

BYLAWS
OF
Permaculture Fair Oaks,
a California Nonprofit Public Benefit Corporation

ARTICLE I

Name, Principal Office, Purpose and Restrictions

- 1.01 *Name.* The name of the Corporation is **Permaculture Fair Oaks**, a California nonprofit public benefit corporation.
- 1.02 *Principal Office.* The Board of Directors ("Board") shall determine the location of the principal office of the Corporation.
- 1.03 *Purpose.* The purpose of **Permaculture Fair Oaks** is to have public meetings within the city of Fair Oaks to promulgate the teachings of Permaculture to city residents and guests.
- 1.04 *Restrictions.* All policies and activities of the Corporation shall be consistent with applicable federal, state and local antitrust, trade regulation laws and other legal requirements, including the California Nonprofit Corporation Law under which the Corporation is organized and operated, and applicable tax-exemption requirements.

ARTICLE II

Members

- 2.01 *Membership Qualifications.* This corporation shall have one class of members as follows: any person, including an individual that subscribes to the purposes and basic policies of the corporation and whose admission will contribute to the corporation's ability to carry out its charitable purposes, shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time. No person shall hold more than one membership.

Rights of Membership. Members shall have the right to vote on the election of directors. In addition, members shall have all rights afforded members under the Law and these bylaws. No member shall be entitled to any dividend or any part of the income of the corporation.

- 2.04 *Member in Good Standing.* A member in good standing is one who has paid current dues and assessments, has no other outstanding obligations to the Corporation, and who has not been found by the Corporation to be in violation of membership conditions and requirements established by the Corporation.
- 2.05 *Member Obligation to Follow Corporation Rules.* Each member of this Corporation agrees to be bound by these Bylaws and any amendments thereto, and by the lawful actions of the Board and/or duly constituted committees of the Corporation. *Termination.* A membership shall be suspended or terminated whenever the Board, or a committee or person authorized by the Board, in good faith determines that any of the following events have occurred: (a) resignation of member, on reasonable notice to the Corporation; (b) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; (c) failure of a member to pay dues, fees, or assessments in the amount and under the terms set by the Board; (d) failure to abide in the lawful decisions of any duly constituted committee of the Corporation, and (e) occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications.
- 2.07 *Discipline.* A member may be publicly reprimanded, fined, suspended or terminated for cause by the Board or its designee. Cause shall include a failure, in serious degree, to (1) observe the Corporation's rules of conduct as prescribed by the Board in these Bylaws or otherwise, (2) to abide in the lawful decisions of any duly constituted committee of the Corporation, or to engage in any conduct which is deemed by the Board or its designee contrary or prejudicial to the interests and/or purposes of the Corporation. The discipline shall occur only after the member has been given a fifteen-day prior written notice of the proposed discipline and the reasons therefor. The notice shall also advise the member of the member's opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.
- The Board is not required to follow the above procedure when imposing lesser discipline such as private reprimand.
- 2.08 *Member Liability.* No member of the Corporation shall be personally or otherwise liable for any of the debts or obligations of the Corporation.

ARTICLE III

Dues

- 3.01 *Dues.* The Board shall set dues and fees, make assessments and set the terms of payment.

- 3.02 *Delinquency.* Any member of the Corporation who is delinquent in dues, fees or assessments may be suspended or terminated as provided above.
- 3.03 *Refunds.* No dues will be refunded except as approved by a two-thirds vote of the Board of Directors or its designee, in its sole and final discretion.

ARTICLE IV

Membership Meetings

- 4.01 *Annual Membership Meeting.* The Corporation shall hold an annual meeting of the regular membership through their designated representatives at the place and on the date that the Board determines. At the annual meeting, Directors shall be elected, the Board shall report the activities of the Corporation to the members, and other business shall be transacted as may be properly brought before the meeting.
- 4.02 *Special Meetings.* The President, the Board or twenty (20) percent or more of the members may call special meetings of the regular membership.
- 4.03 *Notice.* The Board must give Corporation members reasonable notice of all annual and special meetings. The notice shall include a description of the business to be discussed and shall be given at least 20 days (but not more than 90 days) before the meeting.
- 4.04 *Quorum, Voting.* The presence of twenty percent of the regular membership constitutes a quorum. Whenever a quorum is present, an act or decision made by a majority of the members is a valid act or decision. Proxy voting is not permitted at any meeting.
- 4.05 *Action Without a Meeting: Written Ballot.* Any action which may be taken at a meeting of the members may be taken by conforming to the mail balloting procedure specified in the California Nonprofit Corporation Law.

ARTICLE V

Board of Directors

- 5.01 *Board of Directors.* The Board is the governing body of the Corporation and has authority and is responsible for the supervision, control, and direction of the Corporation.
- 5.02 *Eligibility and Number of Directors.* The authorized number of Directors of the Corporation shall be THREE (3) All Directors must be members of the Corporation and have a Permaculture Design Certificate ("PDC") from

completing a 72 hour permaculture design certificate course based on the 14 chapters of *Permaculture A Designers Manual* by Bill Mollison. Or complete an approved certificate course within the year after being elected.

- 5.02.1 The Board is comprised of the following, all of which are voting members:
The President, Treasurer, Secretary, THREE Directors-at-Large,
serving one-year terms.
- 5.03 *Election and Nomination.* Any member of the corporation may be nominated as a candidate for election as a Director provided they have a Permaculture Design Certificate ("PDC") from completing a 72 hour permaculture design certificate course based on the 14 chapters of *Permaculture A Designers Manual* by Bill Mollison. Or complete an approved certificate course within the year after being elected.
- 5.03.1 The nomination must be:
made in writing, and signed by at least 2 members of the association, not including the candidate, and accompanied by the written consent of the candidate to the nomination, and given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
- 5.03.2 If insufficient nominations are received to fill all vacancies: the candidates nominated are taken to be elected, and a call for further nominations must be made at the meeting.
- 5.03.3 A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- 5.03.4 Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- 5.03.5 If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- 5.03.6 If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.
- 5.03.7 At annual meetings the general membership shall elect the Directors.
- 5.03.8 Initial Directors shall serve for terms of 2 years commencing at the formation of the nonprofit.
- 5.03.9 Following the initial term, all directors shall be elected by the membership and serve one-year terms.

- 5.04 *Term of Office.* Director terms commence upon installation and continue until a successor is installed or the director is removed from office.
- 5.04.1 A member is eligible, if otherwise qualified, for re-election.
- 5.04.2 There is no limit on the number of consecutive terms for which a committee member may hold office.
- 5.05 *Vacancies.* If a vacancy occurs on the Board for any reason, the Board may fill the unexpired portion of the term.
- 5.06 *Meetings.* The President, the Treasurer, the Secretary or any two Directors may call meetings of the Board. The Board shall hold its annual meeting at the time and place it selects and shall hold other meetings each year at the time and place it selects.
- 5.07 *Notice.* The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon four days notice by first class mail or 48 hours notice delivered personally or by telephone, telegraph, email or facsimile.
- 5.08 *Quorum.* A majority of the directors then in office shall be necessary to constitute a quorum of the Board.
- 5.09 *Board Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. The Board may adopt rules and regulations which may supplement and interpret these Bylaws and shall be binding and enforceable as to members, Directors and officers.
- 5.10 *Meeting Attendance.* The office of any elected Director, who shall be absent without excuse (an unexcused absence shall be defined as any absence for any reason other than for death in the family or participation in **Permaculture Fair Oaks** business) from three regular meetings of the Board of Directors per year, may be declared vacant by the Board of Directors.
- 5.11 *Conduct of Meetings.* The Board shall adopt and adhere to an appropriate parliamentary procedure in the conduct of its meetings.
- 5.12 *Meeting by Conference or Other Electronic Means.* Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communication equipment if all of the following apply:
(1) each member can communicate with all of the other members concurrently;
(2) each member is provided with a 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; (3) a means of verification is adopted and

implemented by the corporation as to both of the following: (a) the person communicating by electronic means is entitled to participate in the Board meeting and (b) all statements, questions, actions, or votes were made by that person and not by another not entitled to participate.

- 5.13 *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action in the manner specified in the California Nonprofit Corporation Law.
- 5.14 *Fees and Compensation.* Directors and other volunteer leaders shall receive no financial compensation for their services, but shall be eligible for reimbursement of reasonable and necessary expenses incurred on behalf of **Permaculture Fair Oaks** by that volunteer leader in accordance with rules and procedures established by the Board.

ARTICLE VI

Officers (same as board members)

- 6.01 *Officers.* The officers of the Corporation shall be a President, Treasurer, Secretary. Officers are elected by members at the annual meeting.
- 6.02 *Duties.* The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position descriptions for each officer as adopted by the Board from time to time. In addition, the President acts as Chairman of the Board; and the Treasurer is the chief financial officer.

ARTICLE VII

Other Committees

- 8.01 *Other Committees.* The Board may form, revise or terminate other committees on such terms and conditions as it deems to be appropriate.

ARTICLE VIII

Indemnification and Insurance

- 9.01 *Indemnification.* To the fullest extent permitted by the law, the Corporation shall defend, indemnify and hold harmless any agent against any claim arising out

of any alleged or actual action or inaction in the performance of duties performed in good faith on the Corporation's behalf. "Agent" for this purpose shall include representatives, Directors, officers and employees.

- 9.02 *Insurance.* The Corporation may purchase and maintain insurance to the full extent permitted by the law on behalf of its agents against any liability asserted against or incurred by the agent in such capacity arising out of the agent's status as such.

ARTICLE IX

Emergency Action

- 11.01 *Emergency Action.* The Board of Directors or Executive Committee of this Corporation may, to the full extent of and in the manner permitted by Corporations Code Sections 7140 and 7151, take actions and conduct business as may be necessary to protect the interests of the Corporation and its membership in the event of an emergency. A written record of all actions taken will be maintained during the emergency period, and all such actions shall be subject to review by the Corporation, in its sole discretion, upon conclusion of the emergency.

ARTICLE X

Amendment of Bylaws

- 12.01 *Amendment of Bylaws.* These Bylaws may be amended by a two-thirds vote of the Board, provided that certain amendments to the Bylaws specified in the California Nonprofit Corporation Law, including those that materially and adversely affect the rights of members or change the authorized number of Directors, must be approved by the members.

ARTICLE XI

Interpretation

- 13.01 *Interpretation.* These Bylaws constitute a written agreement between the Corporation and its members, Directors and officers. The Bylaws should be interpreted in connection with the California Nonprofit Corporation Law that supplements and controls these Bylaws.