthermore, nothing in this Article 10 shall be construed to override or amend the provisions of Article 9. All conflicts between the two articles shall be resolved in favor of Article 9.



## ARTICLE 11 – MISCELLANEOUS

### **Section 11.1 Fiscal Year**

The fiscal year of the Corporation shall end on the last day of December of each year.

### **Section 11.2 Maintenance of Corporate Records**

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its Board of Directors and committees of the Board of Directors. All such records shall be kept at the Corporation's principal executive office.

### **Section 11.3 Inspection of Corporate Records**

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiaries, if any. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

### **Section 11.4 Annual Report to Directors**

The Board shall cause an annual report to be sent to all directors of this Corporation. Such report shall contain 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; and
- (e) Any information requested by Section 11.5.

### **Section 11.5 Annual Statement of Certain Transactions and Indemnifications**

No later than the time the Corporation gives its annual report to the directors, and in any event no later than one hundred twenty (120) days after the close of the Corporation's fiscal year, the

Corporation shall furnish to its directors a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transactions during the fiscal year in which the Corporation or its subsidiary was a party, and in which any director or officer of the Corporation or its subsidiaries had a direct or indirect financial interest (a mere common directorship shall not be considered such an interest and contributions by a director or officer to the Corporation for its charitable purposes shall not be considered such an interest), if such transaction involved more than \$50,000, or was one of a number of transactions with the same person which in the aggregate involved more than \$50,000; and
- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation pursuant to Article 9 hereof, unless such indemnification has already been approved by the Board of Directors.

**Section 11.6 Construction; Definitions**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

**Section 11.7 Amendments**

These Bylaws may be adopted, amended or repealed by a vote of a majority of the directors then in office, present at a meeting duly held at which a quorum is present.

[Certificate of Secretary on following page]

**CERTIFICATE OF SECRETARY  
OF  
PUBLIC LANDS FOR PEOPLE CORPORATION**

Effective as of the date below, I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising of eighteen (18) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors.

Dated: \_\_\_\_\_

\_\_\_\_\_  
(signature)

By: \_\_\_\_\_

Its: Secretary