

**Bylaws**  
Of the  
**Ranger Foundation**  
A California Public Benefit Corporation

**ARTICLE 1.  
NAME**

The name of the corporation is Ranger Foundation (hereafter Foundation).

**ARTICLE 2.  
OFFICES**

The principal office of the Foundation for the transaction of its business shall be designated by the Board of Directors.

**ARTICLE 3.  
PURPOSE**

The primary purpose of this Foundation is to promote and support parks, protected areas, and the individuals and groups associated with parks and protected areas, on the local, state, national and international levels.

**ARTICLE 4.  
OBJECTIVES**

The primary objectives of this Foundation shall be, but not be limited to:

Recognizing, promoting and supporting:

- (a) the use of sound judgment in the acquisition, development and operation of parklands and protected areas based upon management principles that are guided by preservation and restoration of the cultural, recreational and natural heritage values and service to the visitors to these parks.
- (b) the heritage and history of state, local, national and international parks and other protected areas;

- (c) the individuals and groups that have contributed to the enhancement, education, development, maintenance and protection of parks and protected areas.
- (d) education, training and other types of professional development through scholarships, grants and other forms of support.
- (e) Dependents of on-duty and in-the-line-of-duty fallen park or protected area workers.

## **ARTICLE 5. MEMBERS**

The Foundation shall have no members.

## **ARTICLE 6. OFFICERS & DIRECTORS**

### **SECTION 1. Board of Directors**

The Foundation Board of Directors shall be made up of five members, appointed every two years in even numbered years by January 31 by the Foundation Board of Directors. Vacancies on the Foundation board, occurring before the two-year term is concluded, shall be filled as specified in Article 6, Section 6. [Section revised January 6, 2022.S]

### **SECTION 2. Officers**

The Board officers of the Foundation shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary and Treasurer (Chief Financial Officer), all elected annually, no later than February 28 of each year, by and from the Board of Directors. Other officers, employees and agents, not members of the Board, may be appointed as the Board designates.

### **SECTION 3. Board of Director Powers**

The activities and affairs of this Foundation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors, subject to the law, articles of incorporation, and these bylaws.

#### **SECTION 4. General Duties**

It shall be the duty of the officers and directors to:

- (a) Perform all duties imposed on them by law, by the articles of incorporation, and these bylaws;
- (b) Appoint and remove, employ and discharge, and, prescribe the duties and fix the compensation, of all officers, agents, and employees of the Foundation;
- (c) Supervise all subordinate officers, agents, and employees of the Foundation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Establish written Standing Rules to carry out the purpose, objectives, and administration of the Foundation.

#### **SECTION 5. Terms of Office**

The term of office for all board officers shall be one year starting on January 31 of each year's term and ending on January 30 of the following year or until a successor is elected.

The term of office for all directors shall be two years or until a successor is appointed.

#### **SECTION 6. Vacancies**

Vacancies on the board of directors shall exist on the death, resignation, or removal for cause by a two-thirds majority vote of the directors of the Foundation then in office. 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, 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.

The vacancy of a director position shall be filled in the same manner as specified in Section 1. If the number of members of the Board of directors, then in office is less than a quorum, the remaining members of the board of directors may fill a single vacancy by unanimous consent. The remaining vacancies will be filled in the same manner as in Section 1 within 60 days of the appointment. If there is only one remaining director, he or she, may appoint two director positions until the remaining director positions can be filled as specified in Section 1.

Any officer or director may resign effective upon giving written notice to the president, the secretary, or the board of directors.

[Section revised January 6, 2022.]

#### **SECTION 7. Compensation**

Directors shall serve without compensation, but shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties. Any payments to directors shall be in accordance with these by-laws.

## **SECTION 8. Non-liability of Directors**

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

## **SECTION 9. Indemnification by Corporation of Directors, Officers, Employees, And Other Agents**

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **SECTION 10. Insurance for Corporate Agents**

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 7. MEETINGS**

### **SECTION 1. Number of Meetings**

The Board of Directors shall meet a minimum of twice a year. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment, if all officers and directors are able to hear and communicate with one another.

### **SECTION 2. Voting at Meetings**

Each director shall have one vote at any regular or special meeting.

### **SECTION 3. Place of Meetings**

Meetings shall be held at a location approved by the Board of Directors, with adequate notice to all officers and directors.

### **SECTION 4. Special Meetings**

Special meetings of the board of directors may be called by the President, or by any two directors, and such meetings shall be held at the place, designated by the person or persons calling the meeting.

### **SECTION 5. Notice of Meetings**

Regular and special meetings of the board may be held upon a minimum of four (4) days' notice to all members of the Board.

### **SECTION 6. Quorum for Meetings**

A quorum shall consist of three directors. If the secretary is not present the President, or presiding officer, will appoint someone to take the minutes.

### **SECTION 7. Conduct of Meetings**

Meetings of the board of directors shall be presided over by the President or, in his or her absence, by the 1<sup>st</sup>. Vice President, or in the absence of him or her, by the 2<sup>nd</sup>. Vice President. The secretary of the Foundation shall act as secretary of all meetings of the board. In the absence of the secretary, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by "Roberts Rules of Order, New Revised" insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with provisions of law.

### **SECTION 8. Action by Unanimous Written Consent Without Meeting**

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the Board give unanimous consent in writing (including by email) to such action.

## **ARTICLE 8. DUTIES OF OFFICERS**

### **SECTION 1. Duties of the President**

The President shall be the Chief Executive Officer of the Foundation and shall, subject to the control of the board of directors, supervise and control the affairs of the Foundation and the activities of subordinate officers and employees. He or she shall normally preside

as chairperson at all meetings of the Board of directors unless the Board decides to separate the roll of chief executive officer from Board chairperson at which time the CEO shall not be part of the Foundation Board, however the chairperson will remain President and the CEO shall be directly responsible to the Board of directors. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of directors. He or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may be authorized by the Board of directors unless such powers are delegated to the CEO.

### **SECTION 2. Duties of the 1st Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the 1<sup>st</sup> 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 1<sup>st</sup> Vice President shall have other powers and perform other duties as may be prescribed by the board of directors.

### **SECTION 3. Duties of the 2nd Vice President**

In the absence of the 1<sup>st</sup> Vice President, or in the event of his or her inability or refusal to act, the 2<sup>nd</sup> Vice President shall perform all the duties of the 1<sup>st</sup> Vice President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the 1<sup>st</sup> Vice President. The 2<sup>nd</sup> Vice President shall have other powers and perform other duties as may be prescribed by the Board of Directors.

### **SECTION 4. Duties of the Secretary**

The secretary duties shall include:

- (a) Certify and keep the original or a copy of these bylaws, the minutes of all board of director meetings and, if applicable, minutes of meetings of committees.
- (b) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- (c) Be custodian of the records and of the seal of the Foundation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Foundation under its seal is authorized by law or these bylaws.
- (d) Exhibit at all reasonable times to any officer or director of the Foundation the bylaws, articles of incorporation, and the minutes of the proceedings of the directors of the Foundation.
- (e) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this

Foundation, or by these bylaws, or which may be assigned to him or her by the board of directors.

## **SECTION 5. Duties of the Treasurer**

The treasurer duties shall include:

- (a) Have charge and be responsible for all funds and securities of the Foundation, and deposit all funds in the name of the Foundation in such banks, trust companies, or other depositories as shall be approved by the board of directors.
- (b) Receive, and give receipt for, monies due and payable to the Foundation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Foundation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Foundation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the Foundation, on request.
- (f) Render to the president and directors, whenever requested, an account of any of his or her transactions as treasurer and of the financial condition of the Foundation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Foundation, or by these bylaws, or which may be assigned to him or her by the board of directors.

## **ARTICLE 9. COMMITTEES**

### **SECTION 1. Committees**

The Foundation may have committees as approved by the Board of directors. Such committees may consist of persons who are not members of the board of directors. Committees shall act only in an advisory capacity to the board unless delegated with specific powers to act on the Board's behalf.

### **SECTION 2. Meetings and Action of Committees**

Meetings and action of committees shall be governed by the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of the

bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE 10. FINANCIAL INSTRUMENTS, DEPOSITS, AND FUNDS**

### **SECTION 1. Execution of Financial Instruments**

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. Checks and Notes**

All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Foundation shall be signed by the Treasurer. Instruments greater than \$5,000 shall be countersigned by the President of the Foundation or the 1<sup>st</sup> Vice President, if the President is not available.

### **SECTION 3. Deposits**

All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the board of directors may approve.

### **SECTION 4. Gifts**

The board of directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the charitable or public purposes of this Foundation.

### **SECTION 5. Annual Report**

The board shall cause an annual report to be prepared and furnished, not later than Ninety (90) days after September 30, the close of the corporation's fiscal year, to all officers and directors of the corporation. The report shall contain the following information in appropriate 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;

## **ARTICLE 11. FISCAL YEAR**

### **SECTION 1. Fiscal Year of The Corporation**

The fiscal year of the Foundation shall begin on October 1st and end on September 30<sup>th</sup> in each year.

## **ARTICLE 12 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION 1. Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect the Ranger Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION 2. Definitions**

#### (a) Interested Person.

- 1) Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

#### (b) Financial Interest.

- 1) A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- 2) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

- 3) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- 4) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph b, a person who has a financial interest may have a conflict of interest only if the the Ranger Foundation Board, or a committee with delegated powers from the Board, decides that a conflict of interest exists.

(c) Compensation

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES**

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation to the Board, or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The President of the Foundation Board shall, if appropriate, appoint a disinterested person, or committee, to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Foundation Board, or committee, if appointed by the Board, shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Foundation Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the Foundation Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Foundation Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**SECTION 4. Records of Board and Board Committee Proceedings**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Foundation Board's or designated committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**SECTION 5. Compensation Approval Policies.**

- 1. A voting member of the Ranger Foundation Board of directors who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- 3. No voting member of the Foundation Board, or any committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- 4. When approving compensation for officers, employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of

interest requirements and policies contained in the preceding and following sections of this article, as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board, shall also comply with the following additional requirements and procedures:

- (a) The terms of compensation shall be approved by the Board, or a committee with Board delegated powers, compensation committee prior to the first payment of compensation.
- (b) All members of the Foundation Board, or the Board's delegated compensation committee who approves has board authority for compensation arrangements, must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  - 1) is not the person who is the subject of compensation arrangement, or a family member of such person;
  - 2) is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
  - 3) does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
  - 4) has no material financial interest affected by the compensation arrangement; and
  - 5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) The Board, or compensation committee, shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
  - 1) Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
  - 2) The availability of similar services in the geographic area of this organization
  - 3) Current compensation surveys compiled by independent firms
  - 4) Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board, or compensation committee, will have obtained and

relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Foundation Board, or compensation committee, that approved the compensation. Such documentation shall include:
- 1) The terms of the compensation arrangement and the date it was approved.
  - 2) The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member.
  - 3) The comparability data obtained and relied upon and how the data was obtained.
  - 4) The board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
  - 5) The board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
  - 6) Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

5. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION 6. Restriction Regarding Interested Directors**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons (CCC §5227). For purposes of this Section, “interested persons” means either:

- (a) Any person currently being compensated by the Foundation for services rendered it within the previous twelve (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
- (b) 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 7. Annual Statements**

Each director, principal officer, and member of a committee with Foundation Board delegated powers, shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **SECTION 8. Periodic Reviews**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm’s-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation’s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **SECTION 9. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 13.**

## **STANDING RULES**

### **SECTION 1. Establishment**

The Board of Directors may establish Standing Rules, by majority vote, to carry out the purpose, objectives, and administration of the Foundation. Standing Rules shall be in writing and attached to the Bylaws.

### **SECTION 2. Amendments**

The Board of Directors may amend standing rules at any regular or special meetings.

## **ARTICLE 14. AMENDMENT OF BYLAWS**

### **SECTION 1. Amendments**

The Bylaws may be amended and new bylaws adopted by a two-thirds (2/3) vote of the entire Board of Directors, subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations.



# Ranger Foundation Standing Rules

Revised August 11, 2021



SR ARTICLE 1. NAME

SR ARTICLE 2. OFFICES

SR ARTICLE 3. PURPOSE

SR ARTICLE 4. OBJECTIVES

- A. The definition of Ranger is any person who works for a protected area or non-government organization (NGO) that operates in a protected area.
- B. The definition of a Protected Area [from the International Union for Conservation of Nature (IUCN)] is a clearly defined geographical space, recognized, dedicated, and managed, through legal or other effective means, to achieve the long-term conservation of nature with associated ecosystem services and cultural values.

SR ARTICLE 5. MEMBERS

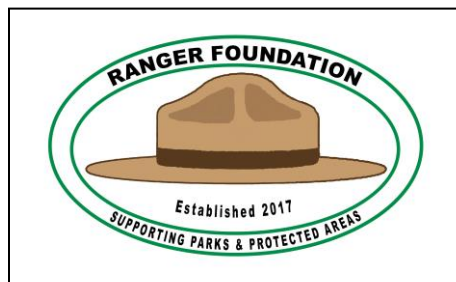
SR ARTICLE 6. OFFICERS & DIRECTORS

SR SECTION 1. Board of Directors

SR SECTION 2. Officers

SR SECTION 3. Board of Director Powers

A. The Board has approved the following logo:



B. The Board has adopted the following slogans/taglines:

1. "Supporting Parks and Protected Areas"
2. "Rangers Helping Rangers"
3. "Protecting the Protectors"

C. The Board has established grant programs as follows:



1. Line of duty deaths (LODD) grants up to \$500 for the family of rangers killed in in Latin America, and North American for those who are not covered by the U.S. Federal LODD benefit.
  2. Disaster Relief in amounts approved by the Board.
  3. Covid-19 grants up to \$500 for the family of rangers who perish from coronavirus in Latin America.
  4. Professional Development grants in amounts approved by the Board.
  5. Equipment for rangers in Latin America, up to \$2,000.
  6. World Ranger Congress participant grants in amounts approved by the Board.
- D. All grants must be approved by a majority vote of the Board of Directors. This approval may be done by email with the approvals recorded at the next Board meeting.
- E. The Board approved becoming an Associate Member of the International Ranger Federation (IRF) on 02/10/20. IRF Associate Membership was approved.

#### SR SECTION 4. General Duties

- A. The Foundation shall maintain a website [3/11/18].

#### SR SECTION 5. Terms of Office

#### SR SECTION 6. Vacancies

#### SR SECTION 7. Compensation

#### SR SECTION 8. Non-liability of Directors

#### SR SECTION 9. Indemnification by Corporation of Directors, Officers, Employees, And Other Agents

#### SR SECTION 10. Insurance for Corporate Agents

- A. The Treasurer shall maintain insurance for the Foundation.

### SR ARTICLE 7. MEETINGS

#### SR SECTION 1. Number of Meetings

#### SR SECTION 2. Voting at Meetings

#### SR SECTION 3. Place of Meetings

#### SR SECTION 4. Special Meetings

#### SR SECTION 5. Notice of Meetings

SR SECTION 6. Quorum for Meetings

SR SECTION 7. Conduct of Meetings

- A. Each meeting of the Board will be recorded, and the Secretary will announce this at the beginning of each meeting [8/8/18]. Recording of meeting only need to be preserved until the minutes for that meeting are officially approved.

SR SECTION 8. Action by Unanimous Written Consent Without Meeting

SR ARTICLE 8. DUTIES OF OFFICERS

SR SECTION 1. Duties of the President

SR SECTION 2. Duties of the 1st Vice President

SR SECTION 3. Duties of the 2nd Vice President

SR SECTION 4. Duties of the Secretary

SR SECTION 5. Duties of the Treasurer

SR ARTICLE 9. COMMITTEES

SR SECTION 1. Committees, Programs and Projects

- A. The Board has approved ongoing financial support for programs as follows:
1. World Ranger Day observations and activities.
- B. The Board has approved support for the following programs and projects:
1. Baker to Vegas Run for the California State Parks Team [8/8/18].
  2. National Breast Cancer Awareness California State Parks Pink Bear patch project [5/2/18].
- C. The Board had voted to support the following programs:
1. Georgia International Law Enforcement Exchange [2/10/20].
  2. California State Park Basic Visitor Services Training Cadet Fund [1/21/2021].
- D. The Professional Development (PD) Grants Program shall be based on the following criteria:
1. Rules:
    - a. PD Grants may be awarded to actively working Rangers (professionals) for activities that expand an individual's skills, knowledge, expertise, and other characteristics as a park professional that fit within the mission and goals Ranger Foundation (RF)

- b. Recipients may receive a reimbursement grant up to a total determined by the Board.
- c. Applications shall normally be submitted as early as possible, but no later than 60 days in advance of the requested activity.
- d. Applicants must declare that funding from other sources is not available.
- e. Grants can be used to pay for registration fees, transportation, course materials, lodging, meals, and other related expenses, subject to review. Grants cannot be used to pay for alcoholic or other intoxicants, incidentals, or gifts.
- f. Applications must include a detailed description of the endeavor, what the funding will be used for, including an estimated budget. If travel is involved, the full estimated itinerary should be included.
- g. Applicants must submit a report within 45 days of completing the activity detailing the grant activity and its professional relevancy to the ranger vocation and how their experience and what they learned, can or could be applied it to their own protected area or program.
- h. Reimbursement or payments will be by made as specified by the Board.

2. The Board will review PD grant requests based on the following guidelines:

- funds available
- relevance to Ranger Foundation mission and goals
- previous grants awarded
- submission time
- nature of the request
- number of applicants

## SR SECTION 2. Meetings and Action of Committees

## SR ARTICLE 10. FINANCIAL INSTRUMENTS, DEPOSITS, AND FUNDS

### SR SECTION 1. Execution of Financial Instruments

### SR SECTION 2. Checks and Notes

### SR SECTION 3. Deposits

### SR SECTION 4. Gifts

- A. Persons donating \$1,000 or more, and organizations that donate \$2,500 or more, as an unrestricted donation on or before December 31, 2018, will be put on the Ranger Foundation's Founding Donor List [6/20/18].
- B. Founding Donors and Date donated

1. California State Park Rangers Association, 3/22/18
2. Mike Whitehead Family, 2/13/18
3. Jeff Ohlfs Family, 4/4/18
4. Michael Lynch Family, 5/4/18
5. Ann Meneguzzi, 6/15/18
- 6 William Krumbien Family, 7/30/18
7. J. F. Smith, 8/24/18
8. Donna Pozzi, 9/28/18
9. Thomas Bernardo Family, 10/1/18
10. John Mott Family. 10/2/18
11. Jeff Price Family, 10/4/18
12. Carl Chavez Family, 10/4/18
13. Rodi Lee, 10/10/18
14. California State Parks Anniversary Committee, 10/19/18
15. Bud Getty, 10/23/18
16. Kathleen Franklin, 11/12/18
17. Miles Standish, 12/31/18

C. Letters of acknowledgement will be sent to donor's acknowledging their donation and identifying the Foundation's IRS number [8/8/18].

D. Whenever the Ranger Foundation collects funds for an approved project the Ranger Foundation will absorb the ordinary administrative fees (like PayPal and bank fees), associated with the project [1/30/19].

#### SR SECTION 5. Annual Report

### SR ARTICLE 11. FISCAL YEAR

#### SR SECTION 1. Fiscal Year of The Corporation

### SR ARTICLE 12. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

#### SR SECTION 1. Purpose of Conflict of Interest Policy

#### SR SECTION 2. Definitions

#### SR SECTION 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

#### SR SECTION 7. Annual Statements

#### SR SECTION 8. Periodic Reviews

#### SR SECTION 9. Use of Outside Experts