

# **Administrative Handbook Westport Village Society, Inc.**

A Manual Describing the Standard Practices  
Used to Operate this Nonprofit Corporation

Approved and Adopted by the Board of Directors  
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# 1. INTRODUCTION

Practical guidance is offered here for operating the Westport Village Society (WVS), a nonprofit 501(c)(3) corporation. Critical tasks, responsibilities, and schedules are identified as a means to keep the WVS functioning as a successful legal entity. That knowledge comes from years of experience contributed by its Board of Directors, the people directly responsible for keeping the corporation functioning as viable business enterprise. Because legal requirements change, this manual should be regarded as a living document that can and should be revised as circumstances dictate.

This manual is organized into several chapters. The initial chapter characterizes the mission of the WVS and establishes specific goals and policies to guide implementation. The WVS charter is defined in its articles of incorporation and may only be amended by a vote of the members. Chapter 2 defines the structure of the organization, responsibilities of Members, Directors, and Officers, and schedules for completing essential business functions. Chapter 3 then defines the core administrative, financial, communication, property management, and fundraising tasks. Those core tasks comprise the minimal level of effort needed to keep the organization running.

Carrying out those core tasks is essential to keep the WVS viable as a legal organization. However, WVS has historically done more than the minimum, striving to be a vital force for carrying out beneficial community projects. Acting as an umbrella for philanthropy and community enrichment, WVS often supports projects above and beyond those essential to address its basic mission. Chapter 4 discusses procedures for evaluating and implementing new projects, both large and small in scope. Lastly, Chapter 5 considers how to keep the organization operating into the future, discussing issues such as the relevance of its activities, recruitment, the actions needed to dissolve the organization if community interest wanes.

## 1.1 GOALS AND PURPOSES

The Westport Village Society, Inc. is a nonprofit public benefit 501(c)(3) corporation organized in 1992 to foster the preservation, enhancement, and interpretation of the natural environment in and around the village of Westport for the benefit of residents and visitors and to support local charitable and educational projects. The mission and goals of the WVS are defined in its articles of incorporation as they were filed with the California Secretary of State, subject to amendments filed later in time. Those articles state that the specific purposes of the corporation are:

- (1) To help sponsor, organize and fund civic improvement projects which are charitable and educational in nature for the broad cultural, educational and civic betterment of the Town of Westport and its surrounding areas.
- (2) To acquire, hold and manage land and interests in land, including "qualified conservation contributions" and open space easements in and around the Town of Westport, CA as a "qualified organization" under I.R.C. 170(h), including (but not limited to) contributions and acquisitions intended to:
  - (a) preserve land areas for outdoor recreation by or for the education of the general public;

- (b) protect relatively natural habitat of fish, wildlife, or plants, or similar ecosystems;
  - (c) preserve open space (including farmland and forest land) where such preservation is for the scenic enjoyment of the general public or pursuant to clearly delineated Federal, State, or local governmental conservation policy, and will yield a significant public benefit; or,
  - (d) preserve historically important land areas or certified historic structures.
- (3) To encourage sound public and private conservation practices with respect to land and water resources in and around the Town of Westport, CA.
- (4) To make, perform and carry out contracts of every kind, and to do all acts which are reasonably necessary or required to implement the above purposes.

A set of Bylaws were established at the time of incorporation to define how the corporation operates as a legal entity. Those Bylaws specify requirements for carrying out the business that include provisions for revisions of the articles of incorporation and governance procedures. Any change in those articles of incorporation or bylaws require a vote of by current members. Those governing procedures may not be altered solely by the Board of Directors.

## **1.2 MAINTAINING NONPROFIT STATUS**

The WVS purposes fall within the scope of a corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. To maintain that nonprofit status, it is mandatory that the corporation does not exercise any powers or engage in any activities inconsistent with the furtherance of its purposes. Violation may result in revocation of its tax exempt status, preventing furtherance of the corporation's primary goals. That nonprofit status also consequentially confers rights to an exemption from property taxes for any real estate owned by the WVS.

To maintain its tax exempt nonprofit status the following activities are specifically prohibited: 1) contributions deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law; 2) carrying on propaganda, or otherwise attempting to influence legislation; and 3) participating or intervening in any political campaign on behalf of or in opposition to any candidate for public office. Engaging in activities that either directly violate those prohibitions or have the appearance of violating them must therefore be expressly avoided.

## **1.3 REVISION OF GOVERNING PROCEDURES**

A majority vote of no less than 10% of the current membership is required to pass certain amendments of the bylaws or any provisions of the articles of incorporation. The Board of Directors can amend most provisions in the Bylaws that do not alter member's voting rights. The Board may recommend specific changes to Members with an analysis of the reasons motivating consideration of the change. That motion is then placed before the Members for a vote. Voting may take place in person or by mailed ballot. Two changes have been made in governing procedures of the WVS as a nonprofit corporation since 1992. Both changes in governing procedures were made with mailed ballots.

The first change took place in 2001 at the time the WVS acquired the Westport Headlands property. The State Coastal Conservancy required a change in the WVS articles of incorporation as a condition for granting funds to facilitate the acquisition. Article (5) was added to the WVS articles of incorporation in 2001 by a majority vote of its current members after the WVS Board of Directors recommended approval. The following provision was duly added to the Articles of Incorporation and filed with California Secretary of State:

“The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code and which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or alternatively to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code to hold in public trust.”

The second change in governing procedures involved a revision of Article 13, Section 2 of the corporation’s Bylaws. The amendment was designed to more explicitly define the boundaries of the area used to determine membership, rather than relying on a reference to a boundary defined by a separate government entity. In that case, the Bylaws referred to a geographic area defined and subject to change by the Local Area Formation Commission.

The WVS Directors voted unanimously on January 18, 2007 to propose an amendment that was ratified by a majority vote of current members using a mailed ballot due February 28, 2007. The affected Section was revised as follows:

#### Article 13. MEMBERS

##### SECTION 2. QUALIFICATIONS OF MEMBERS

Any individual who either resides or who owns property in the Westport Area ~~as defined by the current Westport Volunteer Fire Department "sphere of influence" as set by LAFCO~~ shall be eligible for membership. As used for this purpose, an individual "*resides or owns property in the Westport Area*" if he or she is a title owner of record of any property in ~~that Area~~ *Townships 20 North, 21 North, or 22 North in Range 18 West, Mount Diablo base meridian or resides in that area*; is the legally married spouse of such a title owner *or renter*; is a general partner in a partnership that owns such property in its name; or is the owner of more than 25% of the voting equity in any corporation which owns such property. Individuals who are limited partners for investment purposes, who own 25% or less of the voting equity in any corporation, or hold only a security interest do not "own property in the Westport Area" for purposes of qualifying as members in this corporation.

## 1.4 ADOPTED POLICIES

The WVS Board of Directors is empowered by the corporate Bylaws to carry out the business of the corporation in order to further its mission and goals. Acting under that authority, the Board has enacted policies specific to certain functions, as well as programmatic policies affecting the entire business operation. This section covers broad policies that affect the entire operation of the corporation, while those of restricted scope are described later in separate sections covering those particular topics.

### **Conflict of Interest**

The board must take care that directors, officers, and staff avoid conflicts of interest. A land trust that operates as a tax exempt organization must operate in the public interest, and not operate for the benefit of any person. An individual who perceives the likelihood of serious continuing conflicts should not serve on the board or staff, both for legal reasons and to preserve the land trust's credibility. It may be difficult to avoid all conflicts of interest or appearance of such because some actions that clearly produce a public benefit may also benefit an individual.

In keeping with changes in the laws governing the operation of nonprofits, the WVS adopted a formal Conflict of Interest Policy on January 27, 2011 modeled on an IRS format. That coincided with the requirement to change income tax reporting from short forms to the complex long forms that ask specific questions about procedures used to avoid conflicts. The full text of the WVS conflict of interest policy is provided in Appendix C. The LTA Standards and Practices in Appendix B also discuss this issue under Standard 3.

The purpose of this conflict of interest policy is to protect this tax-exempt organization'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 organization or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

This policy underscores the duty to disclose both actual and perceived conflicts of interest. A director who thinks their participation in a board action could be viewed as a conflict of interest should not vote on that action, and generally should not be present or should not participate in discussion on the issue.

### **Insurance Coverage**

The WVS Board initially operated without business insurance prior to 2000. Exposure to risks was considered minor prior to that time. The impending acquisition of the Westport Headlands property posed significantly greater risks both in terms of general liability and personal liability of the directors and officers. The WVS joined the Land Trust Alliance (LTA) at that time and through that membership, it qualified for a discounted suite of insurance policies. Article 4, Section 20 of the Bylaws authorized the purchase of that insurance. The corporation has maintained insurance coverage ever since.

The WVS recognized the corporation and its Directors were exposed to risk in four areas and separate policies were acquired to address those risks. The land acquisition posed a number of risks associated with managing land used by the public and holding assets of substantial value. The risks included: 1) liability for injuries of people accessing property; 2) potential issues involving workers compensation for volunteers; 3) general risks of governing the corporation such as fiscal malfeasance and misconduct; and 4) the prospect that Directors might face personal liability for actions taken as members of the governing Board of the corporation.

The four insurance policies obtained by WVS are described in more detail in Section 3.1.2. Maintaining them became a mandatory policy by a vote of the Board in 2000. Without these policies the corporation would not only risk losing its primary real and monetary assets; it might also have a difficult time attracting Directors willing to face personal risk in the absence of the liability coverage for Directors and Officers. Maintenance of this coverage should be considered mandatory for ongoing operation of the corporation. It is also one of the major expenses associated with keeping the WVS operational.

### **Standards and Practices**

The LTA developed Standards and Practices to promote effective governance of nonprofit land trusts. That guidance provides a model of best practices involving all aspects of the business typically carried out by corporations like the WVS. Those guidelines in their most recent iteration are provided in Appendix B. The WVS Board adopted the LTA Standards and Practices effective 31 December 2002. The WVS has not sought LTA certification, but the LTA principles informed development of this Board Manual.

When questions of governance arise, consult the LTA guidelines. It may also be valuable to contact other local land trusts such as the Mendocino Land Trust for practical advice. The MLT has assisted the WVS and has broader experience due to the larger scope of its operation.

### **Separation of Funds**

The corporation's monetary assets have been maintained in FDIC-insured bank accounts from inception. Financial records have been maintained and are subject to Board review at every regular Board meeting. The bookkeeping system tracks income and expenses by categories discussed in Section 3.2. A primary factor motivating the formation of the WVS was conservation of the Westport Headlands, but the corporation's liquid assets are also used to fund many other types of activities that involve allocations of fiscal resources.

As the corporation's monetary assets have grown, the Board considered it appropriate to formally partition its liquid assets. At the January 2010 meeting the Board voted to separate the corporation's monetary resources into three funds: 1) an unrestricted **General Fund**; 2) a **Headlands Fund**; and 3) a **Community Center Fund**. The intent was to prevent use of the two latter funds for any purpose other than the specified use. Categories of income and expenses were reviewed, allocated, and are now tracked separately for each fund. The financial tracking scheme is discussed in detail in Section 3.2.5, while the Board intent when it defined these separate funds is described here.

The **General Fund** is an unrestricted fund used to support all activities not specifically allocated to the two special purpose funds. Donations and income not specifically designated for the special funds are placed by default into this general fund. These funds are used for general operations of the organization and may be allocated to any new project or purpose approved by the Board. General funds are frequently used for smaller projects. For example, these funds have been used to support the mini-grant program, Westport history project, and donations to other community causes. This fund is also used to maintain three insurance policies (General Liability; Volunteers; and Directors) critical for ongoing operation of the corporation, as well as to facilitate communications with members.

The **Headlands Fund** is specifically dedicated to maintaining the corporation's real property and physical improvements on that property owned by the WVS. That property presently comprises four contiguous lots known as the Westport Headlands Park. This fund also provides a critical monetary reserve to ensure that property is never lost should fund income fail to keep pace with expenses of managing that property. Fundraising efforts since 1992 from the annual Great Rubber Ducky Event are by Board policy earmarked for the Headlands Fund unless a vote is taken to reallocate all or part of that income at the regular Board meeting following the event (July). Income from permitted events on the Headlands are also allocated to the Headlands Fund, as is the interest on bank accounts holding the Headland Fund liquid assets. Expenses charge against this fund balance include a liability insurance policy for the property and the costs of maintenance and improvements.

The **Community Center Fund** is designed to support community programs and, if feasible and desired by the community, to eventually develop a facility that can be used for diverse indoor community gatherings. Indoor community functions are presently held in the church or the decommissioned elementary school on the church property, a building now leased by the Mendocino Coast Recreation and Park District from the Fort Bragg Unified School District. Income placed in this fund includes donations, proceeds from Plien Air fundraising, and a First Five grant supporting preschool children. This fund has been used for recreation programming, recreation equipment, and chairs for the Church. The equipment remains the property of WVS. This small fund also supports community programming typically consisting of local events.

## 2. ORGANIZATION

The WVS is run by a Board of Directors elected by the membership for alternating three year terms. The Board of Directors is responsible for governing the organization and appointing Officers to carry out essential tasks necessary for its maintenance. The WVS operates according to procedures set forth in its current Articles of Incorporation and Bylaws, taking into account the broad policies adopted from time to time by the Board of Directors. This chapter describes how the business is organized to accomplish the tasks needed to keep it operating in compliance with its charter, governing procedures, policies, and the law as described in Chapter 1.

The current Bylaws in Appendix A and the LTA guidance in Appendix B remain the authoritative guides that should be consulted when questions arise. This section describes the roles and duties of members, Directors, and Officers. It also establishes how meetings are held to make necessary decisions. A matrix of tasks in Appendix D identifies responsible parties and scheduling considerations for mandatory minimum tasks to keep the business operating.

### 2.1 MEMBERSHIP AND VOLUNTEERS

Membership in the WVS is open to any person who pays annual dues and resides or owns property in the Westport vicinity (Figure 1). Other persons may subscribe to the newsletter produced by WVS and contribute tax deductible donations, but persons who do not qualify as members may not vote. The membership year runs from the first Friday in October until the day before the first Friday of the following October. Membership dues are set by the Board to cover the costs of communications with members.

#### Duties of Members

Active members have exclusive rights to elect Directors, vote on certain changes in the procedures used to govern the organization as defined in the Articles of Incorporation and Bylaws, and to approve the minutes of the Annual Member Meeting held the first Friday in October of every year. A 10% quorum of the active members is required to make those decisions at the meeting. Approval is by a simple majority voted in a secret ballot.

The Board is responsible for ensuring timely communications with members. Active members who have paid dues must be notified by mail about the Annual Member Meeting and requirement to renew their dues at least 30 days before the event. That annual notification is typically sent to past members and owners of lands within the membership area of the WVS as defined in its Bylaws and shown in Figure 1. Mailings are also sent to active members at others times if a change in governance procedures requires a vote by mailed ballots.

Members and other volunteers are the lifeblood of the WVS. Participation by members and other interested persons is encouraged in all WVS activities, meetings of the Board, and meetings by Committees. Comments may be submitted in writing (WVS, P.O. Box 446, Westport CA 95488) or by email to [wvs@westportvillagesociety.org](mailto:wvs@westportvillagesociety.org). The WVS also maintains a website, Facebook page, and produces a monthly community newsletter to share information and provide notice of upcoming WVS activities and meetings as discussed in Section 3.5 below.

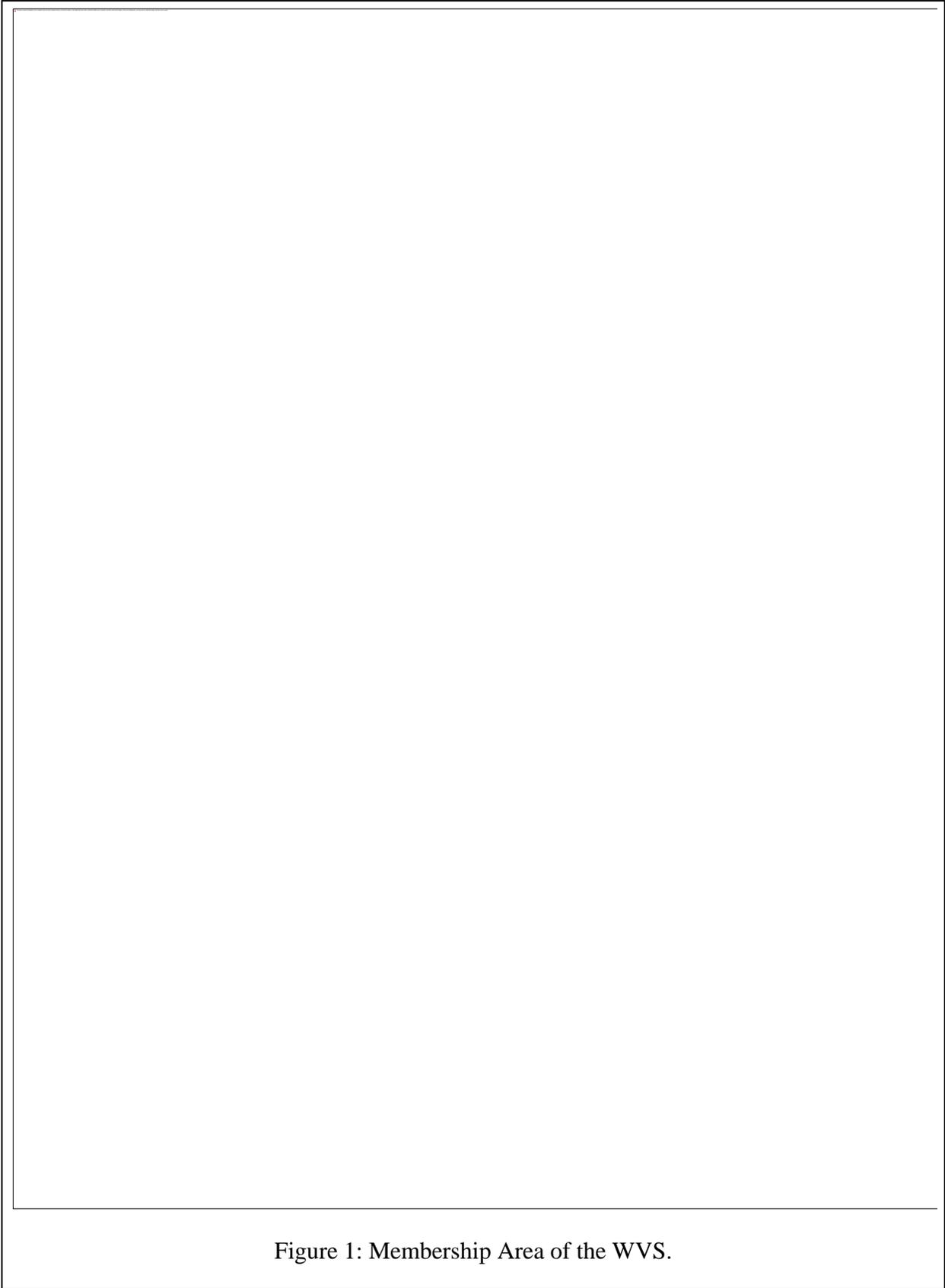


Figure 1: Membership Area of the WVS.

To limit liability associated with involving volunteers and members in WVS activities, the Board may adopt policies such as a liability release form to facilitate their participation and address possible risks to the organization.

### **Responsible Parties and Actions:**

1. **Active Members:** a) Attend Annual Member Meeting to elect Directors; b) vote on any proposed change in Bylaws or Articles of Incorporation requiring action by Members.
2. **Secretary:** a) Maintains list of active members verifying status of dues payments through coordination with Treasurer [ongoing]; b) Mails the Annual Meeting notification to active members, past members, and current local land owners [no later than Sept. 20]; c) Takes minutes at all Board and Member meetings and records the results of the election [First Friday in October]; and d) Mails a ballot requesting a vote on any proposed change to Bylaws or Articles of Incorporation to active members and tallies that vote [as needed].
3. **Treasurer:** a) Tracks member dues payments and shares that information with the Secretary [ongoing].
4. **President:** a) Prepares Annual Meeting notification and provides it to Secretary [by Sept 15]; b) organizes and conducts the Annual Member Meeting with assistance from the Board [First Friday in October].
5. **Vice President:** a) The VP carries out the duties of the President when needed; and b) the VP is also responsible for oversight of other communications as discussed in Section 3.5.

## **2.2 DIRECTORS**

Directors are elected to serve staggered three year terms by current Members at the Annual Member Meeting. Directors may be removed from office: a) by death or resignation; b) by a vote of members; c) by a vote of the Board after the Director has missed four consecutive Board Meetings; or d) for reasons of mental incapacity, felony conviction, or breach of laws governing nonprofit corporations. The Board fills vacancies for remaining terms by appointment.

Directors serve as volunteers that contribute their time, effort, expertise, and judgment. The incentive to serve on the Board stems from an interest in contributing to the organization's mission. The WVS considers it desirable to encourage diverse candidates for the Board so that a broad range of interests and expertise is represented. The Board presently consists of 7 Directors, but that number may be changed by a vote of the current Directors to any number from 5 to 15. The Board size should be an odd number of Directors to avoid deadlocked votes.

### **Qualifications of Directors**

The fundamental qualification for service on the Board is membership in the corporation, an abiding interest in its mission, and the willingness to invest time and effort managing the operations of the nonprofit. No compensation is provided for service. Prior experience running this type of organization is welcome, but not essential. Enthusiasm and the ability to commit time and effort are more important. Inactive Board members place undesirable burdens on other Directors. Experience may be acquired through direct participation and a willingness to become familiar with the contents of this manual.

## **Duties of Directors**

All corporate powers are exercised by or under the direction of the Board of Directors in conformance with applicable law. Every Director is individually responsible for being informed and exercising reasonable and ethical oversight of the organization's operations. General guidance on the responsibilities of Directors is provided in the LTA Standards (Appendix B) and in the Revised Model Nonprofit Corporation Act adopted by the Business Law Section of the American Bar Association.

Corporate directors are subject to three principal fiduciary duties in carrying out their governance responsibilities: the duty of care; the duty of loyalty; and the duty of due diligence or reasonably inquiry. The ABA recommends that directors discharge their duties according to the following principles: (1) in good faith; (2) with the care an ordinarily prudent person in a like position would exercise in similar circumstances; and (3) in a manner the director reasonably believes to be in the best interests of the corporation. Directors may be held liable for errors of judgment and the organization's wrongdoings. Anyone who cannot assume that responsibility should not stand for election.

Article 4, Section 3 of the Bylaws states that it is the duty of Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Directors should maintain a notebook containing this manual with its governance documents, policies, as well as the minutes of meetings and other information pertaining to decision making. All consequential decisions about the governance of the organization are made by the Directors at Board meetings or by unanimous written consent using electronic communication (email). The proper noticing and conduct of Board meetings are discussed in Section 2.4.

The WVS Bylaws specify procedures that are designed to avoid minority rule and control the delegation of authority to ensure the efficient and ethical operation of the corporation. That includes provisions for a quorum, adequate meeting notices, and clear delegation of authority specifying what actions require Board approval as opposed to those authorizing a Officer or Committee to take independent action in behalf of the WVS.

Because many of the tasks necessary for ongoing operation of the organization require timely action, many tasks are assigned to Officers and Committees that report to the Board at meetings. The duties of Officers are described in Section 2.3 and the role of Committees is covered in Section 2.5.

A land trust that operates as a tax-exempt organization must operate in the public interest, and not operate for the benefit of any individual. Directors and Officers must therefore avoid conflicts and appearances of conflicts of interest. An individual who perceives the likelihood of continuing conflicts should not serve on the Board or as an Officer, both for legal reasons and to preserve the land trust's credibility. Occasional conflicts may be unavoidable and should not deter service on the Board. If a director thinks participation in a board action could be viewed as a conflict, they should recuse themselves from discussion and voting on that specific action.

To address this issue, the WVS Board adopted a Conflict of Interest Policy that is supplied in Appendix C. Each year a Conflict of Interest statement must be signed in July at the time the corporation's annual fiscal report is approved. Those statements are kept on record in connection with filing income taxes each year.

More detailed suggestions regarding the duties and responsibilities of Nonprofit Directors can be found in Appendix B. Other sources of guidance are widely available on the web. One good example is available at <http://www.klgates.com/handbook-for-directors-of-nonprofit-corporations-in-the-united-states-09-23-2015/>.

## **2.3 OFFICERS**

Officers are appointed by the Directors at the regular October Board meeting by majority assent. That selection follows the installation of any new Directors elected at the Annual Member Meeting. While any person may serve as an Officer, in practice Officers are typically chosen from the ranks of elected Directors or previous Directors. This is because Officers are not compensated and they also need to be familiar with the affairs of the organization.

The Officers consist of the President, Vice President, Secretary, and Treasurer while other tasks are assigned to other Directors as may be appropriate or necessary. Officers serve at the pleasure of the Board and may be appointed and discharged without cause. The Bylaws do not specify the period of service for Officers. The Board has historically reviewed those appointments annually at the October Board meeting, making adjustments as needed. Directors normally serve at least one year before assuming a role as an Officer to gain familiarity with those tasks.

### **Duties of President**

The President is the chief executive officer of the corporation who supervises and controls the affairs of the corporation and the activities of other officers under the control of the Board. That individual performs all duties required by law, the Articles of Incorporation, the Bylaws, or as otherwise prescribed by the Board of Directors. Except where expressly restricted, the President executes all legal instruments which may from time to time be authorized by the Board of Directors. The specific duties of the President shall include:

1. Noticing, preparing agendas, and presiding over Board and member meetings.
2. Communicating with the Board by email for any decisions not made at a meeting.
3. Serving as the Chair of the Executive Committee.
4. Providing leadership for major projects approved by the WVS Board.

5. Representing the WVS and engaging in liaisons with other organizations, government officials, and the public to further the mission and goals of the organization.
6. Providing oversight of WVS publicity including the organization's web site.
7. Providing direction to other Officers.

### **Duties of Vice President**

In the absence of the President, or in the event of President's inability or refusal to act, the Vice President performs all the duties of the President, and when so acting has all the powers of, and is subject to all restrictions on the President. The Board may also assign other regular duties to the Vice President. The Vice President is presently charged with these regular duties:

1. Providing oversight of the production and dissemination of the monthly Westport Wave newsletter.
2. Chairing the Headlands Committee which is responsible for managing, maintaining, and improving the real property owned by WVS.
3. Offers leadership for major projects as assigned by the Board.

### **Duties of Secretary**

The Secretary maintains the non-financial records of the organization, files corporate forms with government agencies, records minutes and other decisions, keeps insurance policies, and coordinates the membership list with the Treasurer. Other duties may be assigned by the Board. The tasks of this Officer nominally include:

1. Maintaining the Bylaws, Articles of Incorporation, amendments of those documents, and policies approved by the Board.
2. Recording minutes of all Board and member meetings that record the time and place, type of meeting, how noticed, the names of those present, and a summary of the proceedings. Minutes must be distributed in a timely manner to the Board and maintained in the files.
3. Filing all duly executed legal documents such as deeds, easements, contracts, and other instruments executed under authority of the law or Bylaws.
4. Keeping a membership list and making it available to any director on request. The list shall contain the name, address, and other contact information for each member and shall list dates of termination if applicable. The Treasurer confirms dues payments.
5. Maintaining mandatory annual corporate listings with the California Secretary of State and the California Attorney General and keeping a record of those transactions.
6. Maintaining copies of current insurance policies and any records pertaining to claims.
7. Maintaining records of grants and legal proceedings.

### **Duties of Treasurer**

The Treasurer maintains the financial records, manages banking transactions (deposits and payments), prepares annual and quarterly financial reports, ensures tax forms are prepared and filed, and coordinates with the Secretary on maintaining the current membership list. Other duties may be assigned by the Board. The tasks of this Officer nominally include:

1. Taking charge and being responsible for management of all funds and securities of the corporation as directed by the Board of Directors.
2. Receiving and giving receipts for monies paid or due to the corporation from any source.
3. Disbursing the funds of the corporation as may be directed by the Board of Directors and keeping records of invoices and receipts supporting such disbursements.
4. Keeping and maintaining accounts of the corporation's properties and business transactions, including accounts of assets, liabilities, income, and disbursements by fund and categories.
5. Exhibiting at all reasonable times the books of account and financial records to any director of the corporation on request.
6. Preparing quarterly and annual financial reports for review and approval at the regular quarterly Board meetings listing assets, liabilities, income, disbursements, and fund balances.
7. Preparing or engaging experts to prepare annual income tax filings for review and approval of the Board and ensuring those documents are filed in a timely manner and maintained.
8. Filing real estate property tax exemption forms on an annual basis with the County of Mendocino.
9. Maintaining a safety deposit box in behalf of the corporation to store vital records or backups of files maintained by the Secretary and Treasurer.

## **2.4 COMMITTEES**

Committees are chaired by at least one Director and may include Members and the interested public. All members of the Board should be notified at least three days prior to committee meetings to allow participation. Committees do not autonomously make consequential decisions unless the Board specifically delegates such authority. Committees are instead designed to allow time for informal discussion and the formulation of action plans that can be submitted to the Board for consideration and decisions. Committees may meet without preparing minutes.

The Executive Committee is a standing committee that meets as needed to address finance and other aspects of business operations. This committee is chaired by the President and nominally involves the participation of the Secretary and Treasurer. The Property Management Committee is chaired by the Vice President to address matters related to maintenance and improvements of the WVS' real property and monitoring of easements. The Fundraising Committee addresses planning and execution of fundraising initiatives, reporting to the Board.

# 3. OPERATIONS

To maintain itself as a functional nonprofit business as required by law and its governing procedures, the WVS must carry out a wide variety of core tasks. Officers and Directors are responsible for ensuring those essential tasks are completed in a timely, thorough, and ethical manner as previously discussed. It is important to consider that ongoing mandatory workload when approving any new discretionary activity. Chapter 4 considers procedures for new projects that require action beyond the core operations described here.

The fundamental tasks required to keep the WVS operating are described in sections devoted to making decisions and carrying out administrative, financial, property management, communication, fundraising, and annual review tasks. Some tasks require coordination among Officers and other Directors who may be assigned duties from time to time by the Board. Appendix D contains a comprehensive schedule of tasks other than those already specified above in Table 1 for making consequential decisions at meetings or with mailed ballots and email communication.

The tasks defined in this chapter comprise the mandatory minimum level of effort required to keep the business functioning. Core operations may continue without fundraising for some time before the costs of operating the business exhaust liquid funds that have been accumulated. If the WVS reaches a point when it can no longer responsibly and legally carry out the tasks described in this chapter, plans to dissolve the corporation must be pursued according to procedures discussed in Chapter 5 of this manual and the Bylaws. Foresight should be exercised in taking actions that might avert that dissolution.

## 3.1 MEETINGS AND OTHER WAYS TO MAKE DECISIONS

Meetings are held to make most consequential decisions, but some actions also may be taken by mailing ballots to members or through email communications among Directors and Officers. In the absence of a corporate office, meetings are normally held at the Westport Community Church unless otherwise noticed. Face to face meetings are the preferred method for electing Directors and making most decisions. The Bylaws specify advance notification requirements for each type of meeting. Table 1 provides a schedule of meetings and other modes for decision making, listing subtasks and responsible persons.

Members elect Directors at the Annual Member Meeting held the first Friday in October and must approve certain changes to the Articles of Incorporation and Bylaws. Changes to governing procedures that require a vote of the members are typically made by mailing ballots to all current members or sending them by electronic means pursuant to the preferences of individual members.

All consequential decisions about the regular operation of the business are made by the Directors at regular and special Board meetings or by electronic communications. Decisions made at meetings occur by majority action of a quorum that must consist of more than half the Board. Regular Board meetings are scheduled quarterly to coincide with the fiscal year and Annual Member Meeting. Special meetings and electronic communications occur as needed.

**Table 1. Calendar for Meetings**

<b>Timing</b>	<b>Task</b>	<b>Responsible Persons</b>	<b>Notes</b>
Prior to January Board Meeting	Notice Meeting	VP: Notice in Jan. newsletter	
		P:3 day advance notice, agenda, web posting	
		S: Distribute draft minutes of last meeting	
		T:Distribute quarterly finance report	
3rd Saturday January	Board Meeting	P:Chair meeting; S:Take minutes; B:prepare and attend	Plan annual fundraiser in May
Prior to April Board Meeting	Notice Meeting	VP: Notice in Jan. newsletter	
		P:3 day advance notice, agenda, web posting	
		S: Distribute draft minutes of last meeting	
		T:Distribute quarterly finance report	
3rd Sat. April	Board Meeting	P:Chair meeting; S:Take minutes; B:prepare and attend	Status of annual fundraiser in May
Prior to July Board Meeting	Notice Meeting	VP: Notice in July newsletter	Agenda to include Annual Finance Report approval and Annual Member Meeting planning
		P:3 day advance notice, agenda, web and bulletin board posting	
		S: Distribute draft minutes of prior meeting	
		T:Distribute annual finance report	
3rd Saturday July	Board Meeting	P:Chair meeting; S:Take minutes; B:prepare and attend	Approve Annual Finance Report; sign Conflict acknowledgements; plan Annual Member Meeting
Prior to Oct Member Meeting	Notice Meeting	VP: Notice in Sept. and Oct. newsletters	Notify timing/place; Board election; and advise on any pending vote on governance changes
		P: notice to Secretary by September 15	
		S&T:Confirm active member list; S:Mail notice to members and locals by September 20	
1st Friday October	Member Meeting	P:Chair meeting; S:Take minutes; B & M: attend	Elect Directors; vote on any changes in governance; conduct Member input forum
Prior to October Board Meeting	Notice Meeting	VP: Notice in July newsletter	
		P:3 day advance notice, agenda, web posting	
		S: Distribute draft minutes of last meeting	
		T:Distribute quarterly finance report & draft tax return	

**Table 1. Calendar for Meetings (continued)**

<b>Timing</b>	<b>Task</b>	<b>Responsible Persons</b>	<b>Notes</b>
3rd Saturday October	Board Meeting	P:Chair meeting; S:Take minutes; B:prepare and attend	Install new Directors; appoint Officers; approve tax returns
As Needed	Special Board Meeting	P: One week advance notice to Board & chair meeting; S:Take minutes	Special Board Meetings are called to deal with complex decisions that require timely action
As Needed	Electronic Board Meeting	P: Email to Board asking for approval of a time-sensitive minor decision	Majority approval/denial for minor decisions; Board may defer decision to regular or special Board Meeting
As Needed	Mailed Member Ballot	Board mails proposed changes in governance to active members for majority approval	Allow one month for response and tally majority vote

Abbreviations: P=President; VP=Vice President; S=Secretary; T=Treasurer; B=Board; M=Member

Members and the Board are notified about the place and time of regular Board meetings in the monthly Westport Wave newsletter. Members receive a mailed notice two weeks prior to the Annual Member Meeting. An agenda, quarterly finance report, and draft minutes from the prior meeting are circulated at least three days prior to Board meetings to allow Directors to prepare.

The President seeks input on the agendas for upcoming Board meetings from the Board a week before the planned meetings and distributes an agenda three days prior to the scheduled meeting. The notice is widely circulated and posted to encourage participation by members and the public. The Treasurer distributes quarterly and annual finance reports and draft tax returns at least three days prior to the quarterly meetings to the Board. The Secretary distributes draft minutes as soon as practical after a meeting is held to ensure the discussion and actions are recorded accurately while the details remain fresh.

The public and members are encouraged to participate in Board meetings, with input welcome as agenda topics are considered. Meetings follow Robert’s rules of order with time periods agreed to in advance by Board consent and subject to change by majority approval if discussion surpasses the agreed time allotment. It is desirable to encourage diverse participation while at the same time keeping the discussion focused. The President shall recognize speakers so that a single person has the floor at any given time. The President may exercise the option to limit the time allotted to each speaker to ensure all participants have a chance to offer input.

It is the responsibility of every Director, Member, and public participant to keep discussions focused on topic, respectful, and concise. It is helpful to bear in mind that the purpose of the discussion is to either make a decision to take a specific action or conclude that no action is desirable. All consequential decisions are made with a clearly stated Board motion that is seconded and voted. Motions should precisely state the action that will occur, the time frame for action, and who will be responsible for carrying it out.

## **3.2 ADMINISTRATIVE TASKS**

Core administrative tasks encompass periodic corporate filings with government agencies, maintenance of corporate insurance policies, addressing any claims or lawsuits, and recordkeeping. This work is carried out the Secretary acting with direction and oversight by the President, Executive Committee, and Board. The general scope of the Secretary's work is discussed above in Section 2.3. Those tasks are described in more detail here with deadlines for various tasks summarized in Table 1 above and in the task list provided in Appendix D.

The corporate records are the property of the WVS and are vital for proper operation and transparency. Corporate records must provide a complete record of governing procedures, policies, decisions, and records related to the legal operation of the organization other than financial information discussed separately in Section 3.3. The records must be maintained in good order so they are available for inspection by the Board, members, and government agencies upon request.

Because WVS has no office, the corporate administrative records are maintained at the residence of the Secretary and transferred to a new Secretary upon appointment. This manual provides Board direction on which files are kept, in what format, and for what interval. Most records shall be backed up quarterly in electronic format and stored on a flash drive placed in the safe deposit box maintained by the WVS. The Secretary assists the Treasurer in checking the corporate mail at P.O. Box 446, Westport CA 95488, ensuring items requiring timely attention are addressed or passed on to the President for action.

### **3.2.1 GOVERNMENT FILINGS**

The WVS is required to periodically file forms with various government agencies to address requirements associated with maintaining its nonprofit status, ensuring ongoing exemption from property taxes, and to address income and sales tax reporting. The income and sales tax reporting tasks are carried out by the Treasurer, while all other corporate filings are completed by the Secretary.

The Secretary files forms with State Attorney General, Secretary of State, Mendocino County Assessor, and State Board of Equalization. The following information is required for various filings made by the Secretary and Treasurer: State Charity Registration Number CT-87132; Corporation No. 1837411; Federal Employer ID No. 68-0287427 associated with Document Locator No. 17053134743010 assigned in 1994; date of incorporation 8/19/1992; current Officers with contact details; and the Agent for Service of Process: Hogan and Stickel LLC, 811 N. Main Street, Fort Bragg CA 95437. The Agent for Service may be changed by Board direction. Some administrative filings require coordination with the Treasurer.

Form RRF-1 must be filed annually with the California Attorney General by no later than November 15<sup>th</sup> (four months and 15 days after the corporation's fiscal year ends June 30<sup>th</sup>). This one page form must supply the most recent year gross revenue and total assets to the Registry of Charitable Trusts, P.O. Box 903447 Sacramento, CA 94203-4470, telephone: (916) 445-2021. The form must be signed by the Secretary or another authorized Officer of the corporation and

postmarked by the indicated date. This filing coincides with federal and state income tax filing deadlines. No fees are assessed for annual revenues under \$25,000.

Form SI-100 must be filed every two years in even numbered years by August 1<sup>st</sup> with the California Secretary of State. This filing is most easily completed online with a short form at: <https://businessfilings.sos.ca.gov/>. This form must list the current Agent for Service of Process, the attorney who represents the WVS in the event that a lawsuit is filed against the corporation. Instructions and forms are available at: [http://www.sos.ca.gov/business/corp/corp\\_soinfo.htm](http://www.sos.ca.gov/business/corp/corp_soinfo.htm).

Form BOE 267a is filed annually no later than February 15<sup>th</sup> with the Mendocino County Assessor to renew a welfare tax exemption for each individual property owned by the WVS. The WVS presently owns four parcels that comprise the Headlands Park designated as Assessor’s Parcels 013-320-01, 013-300-61, 013-300-62, and 013-300-63 with a street address of 38950 North Highway 1, Westport CA 95488. The County Assessor typically sends letters for each property requesting the annual renewal in mid January to the WVS mailing address.

In order to qualify for the welfare property tax exemption after acquiring the four real properties in 2001, WVS filed a BOE Form 277 (Organizational Clearance Certificate) with the California Board of Equalization, Property and Special Taxes Department, P. O. Box 942879, Sacramento, California 94279-0064, telephone (916) 445-4982. The Renewal Form BOE277P must be filed annually in March. This supports the property tax exemption filing with the County Assessor using Form BOE 267A. Pertinent information is supplied in BOE Assessor’s Handbook Section 267 and BOE Rule 143 describing requirements for irrevocable dedication of real property. Both are available online from BOE. The BOE mails a notice requesting this renewal.

### **3.2.2 CORPORATE INSURANCE POLICIES**

Four policies are maintained to address various aspects of risk faced by the WVS corporation. These policies are available through our corporate membership in the Land Trust Alliance (LTA). To qualify for the “Conserve-a- Nation ® Insurance Program” sponsored by that national consortium of land trusts, the WVS must pay annual dues to LTA. We have shopped for this coverage with other agencies and the current policies are the most cost effective available.

The policies are managed by Agent Anna Hill (License # 0C36861) of the Chantilly-Alliant Insurance Services Inc., 4530 Walney Rd Ste 200, Chantilly, VA 20151-2285, telephone (703) 397-0977, email: [ahill@alliantinsurance.com](mailto:ahill@alliantinsurance.com). The policies are all issued by the Federal Insurance Company, a firm listed as NAIC#20281. The policies, types of risks, and coverage limits are summarized below:

<b>Policy Number</b>	<b>Insurance Company</b>	<b>Scope of Coverage</b>	<b>Limit</b>
3576-19-87 EUC	Federal Insurance Company	Commercial Package	\$1m/\$2m
7976-92-21	Federal Insurance Company	Umbrella Liability	\$1m/\$1m
81609377	Federal Insurance Company	Directors & Officers Liability	\$1m
64777121	Federal Insurance Company	Volunteer Accidents	\$1m

These policies are needed to manage risks associated with the operation of the nonprofit. Those risks include liabilities associated with public use of the real property and easements owned and managed by the WVS, accidents involving volunteers, and the risk of lawsuits that may hold Directors and Officers personally liable for activities of the corporation. The costs of this insurance comprise one of the main expenses associated with ongoing operation of the business.

Various California laws also provide partial immunity from liability for the WVS to help reduce risk exposure. The WVS qualifies for immunities from recreational use of owned lands and easements under Government Code Section 846 and California Civil Code Section 831.2. Our qualification is based on permanent deed restrictions that specify the property we own will revert to the State Coastal Conservancy if WVS is dissolved. The SCC and California Coastal Commission jointly published a booklet called *Limitations on Liability for Nonprofit Land Managers* (1997) that provides a complete discussion of this partial immunity.

### **3.2.3 RECORDKEEPING**

It is essential to permanently maintain a variety of administrative records. All records are the property of WVS and must be kept in good order. It is a priority to convert all essential documents into electronic format and back them up on flash drives that are filed quarterly in the safety deposit box maintained by WVS at the Fort Bragg branch office of the Savings Bank of Mendocino County. Specific file retention requirements and loss prevention procedures are defined to ensure business operations are adequately documented. The Board shall approve or modify file retention and discard policies recommended by the Executive Committee for all essential documents. The Secretary shall have charge of non-financial records, while the Treasurer shall maintain the financial records discussed in Section 3.3.

The following records shall be maintained or securely destroyed (shredded/burned) according to the schedule listed for each item. While many tasks require ongoing attention, some require timely execution such as the documentation of meetings listed in Table 1 above. Other tasks with specific deadlines are discussed below and listed in the tasks specified in Appendix D.

1. Corporate governance records should be permanently retained in both hard copy and electronic formats. These include Articles of Incorporation as filed and approved by the Secretary of State; Bylaws with any approved amendments passed by majority votes of the membership; and a compendium of policies approved by the Board in minutes of meetings that define or clarify how the corporation operates.
2. Records of non-financial filings with government agencies should be permanently maintained. Hard copies of signed forms should be kept in perpetuity, with electronic copies created for any filings done online. This includes all of the filings discussed in Section 3.1.1 above.
3. Hard copies of the four current insurance policies should be kept along with contact information for the insurance agent and recent correspondence. The policies may be discarded when updates occur annually or, in the case of the Directors and Officers policy, every two years. Any correspondence related to claims and lawsuits should be permanently retained.

4. Minutes and agendas of all Board and Annual Member meetings shall be permanently retained in electronic or hard copy as a cumulative record of decisions. These files should be shared with the Board in electronic format. Hard copies older than one year may be discarded if electronic versions are maintained and backed up.

5. Membership lists shall be updated through coordination with the Treasurer. These files may be maintained electronically and should provide a cumulative record of members, Directors, and Officers for each year of operation. The membership year runs from the 1<sup>st</sup> Friday in October to the following 1<sup>st</sup> Friday of October. The lists should be shared with the Board. The Member list is not to be publicly distributed out of respect for member privacy.

6. Board rosters that list full mailing and email contact information for each Director, Officer, and Committee member shall be updated annually as soon as possible following the regular October Board meeting where assignments are confirmed. The roster shall be promptly circulated to the Board with copies permanently retained.

7. Records of grants managed by the corporation shall be permanently retained. The WVS has received three SCC grants. It shall be a goal to convert these files to electronic format and to shred/destroy the hard copies.

8. Property records should be permanently retained, with some kept in electronic format and others requiring retention as hard copies. Original signed deeds and easements should be kept in the Safe deposit box. Signed event permits and supporting documentation (e.g., insurance certificates) should be permanently retained in hard copy or as electronic files. Records including management plans, easement inspections reports, and dates and costs of improvements and repairs shall be permanently retained in electronic or hard copy.

### **3.3 MANAGING FINANCES**

Core financial tasks encompass banking transactions, financial reporting to the Board, income tax filings, and coordination with the Secretary on the membership list and other corporate filings that mandate the inclusion of financial information. This work is carried out by the Treasurer acting under the direction and oversight of the President, Executive Committee, and ultimately, the Board. The general scope of the Treasurer's work is summarized above in Section 2.1.3. Tasks are described in detail here with some reporting deadlines previously covered Table 1. Appendix D lists other time-sensitive tasks performed by the Treasurer.

The corporate financial records are the property of the WVS and are vital for proper operation and transparency. Those files must provide a cumulative record of assets including funds held in bank accounts or other securities, merchandise, and the value of real property and improvements that take into account depreciation. The records must be complete and maintained in good order so they are available for inspection by the Board and government agencies upon request. The Treasurer supplies accurate reports at regular Board meetings to allow Board oversight. Because WVS has no office, the corporate financial records are maintained at the residence of the Treasurer with backup files kept in the corporate safe deposit box at the Savings Bank of Mendocino County in Fort Bragg on a flash drive updated quarterly.

WVS financial records must be promptly transferred to a new Treasurer upon appointment. If the Treasurer plans any protracted absence, arrangements should be made in advance with the President to ensure continuity of mail and banking transactions during that absence. The Treasurer typically has primary charge of the corporate mail at P.O. Box 446, Westport CA 95488 because ongoing financial transactions require timely action. The Secretary assists the Treasurer in checking the mail because correspondence related to administrative functions also may require prompt action.

### **3.3.1 BANKING AND LINES OF CREDIT**

The WVS maintains several bank accounts and a safe deposit box at the Savings Bank of Mendocino County to facilitate disbursements, maximize the yield of interest, and provide secure file storage. The current approach involves deposits in various FDIC-insured accounts as a safe and secure traditional approach. In the future the Board may want to consider developing an investment policy that alters how funds are invested. Investments should emphasize financial security and sustained growth. The WVS has in the past consulted the Mendocino Community Foundation about alternate investment strategies that may be worth revisiting.

A checking account is used for most transactions, while a savings account and several certificates of deposit with staggered maturity dates take advantage of the best interest rates. The CD accounts are generally renewed for two years unless longer terms are more advantageous. A safe deposit box is also maintained for use in keeping important original documents and electronic backup files of essential administrative and financial records of the corporation.

Signatories on the bank accounts are the Treasurer, President, and Vice President. Signatories on the safe deposit box are the Secretary, Treasurer, and President. The Board passed a policy on October 20, 2011 to retain single signature authority for the Regular Savings account, Checking account, while altering access to all five of the CD accounts to require two signatures. This signature authority may be subject to change at the discretion of the Board in the future. Upon appointment of new Officers, the signature cards for the various accounts and safe deposit box should be promptly updated to remove those no longer serving and to add the new appointees.

The Treasurer is authorized by the Board to pay bills for recurrent mandatory and routine minor discretionary expenses, with all other transactions subject to advance approval by the Board. The checking account is set up to allow disbursements with a single authorized signature. That arrangement allows electronic access and electronic transfers between the checking and savings accounts. Consideration should be given to revising this procedure to require a counter signature by a second corporate officer for disbursements over a specified limit.

The treasurer is authorized to pay regular mandatory expenses including insurance, LTA and Chamber of Commerce memberships, tax preparation and legal assistance fees, expenses associated with communications, and rental fees for the mail box and safe deposit box. Other mandatory and discretionary expenses such as maintenance and repairs of the Headlands property, mini-grants, and an annual donation to the Church for use of that facility are typically approved as allocations specified in an approved Annual Budget. Budgeting is discussed in more detail in the next section.

The WVS has lines of credit at several local businesses. Those business send monthly bills that are routinely paid. Communications are facilitated with accounts at copying services (Beckman Printing and Mendo Litho). Copying is used to support newsletter production, annual mailings to members, and copying for other business functions such as fundraising. An account is also maintained at Rossi Building Supplies for use in purchasing supplies for property maintenance tasks. Bank lines of credit have been established in the past to support improvement projects.

### **3.3.2 ACCOUNTING PROCEDURES AND FINANCE REPORTS**

The corporate fiscal year runs from July 1<sup>st</sup> to June 30<sup>th</sup>. The Treasurer maintains a comprehensive electronic file in Quick Books to track all assets, income and expenses. The tracking system categorizes income and expenses in sufficient detail to permit allocation to the General, Headlands, and Community Center funds defined in Section 1.3.3. All financial records are backed up at least on a quarterly basis on a flash drive stored separately in the safe deposit box maintained by the WVS and in electronic files supplied to the President to ensure redundant storage of this essential corporate data.

Quarterly and annual finance reports are prepared by the Treasurer for the review and approval of the Board at its regular quarterly meetings. The reports serve as a mechanism for the Board to audit the finances of the corporation and make necessary adjustments in how those assets are handled. The fourth quarter financial report serves as the annual financial report. The Board approves quarterly and annual finance reports to verify responsible oversight of the fiscal operation of the corporation.

Hard copies of receipts should be retained for the period specified by law, generally 3 years. After that time receipts may be shredded or otherwise securely destroyed. Tax filings should be permanently retained as electronic files with the signed hard copies retained for three years and then securely destroyed. Financial records other than receipts should be kept in electronic format with a backup stored elsewhere to protect against loss. The safe deposit box maintained by the WVS should be used to store financial backup records including the file used to track cumulative asset and transaction history.

An Annual Budget is proposed by the Treasurer at the first Board meeting of the new fiscal year at the July Board Meeting. The Board may programmatically authorize spending up to specified limits in an approved Annual Budget. Realistic income targets are also typically set in the approved Annual Budget. Income is typically generated from fundraising, donations, merchandise sales, and membership renewals. Membership fees are set to cover costs of communications with members including production of a monthly newsletter and maintenance of a WVS website.

### **3.3.4 TAX FILINGS**

Nonprofit corporations operate under strict legal guidelines to ensure they obey tax laws, safeguard charitable assets, and further their charitable purposes. The WVS benefits from its designation as a nonprofit 501(c)(3) because donors may deduct contributions as tax deductions. That provides an incentive for contributions over and above generous impulses. To maintain its

nonprofit status, the WVS is required to file annual state and federal income tax forms and implement financial policies and oversight procedures that ensure transparency and accountability to constituents.

The Internal Revenue Code requires a charity to apply for exemption using Form 1023 and file an annual Form 990. Those filings must be available for public inspection. The IRS encourages charities to adopt and monitor procedures to ensure their policies, annual financial reports, and annual Form 990 filings are complete and accurate. IRS guidance states “If a governing board tolerates a climate of secrecy or neglect, we are concerned that charitable assets are more likely to be diverted to benefit the private interests of insiders at the expense of public and charitable interests.” To guard against improper use of funds, the WVS has adopted the Conflict of Interest policy discussed in Chapter 1 and contained in Appendix C.

The Treasurer uses the Annual Report approved by the Board at its regular July meeting to prepare the federal Form 990 and California Form FTB 199 income tax filings. Each Director must also sign an acknowledgement at the July board meeting that they have no conflict of interest for that prior fiscal year. Because the reporting requirements are complex, the WVS typically retains the services of a competent tax preparation specialist to prepare the required forms. Hogan and Stickel have provided this service since inception for a fee.

A draft set of tax forms are supplied to the Board prior to its regular October Board meeting. The Board must review and approve the tax filing as an aspect of its oversight of the corporate finances. The Treasurer then must file the forms no later than November 15<sup>th</sup> of each year with the California Franchise Tax Board (FTB 199) and the Internal Revenue Service (Form 990). No taxes are levied if income is under \$25,000. Reporting is mandatory. Data from those filings is also reported to the California Attorney General by the Secretary as previously discussed.

### **3.4 PROPERTY MANAGEMENT**

Land conservation is one of the primary goals and purposes of the organization. The WVS has acquired land and public access easements in and around Westport, California that it must responsibly manage consistent with the laws and obligations that enabled each acquisition. This section covers management of property holdings, while new acquisition projects are discussed in Chapter 4. All real properties and easements must be managed in a manner consistent with the WVS mission.

The WVS owns the Westport Headlands Park and two public coastal access easements within the rural village of Westport, California. The deeds for those lands and easements restrict use and require the implementation of management plans that define policies and practices governing maintenance, use, and conservation. All new acquisitions of property and easements also need to ensure title documents appropriately restrict use and future transfer to ensure conservation purposes are assured in perpetuity.

The Westport Headlands park comprises four contiguous parcels acquired in fee simple status in 2001 using funding supplied by a State Coastal Conservancy (SCC) grant. They consists of Assessor's Parcels 013-320-01, 013-300-61, 013-300-62, and 013-300-63 with a listed street

address of 38950 North Highway 1. The title specified that the property will revert to the SCC if WVS dissolves. The SCC granted funding for the acquisition on the condition that the WVS agrees to manage the lands for public coastal access. A management plan approved by the WVS and SCC prior to the acquisition defines approaches to use, maintenance, and conservation.

A revised management plan for the Headlands Park was approved by the WVS and SCC in 2004 in connection with a major project to improve public access on the property. The WVS planned and obtained permits to construct a stairway to the beach, a foot bridge over an intermittent stream, an overlook platform, a handicapped access trail, parking, signage, and other associated minor improvements using SCC grant funds. The improvements were completed in 2005 with another SCC grant and considerable volunteer labor donated by members of the community that was used as an in-kind contribution.

The WVS also acquired two public access easements in Westport, California in 2009. The easements were obtained through the SCC and consist of 25 foot wide lateral access easements measured landward from the top of the bluff on Assessor's Parcel 013-280-32 (Hicks Easement) and Assessor's Parcel 013-280-36 (Gardner Easement). Those transfers required the WVS "to hold the lands or, where appropriate, provide nondiscriminatory public access consistent with the protection and conservation of either coastal or other natural resources or both." Plans were adopted prior to each transfer specifying how they would be managed. Because there is no public access to either easements, they cannot be developed for coastal access at this time.

The Vice President serves as the Chairperson of the Property Management Committee with primary responsibility for maintenance and monitoring of owned lands and easements pursuant to the adopted management plans for each holding. The committee assists with decision making, while the Board offers general oversight and approves any major improvements. As an tax exempt organization, the WVS pays no property taxes. The Secretary must annually renew the welfare exemption for each of the four owned properties as discussed earlier.

### **3.4.1. PROPERTY MAINTENANCE AND MONITORING**

Owned property and easements must be actively managed, monitored, and maintained in accordance with current management plans for each individual holding. The revised 2004 plan for the Headlands Park and the management plans for the two easements are maintained in the corporate files by the Secretary. This section first considers monitoring requirements for the two easements before offering a summary of the tasks routinely involved in managing the Headlands Park.

The two owned easements are landlocked with no current ability to develop or facilitate public access within them. The management plans require annual inspections by a WVS representative coordinated with the current owner of the property. A certified letter should be sent requesting permission to inspect the easement. Consent is needed because the only way to inspect them is to cross private property. The land owner does not need to be present. The annual inspection reinforces the right to use the easement and documents the condition with photos, text, and mapping as may be appropriate. As the bluff retreats, these easements move inland. Inspections may be accomplished with remote inspection methods such as use of aerial photos.

Management of the Headlands Park is overseen and Headlands Committee and a Director appointed to coordinate the permitting of events as discussed separately in the next section. The Board approves an annual property maintenance allocation in the Annual Budget or as a separately approved item, giving the Vice President authority to employ those funds as necessary.

Essential tasks that require regular attention include monitoring the condition of the property at least monthly, promptly addressing safety concerns, periodically ensuring paths and the main event area at the north end of the property are mowed, and carrying out maintenance of improvements as required. Preservation of improvements requires periodic investments in painting or staining wood timbers and metal support beams, as well as removal of any soil that may have slumped against the wood beams.

Other periodic and discretionary tasks may also need action based on observations or complaints received from the community. For example, a large well in the central portion of the property had to be capped with a wood structure to address safety concerns. There also have been problems with campers and homeless use that required active intervention. Less pressing ongoing management issues that may merit action include removal of invasive plant and minor improvements that do not require permits.

Required work is generally accomplished with volunteers, but may also be contracted. Volunteer work days provide an opportunity for hands-on community involvement in the WVS, reinforcing conservation and community service values, as well as providing an opportunity for education. If work is paid, careful consideration must be given to potential conflicts of interest. Use of a formal contract and a competitive bidding procedure should be used for any larger and more costly work subject to Board direction.

Some work has been completed with Parlin Fork convict crews, court-ordered Community Service workers, and people serving in the Sheriff's Department Work Release program. All work should be supervised by a responsible WVS representative. Insurance must be maintained to cover volunteers. It also may be advisable to employ standard liability release forms.

### **3.4.2 EVENT PERMITS**

Events have been held from time to time on the Westport Headlands property with and without prior consent from the WVS. Due to risks and community concerns associated with larger events, the WVS approved a policy and permit application procedure to control larger events and appointed a member of the Board to act as the Permit Coordinator. The event policy and permit application is provided in Appendix D.

Reservations and permits are required for use of the headlands for an organized event where attendance is between 12 and 300 (maximum) people and the event will extend beyond the hours between sunrise and sunset. Events must end by 10 p.m., including any music. The permit allows for vehicular entry, setting up of equipment, water and/or electrical services. Such events are usually for non-commercial purposes.

The WVS Board appoints an Event Coordinator to handle all aspects of permitting and oversight of events and that person is currently Melinda McLaughlin. The Event Coordinator advises the Board about pending permits and issues arising from event oversight. Reservations are made by emailing [wvs@westportvillagesociety.org](mailto:wvs@westportvillagesociety.org), calling the Event Coordinator, or by writing WVS at P. O. Box 446, Westport, CA 95488. The "event application" form is available on our website. Reservations should be made and the event description submitted several months in advance of the event to allow for processing and to learn about fees, restrictions, insurance requirements, and other permits.

Fees must be prepaid before the permit is issued. The use fee is \$1,000 per day with an additional \$500 a day for any setup and takedown days. A \$200 refundable security deposit is also required. If setup begins after noon the day before the event and cleanup is complete by noon the day after, it is considered a single setup/takedown day. WVS members who live or own property in our service area may request a waiver of the use fee.

If the event requires water, there is a fee of \$50 per day. The WVS has a water valve located next to the corner of the split rail fence on Omega Street nearest the handicapped parking area and paved property access. If the event requires electricity, there is another fee of \$50 per day. If the event includes cooking equipment, a fee of \$100 is required for a site inspection by the Westport Volunteer Fire Department. Mowing in advance around the planned cooking area is required, and water must be available for fire suppression. Applicants must supply the water hose and/or a heavy-duty electrical power cord. These hookups are coordinated by the event coordinator with the Westport County Water District.

Specific permission from WVS is required to serve alcohol to invited guests only unless applicants have a one-day liquor license or have hired a licensed caterer. Alcohol may not leave the event area, and applicants are responsible for knowing and following ABC regulations. Applicants must exercise care for the safety of guests and the public. If alcohol is supplied free to the event guests, and ABC permit is typically not required.

The event area does not have its own parking area. For more than 50 participants, a parking plan must be submitted along with the application. The handicapped parking space on the north side of the headlands may not be used for general parking. Applicants must agree to collect all trash produced by the event and rent portapotties adequate for the number of expected guests. Contacts for local service providers are available on our website. Applicants and their guests are responsible for being aware of hazards and restrictions listed in the Event Permit Application.

### **3.5 COMMUNICATIONS**

Transparency and open communication is essential to operate the WVS as a viable nonprofit organization in accordance with its Bylaws and other legal requirements. The WVS uses a variety of methods to communicate with members, Directors, Officers, and the public. Wide outreach is desirable to promote community and public participation in the activities and governance of the nonprofit. Some communications are delegated to Officers in connection with assigned tasks. The President is responsible for communicating official positions of the WVS on all consequential matters based on direction from the Board.

The US postal system is used for required notifications of members and other communications with the public. The notice for the Annual Member Meeting is a mandatory mailing that targets not only existing members, but also land owners and residents who live in the membership area of the corporation. It is desirable to promote participation by the local community in the direct governance of the WVS and encourage applications for membership by those who live in the organization's service area as shown above in Figure 1.

Upcoming Board and Member meetings are noticed in the monthly community newsletter published by the WVS, on the WVS website, on the WVS Facebook page, and posted on the Community bulletin board at the Westport store. Articles in the newsletter may also highlight current activities of the WVS and issues coming up at a planned Board or Member meeting. The Vice President has primary responsibility for oversight of newsletter production unless the Board delegates the task to another person. Contributions are solicited by email and in the newsletter itself with discretion exercised by the appointed editor to ensure the content does not conflict with the goals and purposes of the organization. The newsletter is distributed by email, mailed to current members without an email address, provided free at the Westport Community Store, and posted in electronic form on the WVS web site and Facebook page.

The WVS maintains a web site at <http://www.westportvillagesociety.org/>. The domain registration and hosting occur using the Mendocino Community Network renewed annually for a basic subscription cost. The web site is maintained and updated under the oversight of the President to provide timely content for Members and the interested public including notices of meetings and posting of monthly electronic newsletters. MCN provides up to three email counts associated with the web address. The main address ([wvs@westportvillagesociety.org](mailto:wvs@westportvillagesociety.org)) is monitored by the President with information referred promptly to other Directors and Officers.

The WVS Facebook page is at: <https://www.facebook.com/groups/westportvillagesociety.org>. The purpose is to notify interested subscribers about WVS activities and offer a local forum for exchanging news that may have interest to the local community. Directors are assigned responsibility to manage and monitor the content and approve/remove members.

The WVS maintains a email list to support distribution of news such as electronic newsletters and meeting notices to members and other interested people. Out of consideration for privacy, the email list is not shared or rented to any other organization. Emails to the list are generally done anonymously so the list is not revealed to other members when a message is sent. Board communications have been covered above in Chapter 2.

### **3.5.1 PRIVACY POLICY**

The WVS is dedicated to maintaining the privacy of its Members, Directors, and Officers. Contact information is maintained by the Secretary to document current and past members, Directors, and Officers and provide a means to carry out communications necessary to operate the organization in compliance with the corporate Bylaws and other legal mandates. That contact information nominally includes names and mailing addresses, but may also include email addresses and phone numbers.

The WVS does not release contact information to any other organization, individual, or government agency unless that disclosure is legally required. Care shall be taken to safeguard this confidential information to ensure it is not publically disclosed. The WVS shall remove people from its email distribution list at their own request.

## **3.6 FUNDRAISING**

The WVS Board appoints a Fundraising Coordinator who serves as the Chairperson of the Fundraising Committee. At least one Director also sits on that committee. The committee reports to the Board mainly on fundraising events. Other sources of income are pursued independently by the organization with direct oversight of the Board.

Fundraising may be accomplished with events, solicitations, and by many other methods. Funding is necessary to address recurrent expenses involved in keeping the business in operation. Some of the largest mandatory expenses include insurance, communications with members, and costs of preparing required government filings that entail retaining professional services. Fundraising is thus mandatory if the corporation is to avoid eventual dissolution through exhaustion of its cash reserves.

The topic of fundraising was discussed extensively prior to the preparation of this manual. The impetus for that discussion sprung from the progressive retirement of many long time volunteers, a trend that demands ongoing recruitment of new volunteers or implementation of new ways to generate income with smaller investments of effort. The Great Rubber Ducky Race and BBQ, traditionally held on Mother's Day each year, has been a primary source of income along with donations. The following discussion first explores potential sources of income and then outlines the work involved in carrying out a major fundraising event.

### **3.6.1 SOURCES OF INCOME**

There are several ways the WVS traditionally generates income, as well as other new ideas that have been suggested. The following discussion captures some of the main ideas that may be worth pursuing. Each source of income is briefly sketched with consideration of the amount of work involved in producing that kind of income. The Board may need to emphasize sources of income that require less effort if it becomes difficult to recruit volunteers for the more labor-intensive methods such as fundraising events. The main ideas involve events, donations, fee income, solicitations, bequests, merchandise sales, and booth rentals at WVS-sponsored events.

1. Events are labor-intensive ways to generate income, but they also produce non-monetary benefits by bringing the community together, raising the visibility of the organization, and affording opportunities for engagement and education. WVS has sponsored a wide variety of events including some that are primarily educational and do not typically produce income. The main income-generating events have included the Great Rubber Ducky Race and BBQ and the Plien Air Art event. The work involved in major events is discussed in the next section and Appendix F provides a detailed task breakdown. Other events requiring less effort are worth consideration if volunteers are in short supply.

2. Donations may be solicited from members, on the WVS web site, and with targeted communications. This method requires minimal effort and the incentive to donate is in part a factor of the organization's tax exempt status. This has traditionally produced income comparable to the major event income.
3. Fee Income from permitted events in the Headlands Park require some oversight, but may offer a source of income for modest effort. Fee income has been highly intermittent mainly because WVS has not actively promoted this use. An event policy and application form have been approved to minimize impacts on neighbors and the community. More active promotion through the Chamber of Commerce and the WVS web site might be pursued to generate more consistent fee income if desired.
4. Solicitations such as a year-end request posted on the web and mailed to members might be pursued to generate more donations. This mode may be particularly useful in December to promote tax deductible contributions, as well as at other times to seek donations for new projects.
5. Bequests from generous benefactors has been suggested as a possible source of income or a way to acquire lands or easements to achieve conservation goals central to the purposes of the organization. This has not been actively pursued and the mechanisms for such bequests require legal research. The Land Trust Alliance may provide valuable advice for orchestrating bequests of real property. These donations have the potential to confer tax benefits on donors or their heirs if properly structured.
6. Merchandise Sales typically generate minor income, but may confer other benefits such as publicity for WVS or education. The WVS has sold history books, calendars, T-shirts, and various duck-themed merchandise sold at the traditional primary fundraising event on Mother's Day. Provisions have been made to sell reprints from the WVS historic photograph archives (see Appendix G), but no active marketing has taken place yet.
7. Booth Rentals may generate fees from vendors attending sponsored WVS events. This typically generates very modest income, but events like the winter market and community yard sales offer an opportunity for local people to engage in economic activities that produce community benefit.

Creative ideas for fundraising should be supported by the Board if volunteers are enthusiastic about pursuing them. The forgoing list is simply a place to begin.

### **3.6.2 ORGANIZING FUNDRAISING EVENTS**

The Ducky Event Handbook in Appendix F provides a model that can be used to plan and execute any major fundraising event that may be contemplated by the WVS. That Handbook defines the core tasks typically involved in staging a successful event. Because major events take substantial volunteer effort, it is crucial to engage a coordinator who will ensure all component tasks are delegated to responsible volunteers.

The role of the coordinator involves oversight to ensure task leaders carry out their respective component tasks in a timely and effective manner. That means keeping a master list of tasks and deadlines and checking in with task leaders at regular intervals to ensure the work is carried out. The key tasks involved in any major fundraising event include the following critical elements, but are not necessarily limited to these tasks:

1. Publicity is critical to draw attendance. Without adequate publicity, events have poor prospects for success. The publicity should minimally target local radio, newspapers and published advertisers, paid advertising in local news outlets (radio and newspaper), and promotion through our membership in the Chamber of Commerce and via the WVS newsletter, web site, email list, and Facebook page. Posting signs in local businesses and on local bulletin boards also traditionally occurs. Regional promotion (Mendocino County and beyond) may be considered. This task requires lead time, knowledge of the critical event details, preparation of printed materials like posters and advertisements, preparation of concise public service announcements for radios and news outlets.
2. Reservations for the event space are essential unless it is held on WVS property. The Ducky event is typically held at the Wages Creek Campground. Proof of insurance must be supplied to the owners of that property. An alcoholic beverage permit is required from the Alcoholic Beverage Control Department if alcohol will be sold. See their web site for more information at: <https://www.abc.ca.gov/>. Other permits may be required if events are held on public lands.
3. Event Coordination involves planning and carrying out all the tasks associated with staging the event. This includes borrowing or renting equipment, decorations, setting up and taking down the duck race course, dealing with traffic and parking management including placing signs, setting up and taking down booths, identifying who will make event announcements, arranging music, setting up and breaking down cooking and cleanup areas, and arranging for trash management.
4. Food and Beverages are typically sold or supplied as an element of a major event. This may generate income if the food and beverages are prepared or donated by volunteers and local businesses. However, the effort involved in making arrangements is substantial. Local food production may provide a draw. Alternatively, food may be supplied by a vendor willing to service the event at fixed rates and perhaps pay a fee for the opportunity. Local food involves soliciting donations, preparing food, serving, and cleanup. The WVS owns plates and silverware, but other equipment such as BBQ facilities, sinks, serving dishes, blenders, coffee makers, and the like may need to be borrowed or rented.
5. Money Management is required at booths and is arranged with the Treasurer in advance. The WVS owns five cash boxes that are provided by the Treasurer to booth coordinators responsible for stations where money is handled at the event. Each cash box comes with an inventory form and cash supply. The form is used to tally starting and ending money counts. The cash boxes are turned over to the Treasurer when the event ends.

6. Raffle Items and Prizes make events fun and offer an inducement to spend money in a way that produces net income for WVS. Prizes are typically given for events that involve ticket sales to participate in an activity such as a duck race. Raffles involve buying tickets for the chance to acquire a specific item. Raffle items are typically sought as donations. Quilts have been traditional offerings, but the possibilities are endless. Many businesses may donate something as a way to gain publicity. The WVS has in the past employed auctions which can be a fun aspect of an event.
7. Merchandise Sales may directly benefit WVS, but merchandise needs to be acquired and volunteers are needed to operate the booth. The work involves acquiring or soliciting donations of materials to sell. Items advertising the WVS require preparation of artwork and ordering T-shirts, cups, rubber ducks, and other products that may require significant lead time to assemble.

### **3.7 ANNUAL REVIEW**

The Board should conduct an annual review of corporate governance procedures, policies, forms, and priorities. This review may be carried out by the Executive Committee with the objective of presenting the results and any specific recommendations for changes at the July quarterly Board Meeting. That timing is recommended to ensure timely approval of matters that may require a vote of Members at the Annual Member Meeting the first Friday in October.

# 4.0 NEW PROJECTS

The goals and purposes of the WVS encompass efforts to accomplish various tasks that provide public benefit as defined in Chapter 1 and the organization's Bylaws. New projects should always focus on furthering those purposes. Expenditures of effort and monetary resources on any project that does not further the purposes of the organization should not be approved by the Board, particularly but not exclusively because they may be prohibited by law.

The core WVS goals involve community benefit projects, acquiring land or easements for various conservation purposes, and educating the public about the benefits of conservation. Acquisition of real property is pursued to promote outdoor recreation and education, protect natural habitat, preserve open space, and preserve historically important land areas and certified historic structures. This scope is intentionally broad, but it also specifically prohibits activities designed to benefit individuals or businesses. Projects must fundamentally provide a broad public benefit to qualify for WVS support.

The procedures for accepting and completing projects will vary depending on the scale of the proposed undertaking, the resources and expertise needed to follow through, the relevance to WVS purposes, community support or opposition, and likelihood of successful completion. The WVS has historically undertaken a wide variety of projects that include land acquisition, acquiring conservation easements, and community assistance projects. This chapter discusses how projects are evaluated, approved, and carried out.

The Land Trust Alliance has developed Standards and Practices that were adopted by the WVS as guidelines for how the organization operates. Those guidelines provide general guidance for deciding how new projects should be evaluated and pursued. The basic process involves gathering relevant information, making a decision to approve or deny a project, and following through with the tasks necessary to successfully accomplish the project.

## 4.1 GATHERING INFORMATION

The WVS Board is empowered to approve projects that address the goals and objectives defined in the organization's articles of incorporation and bylaws. In order to approve a project that addresses those WVS purposes, it is first essential to define what the project involves and gather enough information to allow an informed decision to pursue or decline that undertaking. All projects need to be carefully and thoroughly described to support decisions. The Board should be selective in approving projects, supporting those that best address WVS priorities. These topics should be considered for every new project:

1. **Project Description:** The project should be defined in specific terms, answering basic questions such as: What is the goal or purpose? What actions are needed to carry it out? How much work is involved? What will the project cost? What are the proposed sources of funding and what are the prospects for obtaining outside funds? Who will do the various tasks that are involved? What is the proposed schedule to complete the project? What are the risks, contingencies, and potential problems associated with completing the project?

2. Selection Criteria: Consideration should be given to how the project addresses WVS goals, answering basic questions such as: Why is this project important? How does it address WVS goals and purposes? What are the anticipated benefits and how does it serve the public interest? Does the project address more than one WVS goal or purpose? Is there demonstrable public and community support? Is there some urgency involved? What priority does the project have when compared to other existing WVS commitments?
3. Responsibilities: Prior to project approval it is critical to define who will perform each task necessary to ensure successful completion and what financial resources will be required. The project description should be sufficiently detailed to anticipate all of the tasks and resources required to complete the project. The Board should know who will perform each task before it approves a project. Some projects may need to be pursued in a stepwise manner if uncertainties exist and an opportunity may be lost, but care should be taken to limit expenditures of volunteer labor on projects with limited public benefit or low prospects for eventual success.
4. Land Transactions: The WVS cannot make judgments about accepting property or easements without adequate background information about the parcel, its conservation values, its fair market value, and the type of transaction involved. Sufficient information must be gathered to make sound judgments and avoid unacceptable risks. This may involve appraisal, environmental surveys, and other factors that require approval and review by grant funding agencies.

There are many ways to structure land conservation deals taking advantage of the tax exempt status of the WVS. The LTA's web site is worth consulting and lead staff at the Mendocino Land Trust may be consulted for advice and suggestions. The LTA created a basic guide called *Doing Deals* (<http://www.landtrustalliance.org/publication/doing-deals>) that is worth consulting for suggestions on the diverse strategies that may be used to pursue land acquisitions. The work requires sensitivity, discretion, and knowledge of the law and real estate transactions.

Every transaction must be legally and technically sound with steps taken to avoid future legal problems. Since land transactions are intended to provide permanent protection, care must be taken to ensure titular language will withstand future challenges. WVS representatives do not need to be lawyers, but must make use of competent legal advice and familiarize themselves with basic principles of real estate and tax law. In many transactions, the WVS may need professional advice and assistance with land planning, environmental assessments, and other expertise that may be acquired as subcontracted or pro bono (donated) services.

### **4.3 MAKING A DECISION**

Background information on a proposed project should generally be supplied to the Board well in advance of a Board meeting to allow time for careful consideration by Directors, particularly for large and complex projects. It is rarely appropriate to make decisions about a new project without evaluation and reflection upon background information and supporting justifications. Hasty decisions may lead to problems during implementation, unforeseen costs and consequences, public criticism, and even legal ramifications. The Board is legally responsible.

Every idea should be discussed as to its appropriateness as a project of the WVS taking into account the questions raised above. The Board should consider new projects in relation to the mandatory tasks involved in operating the business and any other discretionary work already underway. A proposed project may be approved if:

- The project meets the mission of WVS;
- The project is financially practical for the WVS;
- The WVS has the capability to complete the project; and
- There is a Director willing to take responsibility for project oversight.

Small projects generally involving a relatively modest financial commitment may be approved with limited consideration, while larger projects may require more lengthy deliberation and investigation of background information over a period of time. The Board may support background investigation for larger projects without committing itself to completing a project. For example, the WVS explored the potential for acquiring the Fee mansion as a prospective community center. It also investigated the possibility of managing Westport Union Landing State Park. In both of those cases, the WVS decided not to pursue those large undertakings.

Ultimately, the Board must safeguard the interests, resources, and reputation of the organization, being selective about approving all discretionary projects.

### **4.3 COMPLETING AND MAINTAINING PROJECTS**

The WVS has undertaken a range of projects that vary from small undertakings that require limited funding and effort to technically complex land acquisitions and development activities. The Board often delegates responsibility for small projects to a willing Director or Directors who organize the work and report back to the Board on progress or completion. Some projects are quickly completed while others like the Mini-Grants Program involve delegation of authority and ongoing oversight by the Board to review and approve long term continuance.

The most complex projects consist of land acquisition and development of the type completed for the Westport Headlands Park. When completing those kinds of complex projects it is always appropriate to assign oversight responsibility to an experienced Director who reports to the Board and looks after the interests of the organization. The duties and authority of that Project Director should be carefully defined, with reporting requirements to the Board fully specified. The Board may reserve for itself approval of some key actions. The Board also may rely on volunteer assistance from members who possess special expertise. Absent expertise on the Board, outside expertise may need to be hired to complete some projects.

Projects that involve acquisitions of land or easements are particularly complex and negotiations must occur with sensitivity and knowledge of tax consequences. A single point of contact is generally best to carry out negotiations involving land acquisitions, preferably the Director appointed to oversee the project. The WVS has a responsibility to notify donors who plan to claim a federal tax deduction for a charitable gift or bargain sale of real property of the need to consult their own advisors about compliance with the requirements of Section 170(h) of the Internal Revenue Code and the accompanying Treasury Department regulations.

The WVS Project Director must take care never to guarantee or appear to guarantee that a deduction will be allowed by the IRS or what its value will be. Donors must be notified that they are responsible for any determination of the value of their donation for gifts of property valued at more than \$5,000. The WVS signs the donor's Appraisal Summary (IRS Form 8283) and files IRS Form 8282 regarding resale of donated property when applicable.

#### **4.4 FOLLOW THROUGH**

Acquisition of land and easements commit the WVS to perpetual stewardship typically carried out under the terms of an approved management plan. The WVS owns four contiguous parcels comprising the Westport Headlands Park and two public access easements in the village. All of these conserved areas require permanent management action and the responsible operation of the corporation including maintenance of insurance coverage. Taking on the obligation of managing land and easements adds to the permanent workload of the organization and should not be undertaken lightly. Consideration must be given to whether there are human and fiscal resources to maintain the property with volunteers or hired staff.

Owned lands have the highest priority because they represent an asset that has monetary value. LTA Standard 15 specifies the following policy that has been adopted by the WVS: “A land trust that owns property must take care of its land. Failure to manage and monitor the property could lead to loss or damage to the property's conservation values, injury to visitors, or even loss of the property itself. A land trust that does not care for its holdings will lose credibility and may even find itself in court. A land trust must also make contingency provisions for its land in the event it can no longer fulfill its stewardship obligations.”

Managing owned lands entails a variety of tasks that are described in detail in approved management plans. Those tasks include raising the funds needed to manage the land in perpetuity, periodic monitoring, maintenance, maintaining real estate tax exemptions and liability insurance, ensuring good community relations, and making backup plans in the event the WVS dissolves. The lands and easements currently owned by WVS will revert to the State Coastal Conservancy if WVS dissolves or otherwise defaults on its management responsibilities.

Because the conservation of lands benefits the community and public, it is essential to engage the local community in efforts to manage lands owned by WVS. Volunteers are the lifeblood of the organization. Involving them in the management and maintenance of the property helps build a sense of shared responsibility and community investment. Encouraging participation and enjoyment is thus essential for ongoing property management. That activity should embrace contributions by all generations so this community investment is perpetuated.

The WVS must manage the easements it owns and develop public access if those easements can be connected to public entry points at some future date. LTA Standard 14 specifies: “A land trust must regularly monitor its easements, maintain contact with easement property owners, and enforce easement terms when they are violated. A trust that fails to do so will eventually lose its credibility, could cause its easement program to be invalidated, and may erode public confidence in easements as a protection tool. A trust should also try to make contingency provisions for its easements in the event it can no longer fulfill its stewardship obligations.”

The WVS must regularly monitor its easements, maintain contact with easement property owners, and enforce easement terms when they are violated. This responsibility is assigned by the Board to a Director who reports annually on inspection of the easements, their conditions, and prospects for opening public access. The two easements owned by WVS will revert to the State Coastal Conservancy if the WVS defaults on its obligations or dissolves as a corporation.

# 5. ORGANIZATIONAL LEGACY

The reasons that inspired the creation of the WVS are reflected in the organization's charter as defined in its Articles of Incorporation and Bylaws. Those motivations were broadly conceived to provide public benefit. The WVS has historically depended on the dedicated service of volunteers willing to operate the organization and carry out approved projects. The WVS has engaged and, when necessary, paid for the help of outside experts when professional services were not available within the organization or otherwise donated as pro bono assistance.

The scale of the organization's activities have purposefully emphasized volunteerism to conserve funds for mandatory operating expenses and to maintain a reserve that generates some interest income. The dependency on volunteers places an obligation on the WVS to ensure work is "shared by a sufficient number of people and is carried out with appropriate expertise and supervision" according to LTA Standard 7. This also means the WVS must perpetually recruit new volunteers, particularly for Board positions that carry out mandatory work.

The alternative to use of volunteer labor is hiring staff. However, hiring staff implies significantly increasing fundraising to offset those costs and developing many new policies and procedures to ensure compliance with legal mandates, adequate policies to guard against conflicts of interest, and many complex new accounting and insurance requirements. The WVS has wisely avoided hiring staff because of the substantial oversight and funding it would require. If circumstances change, the Board must carefully consider the advice in LTA Standard 7.

This manual identifies the many tasks involved in keeping the WVS functioning as a viable nonprofit corporation. There is a wide spectrum of operations possible that span the range from a vibrant organization pursuing many projects that benefit the community to one that pursues only the bare essentials necessary to keep the core operation going. This chapter seeks to address the challenge of keeping the WVS functioning by ensuring it remains relevant to the members of the community and emphasizing financial security. A final section covers procedures for dissolving the corporation in the event that volunteers and funds dwindle to the point that continuing operation is no longer feasible.

## 5.2 RECRUITMENT AND RETENTION

The fundamental question that requires perpetual attention by the Board is how to keep the community interested and involved. How do we ensure members of the community volunteer to keep the WVS operating as an organization that produces ongoing public benefits? How do we recruit and retain Directors and Officers who must carry out essential tasks? How do we encourage volunteer participation in other contributing roles?

Every organization struggles with this issue. WVS has historically taken a traditional approach by encouraging membership among the local community, publicizing the work we do, and providing opportunities for direct participation in meetings and other activities. We have encouraged the contribution of new ideas for community benefit projects and have supported delegation of tasks to people who have promoted them. At its core, this approach encourages participation that may lead to volunteer service and community investment.

There are a few general principles that may encourage volunteer participation ranging from modest help to more substantial commitments of time and donated funds. The following ideas do not exhaust the possibilities, but offer some general ideas that may be useful to consider:

- Publicize and hold events that not only help the organization accomplish its mission, but also involve fun. The more WVS engages the community, the more it will encourage participation, support, and visibility.
- Provide opportunities for input from the community at Board and Member meetings. Suggestions for projects foster volunteerism and innovation that will ensure ongoing community engagement. This ensures the WVS remains relevant to the community.
- Welcome all help, no matter how limited or substantial and always let volunteers know how much the WVS appreciates their service. Modest help sometimes leads to more substantial commitments such as running for a position on the Board.
- Nurture the reputation of the WVS as an organization committed to doing work that produces public benefits. Ensure the organization is one to be proud of.
- Ensure WVS is operated transparently and without conflicts of interest or appearances of exclusivity. Welcome diverse participation and foster communications that make the WVS mission, governing procedures, meeting agendas and minutes, financial reports, and operations public using tools such as our website, email list, and mailings.

Encouraging public and community involvement in WVS activities and operations should hopefully recruit enough volunteer help to carry out not only mandatory operations, but also other discretionary work that produces community benefits. The WVS must particularly strive to define a path from modest volunteer assistance toward service on the Board. In that regard it is useful to keep in mind that many hands make light work. Distributing the work equitably among Board members not only prevents burn out; it also ensures new recruitment is encouraged by the notion that Board work will be equitably shared.

The gradual incorporation of new volunteers on the Board should foster diversity and encourage participation by volunteers with varied skills that may benefit the WVS operations. Diversity is desirable to ensure all segments of the local population are represented and diverse points of view are considered. The desirable path leading to Board service may include volunteer service on Committees. The objective should be to allow recruits for Committees and new Board members to gain familiarity with the operation before serving in the most demanding roles as Officers.

New Directors may desirably serve as understudies to learn the work of the Officers. It is helpful to ensure there are redundant abilities on the Board to ensure continuity. Toward that end it is also valuable to rotate assignments as Officers to promote learning the different tasks necessary to keep the organization functioning and to make the best use of the Board's diverse talent. Rotation can also provide relief for Officers who want to step back from the heaviest work commitments, but are still willing to carry out other tasks such as discretionary projects or assisting with mandatory tasks. New recruitment and rotation of Officers are both essential tools to balance the incorporation of new ideas and energy with the retention of Board members who have a longer history with the corporation and may be more aware of operational issues and past pitfalls that have offered valuable lessons.

Recruitment of members should remain a constant objective that is fostered by the widest possible effort to reach the local community and outside supporters who live elsewhere. Toward that goal, the annual mailing announcing the Annual Member Meeting the first Friday in October is routinely sent to all members, past members with functional addresses, and individuals who own property or live within the organization's sphere as depicted on the map supplied in Figure 1 above.

A list of all current individual (non-corporate) property owners in that sphere is typically used to updating the mailing list used to send out the annual meeting notice each year. The Westport Volunteer Fire Department has routinely cooperated by providing that property owner list to WVS. The WVFD obtains the list through the cooperation of the County Assessor. The WVS website, newsletter, Facebook page, and other publicity may also be used to promote membership.

### **5.3 FINANCIAL SECURITY**

Among other tasks that are mandatory for the ongoing operation of the WVS, it is a given that income from various fundraising sources must exceed or, at a minimum, generally balance mandatory operating expenses such as insurance, filings, communications, and Headlands maintenance. A budget should be used to ensure ongoing growth of financial assets, with discretionary spending eliminated when income does not keep pace with mandatory expenses. Sustained losses are a recipe for eventual dissolution that must be avoided if possible.

To ensure mandatory core functions are carried out for the foreseeable future, it is critical to ensure volunteers are available to carry out those tasks and that annual budgets avoid deficit spending. The financial resources of the WVS have been built up with the goal of maintaining a healthy reserve that not only generates some interest income, but also forestalls dissolution by providing a long period to address any persistent decline in reserves through renewed or revised fundraising activities.

### **5.4 DISSOLUTION**

If the human and financial resources of the corporation persistently dwindle and there is no foreseeable way to reverse that trend, the Board must plan to dissolve the corporation before it can no longer operate in compliance within the law and its mission as defined in its Articles of Incorporation and Bylaws. Section V of the Articles of Incorporation specify that:

Upon the dissolution or winding up of this corporation, its assets remaining after payment , or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code and which has established and maintains its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or alternatively to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code to hold in public trust.

The Headlands, a real property asset, of the WVS is encumbered by recorded title restrictions that specify those lands must be transferred to a suitable entity with the approval of the State Coastal Conservancy who supplied the funding for the original acquisition. Those lands may not be sold to pay the debts of the corporation. Any remaining monetary assets of the corporation must be distributed in conformance with the provision cited above. Preference should be given to distribute residual funds to the entity that will receive the real property in order to assist with its ongoing management.

Every effort should be made to avoid dissolution of the WVS because it is desirable to maintain local control of its assets and continue to serve the community as its needs evolve. If interest in the established mission of the organization wanes, consideration should be given to broadening the nonprofit's purposes to meet a wider range of goals that better serve the changing needs of the local community. Those changes should be done with careful consideration and appropriate approval of any changes in corporate governance documents by active members.

SEP 24 2001

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

The undersigned certify that:

1. They are the president and the secretary, respectively, of Westport Village Society, a California non-profit public benefit corporation.
2. Article V of the Articles of Incorporation of this corporation is amended to read as follows:

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code and which has established and maintained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or alternatively to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code to hold in public trust.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 31<sup>st</sup> 2001

Dorine Real  
~~Marie Foxinsky~~ President  
 Dorine Real, President

Mildred Saunders  
 Millie Saunders, Secretary



1837411

ENDORSED  
FILED  
In the office of the Secretary of State  
of the State of California

AUG 19 1992

ARTICLES OF INCORPORATION OF  
WESTPORT VILLAGE SOCIETY

MARCH FONGEU, Secretary of State

I

The name of this corporation is WESTPORT VILLAGE SOCIETY.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this corporation are:

- (1) To help sponsor, organize and fund civic improvement projects which are charitable and educational in nature for the broad cultural, educational and civic betterment of the Town of Westport and its surrounding areas.
- (2) To acquire, hold and manage land and interests in land, including "qualified conservation contributions" and open space easements in and around the Town of Westport, CA as a "qualified organization" under I.R.C. 170(h), including (but not limited to) contributions and acquisitions intended to:
  - (a) preserve land areas for outdoor recreation by or for the education of the general public;
  - (b) protect relatively natural habitat of fish, wildlife, or plants, or similar ecosystems;
  - (c) preserve open space (including farmland and forest land) where such preservation is for the scenic enjoyment of the general public or pursuant to clearly delineated Federal, State, or local governmental conservation policy, and will yield a significant public benefit; or,
  - (d) preserve historically important land areas or certified historic structures.
- (3) To encourage sound public and private conservation practices with respect to land and water resources in and around the Town of Westport, CA.
- (4) To make, perform and carry out contracts of every kind, and to do all acts which are reasonably necessary or required to implement the above purposes.

### III

The name and address in the State of California of this corporation's initial agent for service of process is: Jeffrey Whitehouse, 24827 Ponderosa Drive, Westport, CA 95488

### IV

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as now in effect or as later amended.

B. Notwithstanding any other provision of these Articles, the corporation shall not, in any substantial degree, exercise any powers or engage in any activities that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as now in effect or as later amended, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

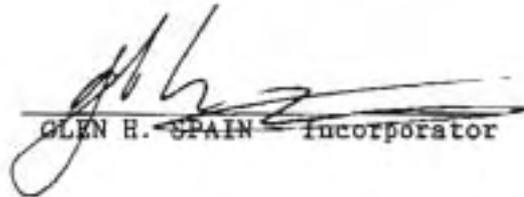
### V

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable

M. Saunders Secretary to The Board of Directors  
Amended <sup>9/24/01</sup>  
see Certificate of Amendment

and/or educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code and which has established and maintains its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or alternatively to a governmental entity described in Section 170(b)(1)(A)(v) of the Internal Revenue Code to hold in public trust.

Date: 2/27, 1992

  
GLEN H. SPAIN Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
GLEN H. SPAIN

# BYLAWS OF WESTPORT VILLAGE SOCIETY

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# **BYLAWS OF WESTPORT VILLAGE SOCIETY A CALIFORNIA PUBLIC BENEFIT CORPORATION**

## **ARTICLE 1 OFFICES**

### **SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Mendocino County, California.

### **SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws: Mailing Address: P.O. Box 446, Westport, CA 95488

### **SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

## **ARTICLE 2 PURPOSES**

### **SECTION 1. OBJECTIVES AND PURPOSES**

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes of this corporation are:

- (1) To help sponsor, organize, and fund civic improvement projects which are charitable and educational in nature for the broad cultural, educational and civic betterment of the village of Westport and its surrounding areas.
- (2) To acquire, hold and manage land and interests in land, including "qualified conservation contributions" and open space easements in and around the village of Westport, California as a "qualified organization" under I.R.C. 170(b), including (but not limited to) contributions and acquisitions intended to:
  - (a) preserve land areas for outdoor recreation and education of the general public;
  - (b) protect relatively natural habitat of fish, wildlife, plants, or similar ecosystems;
  - (c) preserve open spaces (including farmland and forest land) where such preservation is for the scenic enjoyment of the general public or pursuant to clearly delineated Federal, State, or local governmental conservation policy, and will yield a significant public benefit; or,
  - (d) preserve historically important land areas or certified historic structures.
- (3) To encourage sound public and private conservation practices with respect to land and water resources in and around the village of Westport, CA.
- (4) To make, perform and carry out contracts of every kind, and to do all acts which are reasonably necessary or required to implement the above purposes.

### **ARTICLE 3 DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 or 214.02 of the California Revenue and Taxation Code and which has established and maintained its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, or alternatively to a governmental entity described in section 170(b)(1)(A)(v) of the Internal Revenue Code to hold in public trust.

### **ARTICLE 4 DIRECTORS**

#### **SECTION 1. NUMBER**

The corporation shall have not less than five (5) and not more than fifteen (15) directors and collectively they shall be known as the Board of Directors ("Board"). These numbers may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

#### **SECTION 2. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### **SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**SECTION 4. TERMS OF OFFICE**

Each director (other than the initial directors, who shall serve staggered terms) shall hold office for three (3) years or until his or her successor is elected and qualified as specified in these Bylaws.

**SECTION 5. COMPENSATION**

Directors shall serve without compensation. No payment is authorized. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable for the actual services rendered and is allowable under the provisions of Section 6 of this Article.

**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. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time 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. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board member have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

**SECTION 8. REGULAR AND ANNUAL MEETINGS**

Regular meetings of directors shall be held from time to time as designated by the Board.

**SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

**SECTION 10. NOTICE OF MEETINGS**

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or through electronic communication methods designated by the Board. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

**SECTION 11. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

**SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**SECTION 13. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

**SECTION 14. MAJORITY ACTION AS 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 of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to ratification or approval of self-dealing transactions (section 5233) and indemnification of directors (section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

**SECTION 15. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by cooperative group management as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the corporation, or with provisions of law.

**SECTION 16. ACTION BY MAJORITY CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the members of the Board shall individually or collectively consent in writing or by the electronic communication method designated by the Board to such action and there is no dissenting request to hear the matter at a meeting. For the purposes of this Section only, "a majority of the members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written or electronic consent or consents shall be filed with the minutes of the next Board meeting. Such action by written consent shall have the same force and effect as a vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by majority written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

**SECTION 17. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any standard of conduct or duty prescribed under the California Nonprofit Public Benefit Corporation Law. Absence of a director from four or more consecutive Board meetings shall constitute cause for removal.

If this corporation has any members, then, if the corporation has less than fifty (50) members, directors may be removed by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present. If this corporation has no members, directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 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 Attorney General.

Vacancies on the Board not created by a removal may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by either (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office. Absence of a director from four (4) or more consecutive Board meetings shall constitute cause for removal.

#### **SECTION 18. NON-LIABILITY OF DIRECTORS**

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

#### **SECTION 19. 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 20. 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 5  
OFFICERS****SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

**SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any Director may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

**SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

**SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer.

**SECTION 5. VACANCIES**

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

**SECTION 6. DUTIES OF THE PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she 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. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

**SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

**SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

- (a) Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (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 corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.
- (d) Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

- (e) Exhibit at reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- (f) In general, perform all duties incident to the office of Secretary and other such duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 9. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation 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 corporation's properties and business transactions, including accounts of 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 corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and directors, whenever requested, an account of any and all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (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, to 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 this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4, Section 6 of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

## ARTICLE 6 COMMITTEES

### SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of the corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of the majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

### SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. 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 7  
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation, 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 corporation 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**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or President of the corporation according to a policy adopted by a resolution of the Board and subject to later revision by Board resolution as may be deemed necessary.

**SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 8  
CORPORATE RECORDS, REPORTS, AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep in a bank safe deposit box accessible to its President, Treasurer and Secretary in the State of California electronic or hard copy records retained as a permanent record of corporate governance according to a file retention policy passed by a resolution of the Board:

- (a) Minutes of all meetings of directors, committees of the Board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

- (e) Any other records designated by the Board including, but not limited to, property deeds, easements, insurance policies, grant management records, and other important data.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this corporation has members, then each and every member shall have the following inspection rights, for a purpose reasonably related to that person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection right under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### **SECTION 6. ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any members who request it in writing, which 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;
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

If this corporation has members, then, if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### **SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS**

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or material financial interest:
  - (1) Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
  - (2) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE 9 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

## **ARTICLE 10 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the members, if any, of this corporation.

## **ARTICLE 11 AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### **SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS**

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

## **ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate

assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## **ARTICLE 13 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERS**

Any individual who either resides or who owns property in the Westport Area shall be eligible for membership. As used for this purpose, an individual "resides or owns property in the Westport Area" if he or she is a title owner of record of any property in Townships 20 North, 21 North, or 22 North in Range 18 West, Mount Diablo base meridian or resides in that area; is the legally married spouse of such a title owner or renter; is a general partner in a partnership that owns such property in its name; or is the owner of more than 25% of the voting equity in any corporation which owns such property. Individuals who are limited partners for investment purposes, who own 25% or less of the voting equity in any corporation, or hold only a security interest do not "own property in the Westport Area" for purposes of qualifying as members in this corporation.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership on registering with the Secretary and paying the first annual dues.

### **SECTION 4. FEES, DUES AND ASSESSMENTS**

- (a) The following fee shall be charged for making application for membership in the corporation: the amount specified as annual dues in subsection (b).
- (b) The annual dues payable to the corporation by members shall be in such amounts as may be determined from time to time by the Board of Directors. Annual dues may be waived on written request to the Board of Directors.
- (c) Memberships shall be non-assessable.

### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

### **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

#### **SECTION 7. NON-LIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### **SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or disqualification as a voting member.

#### **SECTION 9. TERMINATION OF MEMBERSHIP**

- (a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
- (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
  - (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
  - (3) If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after notification of the due date is given personally or communicated in writing by the preferred contact method whether it is a mailing address or through electronic notification to such a member by the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member's receipt of the written notification.
- (b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:
- (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
  - (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
  - (3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

- (4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

#### **SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

#### **SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

### **ARTICLE 14 MEETINGS OF MEMBERS**

#### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

#### **SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet annually on the first Friday in October in each year, at 7:00 PM, for the purpose of electing directors and transacting other business as may come before the meeting. Cumulative voting for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting. If the day fixed for the annual meeting or other regular meetings falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

#### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

- (a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

#### **SECTION 4. NOTICE OF MEETINGS**

- (a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the corporation not less than thirty (30) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote.

- (b) Manner of Giving Notice. Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication including electronic notification, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting on the corporation's internet website. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic or other means of written communication.
- (c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.
- (d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by telegraph to the Chairperson of the Board, President, Vice President or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.
- (e) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.
- (f) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:
- (1) Removal of directors without cause;
  - (2) Filling of vacancies on the Board by members;
  - (3) Amending the Articles of Incorporation; and
  - (4) An election to voluntarily wind up and dissolve the corporation.

**SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of ten per cent (10%) of the voting members of the corporation. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

**SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

**SECTION 7. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by ballot.

**SECTION 8. PROXY VOTING**

Members entitled to vote shall not be permitted to vote or act by proxy. No provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

**SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the Chairperson of the Board, or, if there is no Chairperson, by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

#### **SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director. A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

#### **SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES**

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five

(5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following:

- (1) inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand.

The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting in person or by proxy. However, if the corporation has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

#### **SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

#### **SECTION 13. RECORD DATE FOR MEETINGS**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

**SECTION 14. HONORARY OR NONVOTING "MEMBERS"**

The Board may, at its option, establish such categories of nonvoting or honorary members as it may wish, and may set dues and other requirements for such nonvoting or honorary members at its discretion. Such persons may be referred to by the terms "supporting members", "contributing members", "honorary members", or simply by "members"; however, such persons shall not in any way be deemed "members" as defined under Corporations Code 5056, and they shall have no powers or rights to participate in the governance of the corporation nor to vote in its affairs.

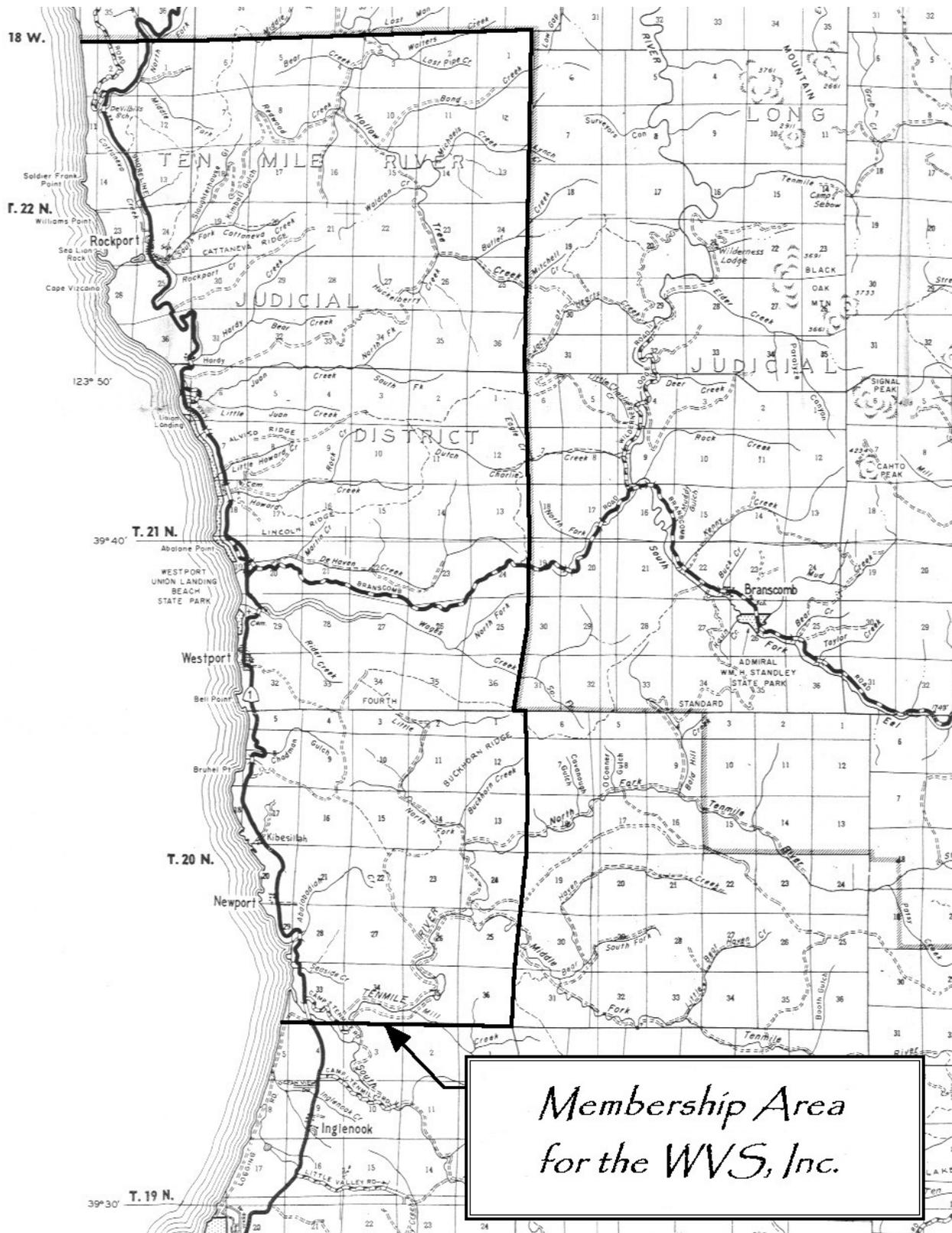
**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

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

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title



*Membership Area  
for the WVS, Inc.*

## LAND TRUST

## Standards and Practices

# Crosswalk Comparison: 2004 to 2017

Wondering what happened to a practice (or part of a practice) from the 2004 version of *Land Trust Standards and Practices* in the revised Standards? See the crosswalk comparison that follows for help.

## STANDARD 1: ETHICS, MISSION AND COMMUNITY ENGAGEMENT

Land trusts maintain high ethical standards and have a mission committed to conservation, community service and public benefit.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
1A. Mission	1B. Mission, Planning and Evaluation
1B. Planning and Evaluation	
1C. Outreach	1C. Community Engagement
1D. Ethics	1A. Ethics

## STANDARD 2: COMPLIANCE WITH LAWS

Land trusts fulfill their legal requirements as nonprofit tax-exempt organizations and comply with all laws.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
2A. Compliance with Laws	2A. Compliance with Laws
2B. Nonprofit Incorporation and Bylaws	2B. Nonprofit Incorporation and Bylaws
2C. Tax Exemption	2C. Federal Tax Exemption
	10B1. Legal Requirements: Land Trust Responsibilities

2D. Records Policy	9G1. Recordkeeping
2E. Public Policy	2C1c and d. Federal Tax Exemption

### STANDARD 3: BOARD ACCOUNTABILITY

Land trust boards act ethically in conducting the affairs of the organization and carry out their legal and financial responsibilities as required by law.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
3A. Board Responsibility	3A. Board Responsibility
3B. Board Composition	3B. Board Composition and Structure
3C. Board Governance	3C. Board Governance
3D. Preventing Minority Rule	
3E. Delegation of Decision-Making Authority	3A3 and 4. Board Responsibility
3F. Board Approval of Land Transactions	3D. Board Approval of Transactions

### STANDARD 4: CONFLICTS OF INTEREST

Land trusts have policies and procedures to avoid or manage real or perceived conflicts of interest.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
4A. Dealing with Conflicts of Interest	4A. Dealing with Conflicts of Interest
4B. Board Compensation	4B. Payments to Board Members
4C. Transactions with Insiders	4C. Land and Conservation Easement Transactions with Insiders

## STANDARD 5: FUNDRAISING

Land trusts conduct fundraising activities in a lawful, ethical and responsible manner.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
5A. Legal and Ethical Practices	5A. Legal and Ethical Practices
5B. Accountability to Donors	5B. Accountability to Donors
5C. Accurate Representations	
5D. Marketing Agreements	ELIMINATED
NEW	5C. Fundraising Plan

## STANDARD 6: FINANCIAL OVERSIGHT

Land trusts are responsible and accountable for how they manage their finances and assets.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
6A. Annual Budget	6A. Fiscal Health
	3A2a. Board Responsibility
6B. Financial Records	6B. Financial Records
6C. Financial Reports and Statements	3A2c. Board Responsibility
6D. Financial Review or Audit	6C. External Financial Evaluation
6E. Internal System for Handling Money	6D. Written Internal Controls
6F. Investment and Management of Financial Assets and Dedicated Funds	3A2e. Board Responsibility
6G. Funds for Stewardship and Enforcement	6A5. Fiscal Health
	11A2. Funding Conservation Easement Stewardship

	12A2. Funding Land Stewardship
6H. Sale or Transfer of Assets (Including Land and Easements)	ELIMINATED
6I. Risk Management and Insurance	6E. Risk Management and Insurance

## STANDARD 7: HUMAN RESOURCES

Land trusts have sufficient skilled personnel to carry out their programs, whether volunteers, staff and/or consultants/contractors.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
7A. Capacity	7A. Capacity
7B. Volunteers	7B. Volunteers
7C. Staff	7D. Transition Planning
7D. Availability of Training and Expertise	7E. Staff
7E. Board/Staff Lines of Authority	3A3. Board Responsibility
7F. Personnel Policies	7E. Staff
7G. Compensation and Benefits	
7H. Working with Consultants	7C. Consultants or Contractors

## STANDARD 8: EVALUATING AND SELECTING CONSERVATION PROJECTS

Land trusts carefully evaluate and select their conservation projects.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
8A. Identifying Focus Areas	8A. Strategic Conservation Planning
8B. Project Selection and Criteria	8B. Project Selection Criteria and Public Benefit
8C. Federal and State Requirements	11E2. Conservation Easement Drafting
	10C1. Avoiding Fraudulent or Abusive Transactions
8D. Public Benefit of Transactions	8B. Project Selection Criteria and Public Benefit
8E. Site Inspection	8C. Project Evaluation
8F. Documenting Conservation Values	8B3. Project Selection Criteria and Public Benefit
	11B1b. Baseline Documentation Report
	12B1a. Land Management and Stewardship
8G. Project Planning	8D. Project Planning
8H. Evaluating the Best Conservation Tool	
8I. Evaluating Partnerships	8E. Partnership Documentation
8J. Partnership Documentation	
8K. Evaluating Risks	8C2 and 3. Project Evaluation
8L. Nonconservation Lands	5D. Non-conservation Real Property for Resale
8M. Public Issues	ELIMINATED

## STANDARD 9: ENSURING SOUND TRANSACTIONS

Land trusts work diligently to see that every land and conservation easement transaction is legally, ethically and technically sound.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
9A. Legal Review and Technical Expertise	9A. Legal Review and Technical Expertise
9B. Independent Legal Advice	9B. Legal and Financial Advice
9C. Environmental Due Diligence for Hazardous Materials	9C. Environmental Due Diligence
9D. Determining Property Boundaries	9D. Determining Property Boundaries
9E. Easement Drafting	9E. Conservation Easement Drafting
9F. Documentation of Purposes and Responsibilities	ELIMINATED
9G. Recordkeeping	9G. Recordkeeping
9H. Title Investigation and Subordination	9F. Title Investigation and Recording
9I. Recording	
9J. Purchasing Land	9H. Purchasing Land or Conservation Easements
9K. Selling Land or Easements	9I. Selling or Transferring Land or Conservation Easements
9L. Transfers and Exchanges of Land	

## STANDARD 10: TAX BENEFITS AND APPRAISALS

Land trusts work diligently to see that every charitable gift of land or conservation easement meets federal and state tax law requirements, to avoid fraudulent or abusive transactions and to uphold public confidence in land conservation.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
10A. Tax Code Requirements	10A. Landowner Notification
	10C1. Avoiding Fraudulent or Abusive Transactions
10B. Appraisals	10A. Landowner Notification

10C. No Assurances on Deductibility or Tax Benefits	10A2. Landowner Notification
10D. Donee Responsibilities – IRS Forms 8282 and 8283	10B2. and 3. Legal Requirements: Land Trust Responsibilities
	10C2 and 3. Avoiding Fraudulent or Abusive Transactions

## STANDARD 11: CONSERVATION EASEMENT STEWARDSHIP

Land trusts have a program of responsible stewardship for their conservation easements.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
11A. Funding Easement Stewardship	6A5. Fiscal Health
	11A. Funding Conservation Easement Stewardship
11B. Baseline Documentation Report	11B. Baseline Documentation Report
11C. Easement Monitoring	11C. Conservation Easement Monitoring
11D. Landowner Relationships	11D. Landowner Relationships
11E. Enforcement of Easements	11E. Conservation Easement Enforcement
11F. Reserved and Permitted Rights and Approvals	11F. Approvals and Permitted Rights
11G. Contingency Plans/Backups	11G. Contingency Strategy
11H. Contingency Plans for Backup Holder	ELIMINATED
11I. Amendments	11H. Amendments
11J. Condemnation	11I. Condemnation
11K. Extinguishment	11J. Partial or Full Extinguishment

## STANDARD 12: FEE LAND STEWARDSHIP

Land trusts have a program of responsible stewardship for the land held in fee for conservation purposes.

2004 Land Trust Standards and Practices	2017 Land Trust Standards and Practices
12A. Funding Land Stewardship	6A5. Fiscal Health
	12A. Funding Land Stewardship
12B. Stewardship Principles	ELIMINATED
12C. Land Management	12B. Land Management and Stewardship
12D. Monitoring Land Trust Properties	12C. Inspecting Land Trust Properties
12E. Land Stewardship Administration	12B3. Land Management and Stewardship
12F. Community Outreach	1C2. Community Engagement
12G. Contingency Backup	12D. Contingency Strategy
12H. Nonpermanent Holdings	5D. Non-conservation Real Property for Resale
12I. Condemnation	12E. Condemnation

## STANDARD 1

# Ethics, Mission and Community Engagement

Land trusts maintain high ethical standards and have a mission committed to conservation, community service and public benefit.

### PRACTICES

#### A. Ethics

1. Adopt a written code of ethics and/or values statement and adhere to it in implementing the land trust's mission, in its governance and in its operations
2. Adopt a written whistleblower policy that protects individuals who come forward with information on illegal practices or unethical behavior
- 3. Do not knowingly participate in transactions that are potentially fraudulent or abusive

#### B. Mission, Planning and Evaluation

1. Adopt a mission that advances conservation and serves the public interest
- 2. Establish strategic goals for implementing the mission, and then review and update them, as needed, at least once every five years
  - a. Revisit the mission during the strategic review to confirm it is relevant
3. Review programs and activities at least annually to ensure they are advancing the strategic goals and make adjustments, as appropriate

#### C. Community Engagement

1. Develop an inclusive, welcoming organizational culture that respects diversity
2. Seek to engage people who are broadly representative of the community in which the land trust works and foster opportunities to connect them with the land
3. Develop an understanding of the land trust's community, and communicate the land trust's work, services and impact in a manner that resonates with and engages that community
4. Build relationships with community leaders and other stakeholders in the land trust's community

## STANDARD 2

# Compliance with Laws

Land trusts fulfill their legal requirements as nonprofit tax-exempt organizations and comply with all laws.

### PRACTICES

#### A. Compliance with Laws

- 1. Do not knowingly conduct operations in violation of law

#### B. Nonprofit Incorporation and Bylaws

- ▲ 1. Incorporate or organize according to the requirements of state law and maintain legal status
- ▲ 2. Operate in accordance with established bylaws
- 3. Review the bylaws at least once every five years to ensure consistency with current operations, the articles of incorporation and state law

#### C. Federal Tax Exemption

- 1. Maintain status as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code (IRC)
  - ▲ a. File a complete and accurate annual information return (Form 990 or equivalent) with the Internal Revenue Service (IRS)
  - ▲ b. Do not knowingly engage in prohibited activities, such as private inurement or impermissible private benefit
  - c. Comply with federal lobbying limitations and reporting requirements
  - d. Do not engage in political campaigns on behalf of or in opposition to any candidate for public office

## STANDARD 3

# Board Accountability

Land trust boards act ethically in conducting the affairs of the organization and carry out their legal and financial responsibilities as required by law.

### PRACTICES

#### A. Board Responsibility

1. Individual board members are informed of and understand their role and their responsibilities as nonprofit board members, including their legal and fiduciary duties
- 2. The board provides oversight of the land trust's finances and operations by:
  - a. Reviewing and approving an annual budget
  - ▲ b. Working to ensure that sufficient financial resources are available
  - c. Receiving and reviewing financial reports and statements in a form and with a frequency appropriate for the scale of the land trust's financial activity
  - d. Reviewing the externally prepared financial audit, review or compilation
  - e. Adopting written policies or procedures for the responsible and prudent investment, management and use of financial assets
- 3. The board hires, oversees and evaluates, at least annually, the performance of any executive director (or chief staff person)
4. The board may delegate decision-making and management functions to committees, provided that committees have clearly defined roles and report to the board or staff

#### B. Board Composition and Structure

- 1. Have a board of sufficient size, skills, backgrounds and experiences to conduct its work effectively
2. Have a board substantially composed of independent members to reduce risk arising from conflicts of interest
- 3. Have a board development process that includes procedures for recruiting and training board members
4. Ensure the board's presiding officer and treasurer are not the same individual
5. If a staff member serves on the board, clearly define the staff role and limit the board member role accordingly to ensure separation of duties and avoid undue influence
  - a. No staff member serves as the board's presiding officer or treasurer

### C. Board Governance

1. Provide board members with written expectations for their service on the board
- 2. The board meets a minimum of three times per year and maintains adopted minutes of each meeting
- 3. Provide board members with sufficient and timely informational materials prior to each meeting to make informed decisions
4. Board members evaluate their performance annually as a group and as individuals at least once every three years
5. Adopt procedures for removing board members who are not fulfilling their responsibilities
6. Have governing documents that contain policies and procedures (such as provisions for a quorum and adequate meeting notices) to encourage broad participation and to prevent a minority of board members from acting for the land trust without proper delegation of authority

### D. Board Approval of Transactions

- 1. The board reviews and approves every land and conservation easement transaction
  - a. However, the board may delegate decision-making authority on transactions if:
    - i. It establishes written policies or has bylaws provisions that define the limits to the authority given to the delegated entity
    - ii. The delegated entity provides timely notification in writing to the full board of any completed transactions

## STANDARD 4

# Conflicts of Interest

Land trusts have policies and procedures to avoid or manage real or perceived conflicts of interest.

### PRACTICES

#### A. Dealing with Conflicts of Interest

- 1. Adopt a written conflict of interest policy that addresses, for all insiders, how conflicts are identified and avoided or managed
- 2. Document the disclosure and management of actual and potential conflicts
- 3. When engaging in any transaction with an insider,
  - a. Follow the conflict of interest policy
  - b. Contemporaneously document that there is no private inurement

#### B. Payments to Board Members

- 1. Do not financially compensate board members for board service, except for reimbursement of expenses
- 2. If, in limited circumstances, the land trust compensates a board member for professional services that would otherwise be contracted out,
  - a. Document the circumstances surrounding the decision to do so
  - b. Document how the land trust uses appropriate comparability data to determine the amount to be paid and to confirm that there is no private inurement
  - c. Do not compensate the board's presiding officer or treasurer for professional services
- 3. Do not provide loans to directors, officers or trustees

#### C. Land and Conservation Easement Transactions with Insiders

- 1. When engaging in land and conservation easement transactions with insiders,
  - a. Follow all transaction policies and procedures
  - b. For purchases from and sales of property to insiders, obtain an independent appraisal by a qualified appraiser to justify the purchase or sales price

## STANDARD 5

# Fundraising

Land trusts conduct fundraising activities in a lawful, ethical and responsible manner.

### PRACTICES

#### A. Legal and Ethical Practices

1. Conduct an analysis of state charitable solicitation laws and register where the land trust determines it is appropriate
2. Do not compensate internal or external fundraisers based on a commission or a percentage of the amount raised

#### B. Accountability to Donors

1. Provide accurate solicitation materials and other communications to donors and the public
- 2. Provide timely written acknowledgment of all gifts, including land and conservation easements, in keeping with IRS charitable contribution substantiation requirements
- 3. Maintain financial and other systems to document and comply with any donor restrictions on gifts
4. Have a written policy or procedure to ensure donor privacy concerns are honored

#### C. Fundraising Plan

1. Develop and implement a fundraising plan or program appropriate to the land trust's size and scope to secure adequate support for its activities

#### D. Non-conservation Real Property for Resale

1. When acquiring non-conservation real property with the intent of selling it to advance the land trust's mission,
  - a. Obtain a written acknowledgement from any donor of the land trust's intent to sell before accepting the property
  - b. Follow applicable transaction policies and procedures
  - c. Maintain the property while in the land trust's ownership in a manner that retains the land trust's public credibility, manages community expectations and minimizes risk

## STANDARD 6

# Financial Oversight

Land trusts are responsible and accountable for how they manage their finances and assets.

### PRACTICES

#### A. Fiscal Health

1. Develop an annual budget that reflects the land trust's annual programs and activities
- 2. Develop and implement a strategy to address any deficit-spending trends
- 3. Assess the nature and variability of revenue and seek to diversify funding sources
- 4. Build and maintain sufficient operating reserves to sustain operations
- ▲ 5. Build and maintain dedicated or restricted funds sufficient to cover the long-term costs of stewarding and defending the land trust's land and conservation easements
  - ▲ a. If funds are insufficient, adopt a plan to secure these funds and a policy committing the funds to this purpose

#### B. Financial Records

1. Keep financial records in accordance with Generally Accepted Accounting Principles (GAAP) or Other Comprehensive Basis of Accounting (OCBOA)

#### C. External Financial Evaluation

- 1. Obtain an annual financial audit, review or compilation by an independent certified public accountant or a qualified accounting professional, in a manner appropriate for the scale of the land trust

#### D. Written Internal Controls

- 1. Establish written internal controls and accounting procedures, including segregation of duties, in a form appropriate for the scale of the land trust, to prevent the misuse or loss of funds

#### E. Risk Management and Insurance

1. Routinely assess and manage risks so that they do not jeopardize the land trust's financial health and its ability to carry out its mission and legal responsibilities
- 2. Carry general liability (■), directors and officers liability, property and other insurance, all as appropriate to the land trust's risk exposure or as required by law

## STANDARD 7

# Human Resources

Land trusts have sufficient skilled personnel to carry out their programs, whether volunteers, staff and/or consultants/contractors.

### PRACTICES

#### A. Capacity

1. Periodically evaluate whether the land trust has sufficient volunteers, staff and/or consultants/contractors to achieve its strategic goals and carry out its programs, and then add capacity as needed

#### B. Volunteers

1. Provide volunteers with training, supervision and recognition

#### C. Consultants or Contractors

1. Clearly define relationships with consultants or contractors, ensure they are consistent with federal and state law and document them in a written contract, as appropriate

#### D. Transition Planning

1. Develop a written process or plan to provide for continuity in the leadership and management of the land trust's functions

#### E. Staff

1. Have a written job description for each staff member and conduct periodic performance reviews
2. Document the lines of authority, communication and responsibility between board and staff
3. Ensure staff have appropriate training and experience for their responsibilities and/or opportunities to gain the necessary knowledge and skills
4. Adopt written personnel policies that conform to federal and state law
5. Provide fair and equitable compensation and benefits

## STANDARD 8

# Evaluating and Selecting Conservation Projects

Land trusts carefully evaluate and select their conservation projects.

### PRACTICES

#### A. Strategic Conservation Planning

1. Identify specific conservation priorities consistent with the land trust's mission and goals

#### B. Project Selection Criteria and Public Benefit

1. Develop and implement a written process to select land and conservation easement projects
- 2. Develop and apply written project-selection criteria that are consistent with the land trust's conservation priorities
3. Document the public benefit of every land and conservation easement project

#### C. Project Evaluation

- 1. Visually inspect properties before buying or accepting donations of conservation land or conservation easements to determine and document whether:
  - a. There are important conservation values on the property
  - b. The project meets the land trust's project-selection criteria
2. Evaluate potential threats to the conservation values on the property and structure the project to best protect those conservation values
3. Evaluate any current or potential risks associated with the project, including to the land trust's reputation or to the land trust community, and modify or decline the project if the risks outweigh the benefits

#### **D. Project Planning**

1. Individually plan all land and conservation easement projects so that:
  - a. The land trust identifies the best available conservation strategy for the property
  - b. The property's important conservation values are protected
  - c. The project furthers the land trust's mission and goals
2. Assess the stewardship implications of each project and the land trust's capacity to meet those obligations

#### **E. Partnership Documentation**

1. When engaging in a partnership on a joint acquisition or long-term stewardship project or when co-holding conservation easements, create written agreements to clarify:
  - a. The goals of the project
  - b. The roles and responsibilities of each party
  - c. Legal and financial arrangements
  - d. Communications to the public and between parties

## STANDARD 9

# Ensuring Sound Transactions

Land trusts work diligently to see that every land and conservation easement transaction is legally, ethically and technically sound.

### PRACTICES

#### A. Legal Review and Technical Expertise

1. Obtain a legal review of every land and conservation easement transaction, appropriate to its complexity, by an attorney experienced in real estate law
2. As dictated by the project, secure appropriate technical expertise, such as in financial, real estate, tax, scientific and land and water management matters

#### B. Legal and Financial Advice

1. Do not give individualized legal, financial or tax advice when providing transaction-related information
2. Recommend in writing that each party to a land or conservation easement transaction obtain independent legal, financial and tax advice

#### C. Environmental Due Diligence

1. For every land and conservation easement transaction, conduct or obtain a preliminary environmental investigation, transaction screen or Phase I assessment to identify whether there are any conditions that pose environmental risks, and take steps to address any significant concerns

#### D. Determining Property Boundaries

1. Determine both the legal description and physical boundaries of each property or conservation easement
- 2. If a conservation easement contains restrictions or permitted rights that are specific to certain zones or areas within the property, include the locations of these areas in the easement document so that they can be identified in the field

### **E. Conservation Easement Drafting**

- 1. For every conservation easement,
  - a. Individually tailor it to the specific property
  - b. Identify the conservation values being protected
  - c. Allow only uses and permitted rights that are not inconsistent with the conservation purposes and that will not significantly impair the protected conservation values
  - d. Avoid restrictions and permitted rights that the land trust cannot monitor and enforce
  - e. Include all necessary and appropriate provisions to ensure it is legally enforceable
- 2. Review, on the land trust's own behalf, each potentially tax-deductible conservation easement for consistency with the Treasury Department regulations (U.S.C. §1.170A-14), especially the conservation purposes test of IRC §170(h)

### **F. Title Investigation and Recording**

- 1. Prior to closing and preferably early in the process, have a title company or attorney investigate title for each property or conservation easement the land trust intends to acquire
  - a. Update the title at or just prior to closing
- 2. Evaluate the title exceptions and document how the land trust addressed mortgages, liens, severed mineral rights and other encumbrances prior to closing so that they will not result in extinguishment of the conservation easement or significantly undermine the property's important conservation values
- 3. Promptly record land and conservation easement transaction documents at the appropriate records office

### **G. Recordkeeping**

- ▲ 1. Adopt a written records policy that governs how and when organization and transaction records are created, collected, retained, stored and destroyed
- 2. Keep originals of all documents essential to the defense of each real property transaction in a secure manner and protected from damage or loss
- 3. Create and keep copies of these documents in a manner such that both originals and copies are not destroyed in a single calamity

## H. Purchasing Land or Conservation Easements

- 1. When buying land, conservation easements or other real property interests, obtain an independent appraisal by a qualified appraiser in advance of closing to support the purchase price
  - a. However, a letter of opinion from a qualified real estate professional may be obtained in the limited circumstances when:
    - i. A property has a very low economic value
    - ii. A full appraisal is not feasible before a public auction
    - iii. Or the amount paid is significantly below market value
- 2. In limited circumstances where acquiring land, conservation easements or other real property interests above the appraised value is warranted, contemporaneously document:
  - a. The justification for the purchase price
  - b. That there is no private inurement or impermissible private benefit

## I. Selling or Transferring Land or Conservation Easements

1. When selling land, conservation easements or other real property interests,
  - a. Establish protections as appropriate to the property
  - b. If the sale is to a party other than another tax-exempt organization or public agency, obtain an independent appraisal by a qualified appraiser or a letter of opinion from a qualified real estate professional to determine the value of the asset and to support the selling price
  - c. Select buyers in a manner that avoids any appearance of impropriety
2. When selling or transferring conservation land or conservation easements to another tax-exempt organization or public agency, consider whether the new holder can fulfill the long-term stewardship and enforcement responsibilities

## STANDARD 10

# Tax Benefits and Appraisals

Land trusts work diligently to see that every charitable gift of land or conservation easement meets federal and state tax law requirements, to avoid fraudulent or abusive transactions and to uphold public confidence in land conservation.

### PRACTICES

#### A. Landowner Notification

- 1. Inform potential land or conservation easement donors who may claim a federal or state income tax deduction (or state tax credit), in writing and early in project discussions, that:
  - a. The project must meet the requirements of IRC §170 and the accompanying Treasury Department regulations and any other federal or state requirements
  - b. The donor is responsible for any determination of the value of the donation
  - c. The Treasury Department regulations require the donor to obtain a qualified appraisal prepared by a qualified appraiser for gifts of property valued at more than \$5,000
  - d. Prior to making the decision to sign IRS Form 8283, the land trust will request a copy of the completed appraisal
  - e. The land trust is not providing individualized legal or tax advice
- 2. Do not make assurances as to:
  - a. Whether a particular land or conservation easement donation will be deductible
  - b. What monetary value of the gift the IRS and/or state will accept
  - c. What the resulting tax benefits of the deduction or credit will be, if any

#### B. Legal Requirements: Land Trust Responsibilities

- 1. If the land trust holds federally tax-deductible conservation easements, it meets the requirements for a qualified organization under IRC §170(h)
- 2. Sign the Form 8283 only if the information in Section B, Part I, "Information on Donated Property," is complete and is an accurate representation of the gift
  - a. Refuse to sign the Form 8283 if the land trust believes no gift has been made or the property has not been accurately described
- 3. File IRS Form 8282 when conveying a donated real property interest within three years of the date the land trust received the property

### C. Avoiding Fraudulent or Abusive Transactions

1. Review, on the land trust's own behalf, each transaction for consistency with federal and state income tax deduction or credit requirements
- 2. Evaluate the Form 8283 and any appraisal to determine whether the land trust has substantial concerns about the appraised value or the appraisal
- 3. Discuss substantial concerns about the appraisal, the appraised value or other terms of the transaction with legal counsel and take appropriate action, such as:
  - a. Documenting that the land trust has shared those concerns with the donor
  - b. Seeking additional substantiation of value
  - c. Withdrawing from the transaction prior to closing
  - d. Or refusing to sign the Form 8283
- 4. When engaging in transactions with pass-through entities of unrelated parties, particularly those offered or assembled by a third party or described as a syndication by the IRS,
  - a. Require a copy of the appraisal prior to closing
  - b. Decline to participate in the transaction if the appraisal indicates an increase in value of more than 2.5 times the basis in the property within 36 months of the pass-through entity's acquisition of the property, the value of the donation is \$1 million or greater and the terms of the transaction do not satisfy the Land Trust Alliance Tax Shelter Advisory

## STANDARD 11

# Conservation Easement Stewardship

Land trusts have a program of responsible stewardship for their conservation easements.

### PRACTICES

#### A. Funding Conservation Easement Stewardship

1. Estimate the long-term stewardship and enforcement expenses of each conservation easement transaction
2. Track stewardship and enforcement costs

#### B. Baseline Documentation Report

- 1. For each conservation easement, have a baseline documentation report (■), with written descriptions, maps and photographs, that documents:
  - a. The conservation values protected by the easement
  - b. The relevant conditions of the property as necessary to monitor and enforce the easement
- 2. Prepare the report prior to closing and have it signed by the landowner and land trust at or prior to closing
  - a. In the event that seasonal conditions prevent the completion of a full baseline documentation report by closing, the landowner and land trust sign a schedule for finalizing the full report and an acknowledgement of interim data [that for donations and bargain sales meets Treasury Regulation §1.170A-14(g)(5)(i)] at closing
- 3. When there are significant changes to the land or the conservation easement (such as a result of an amendment or the exercise of a permitted right), document those changes in an appropriate manner, such as through monitoring reports, a baseline supplement or current conditions report

### **C. Conservation Easement Monitoring**

1. Adopt a written policy and/or procedure for monitoring conservation easements that establishes consistent monitoring protocols and recordkeeping procedures
- ▲ 2. Monitor each conservation easement property at least once per calendar year
  - ▲ a. If the land trust uses aerial monitoring, conduct on-the-ground monitoring at least once every five years
  - ▲ b. Promptly document the annual monitoring activities for each conservation easement

### **D. Landowner Relationships**

1. Maintain regular contact with owners of conservation easement properties to maintain relationships and avoid potential easement conflicts
2. Establish systems to track changes in land ownership
3. When the property changes hands, attempt to meet with the new owner or property manager and provide information in writing about the conservation easement and the land trust's stewardship policies and procedures

### **E. Conservation Easement Enforcement**

- 1. Adopt a written policy and develop written procedures for documenting and responding to potential conservation easement violations
- 2. Investigate potential violations in a timely manner and promptly document all actions taken
3. Involve legal counsel as appropriate to the severity of the violation and the nature of the proposed resolution

### **F. Approvals and Permitted Rights**

1. Respond to landowner required notices or requests for interpretation or approvals in a timely and consistent manner, as specified in the conservation easement deed or in a written procedure
2. Establish written procedures to guide the land trust's decision-making if using discretionary approvals or if conservation easement deeds contain such clauses
- 3. Maintain a permanent record of all notices, approvals, denials, interpretations and the exercise of any significant permitted rights

### G. Contingency Strategy

1. Take reasonable steps to provide for the disposition of conservation easements in the event the land trust ceases to exist or can no longer steward and administer them

### H. Amendments

- 1. Adopt and follow a written policy or procedure addressing conservation easement amendments that is consistent with the Land Trust Alliance Amendment Principles
- 2. Evaluate all conservation easement amendment proposals with due diligence sufficient to satisfy the Amendment Principles
- 3. If an amendment is used to adjust conservation easement boundaries (such as to remedy disputes or encroachment) and results in a *de minimis* extinguishment, document how the land trust's actions address the terms of J.1. below

### I. Condemnation

1. If a conservation easement is threatened with condemnation,
  - a. Take steps to avoid or mitigate harm to conservation values and document the actions taken
  - b. Have or obtain appropriate documentation of the percentage of the full value of the property represented by the conservation easement
  - c. Document the land trust's attempts to receive its proportional share of the proceeds and use any proceeds in a manner consistent with the conservation easement deed

### J. Partial or Full Extinguishment

- 1. In the rare case that it is necessary to extinguish a conservation easement, in whole or in part,
  - a. Follow the terms of the conservation easement with respect to taking appropriate action, and obtain judicial or regulatory review when required by law or specified in the easement deed
  - b. Ensure there is no private inurement or impermissible private benefit
  - c. Take steps to avoid or mitigate harm to conservation values and/or use any proceeds in a manner consistent with the conservation easement deed
  - d. Consider the land trust's actions in the context of its reputation and the impact on the land conservation community at large

## STANDARD 12

# Fee Land Stewardship

Land trusts have a program of responsible stewardship for the land held in fee for conservation purposes.

### PRACTICES

#### A. Funding Land Stewardship

1. Determine the immediate financial and management implications of each conservation property acquisition and estimate the long-term implications
2. Anticipate and track costs associated with long-term land management, stewardship and enforcement of conservation properties

#### B. Land Management and Stewardship

- 1. Develop a written land management plan for each conservation property (■) within 12 months after acquiring the land to:
  - a. Identify the property's conservation values, including any significant cultural and natural features or those that have significant community value
  - b. Identify the overall management goals for the property
  - c. Identify activities to achieve the goals and to reduce any risks or threats to the conservation values
  - d. Specify the uses that are appropriate for the property, in keeping with the property's conservation values, any restrictions and donor or funder requirements
    - i. Provide public access opportunities as appropriate to the property and the land trust's mission
2. Manage each conservation property in accordance with its management plan, and review and update the plan as necessary
3. Perform administrative duties (such as paying insurance, filing required forms, keeping records) in a timely and responsible manner
4. Maintain the property in a manner that retains the land trust's public credibility, manages community expectations and minimizes risk

### **C. Inspecting Land Trust Properties**

1. Determine the boundaries of land trust properties and physically mark them to the extent possible or necessary
- 2. Inspect properties at least once per calendar year for potential management problems and promptly document the inspection
- 3. Address management problems, including encroachments, trespass and other ownership challenges, in an appropriate and timely manner and document the actions taken

### **D. Contingency Strategy**

1. Take reasonable steps to provide for the continuing protection of conservation properties in the event the land trust ceases to exist or can no longer own or manage them

### **E. Condemnation**

1. If a conservation property is threatened with condemnation, take steps to avoid or mitigate harm to conservation values and document the actions taken

## DEFINITIONS OF KEY TERMS

**Amendment Principles:** An amendment should meet all of the following: (1) clearly serve the public interest and be consistent with the land trust's mission; (2) comply with all applicable federal, state and local laws; (3) not jeopardize the land trust's tax-exempt status or status as a charitable organization under federal law; (4) not result in private inurement or confer impermissible private benefit; (5) be consistent with the conservation purpose(s) and intent of the easement; (6) be consistent with the documented intent of the donor, grantor and any funding source; and (7) have a net beneficial or neutral effect on the relevant conservation values protected by the easement.

**Capacity:** The ability to perform all the actions required to acquire and manage conservation land and manage other programs by having adequate human and financial resources and organizational systems in place.

**Conflict of interest:** A conflict of interest arises when a person in a position of authority in an organization, such as a director, officer, manager or other "insider," is in a position, or perceived to be in a position, to be able to benefit personally (or to create a benefit to a family member or other organization with which he or she is associated) from a decision he or she could make.

**Conservation values:** The key values on a site that are the focus of protection efforts. Important conservation values are determined during property evaluation and project planning.

**Form 990:** Most tax-exempt organizations are required to file an annual return with the IRS. Which form of the Form 990 (Form 990-N, Form 990-EZ or full Form 990) a land trust must file depends on its financial activities.

**GAAP:** The Federal Accounting Standards Board (FASB) issues Generally Accepted Accounting Principles (GAAP). FASB's guidance for nonprofit organizations can be found in ASU 2016-14, Not-for-Profit Entities (Topic 958): "Presentation of Financial Statements of Not-for-Profit Entities."

**Impermissible private benefit:** Occurs when a tax-exempt organization provides more than an "incidental" benefit to a non-insider.

**Independent appraisal:** An independent appraisal prepared in compliance with the Uniform Standards of Professional Appraisal Practice by a state-licensed or state-certified appraiser who has verifiable conservation easement or conservation real estate experience.

**Independent board member:** Per the Independent Sector, independent members should not: (1) be compensated by the organization as employees or independent contractors; (2) have their compensation determined by individuals who are compensated by the organization; (3) receive, directly or indirectly, material financial benefits from the organization except as a member of the charitable class served by the organization; or (4) be related to anyone described above (as a spouse, sibling, parent or child) or reside with any person so described.

**Insiders:** Board and staff members, substantial contributors, parties related to the above, those who have an ability to influence decisions of the organization and those with access to information not available to the general public. The IRS generally considers “insiders” or disqualified persons under IRC Section 4958 to be persons who, at any time during the five-year period ending on the date of the transaction in question, were in a position to exercise substantial influence over the affairs of the organization. “Insiders” generally include: board members, key staff, substantial contributors [see IRC Section 507(d)(2)], parties related to the above and 35-percent controlled entities. While these are strict definitions within the tax code, land trusts are advised to take an even more proactive approach to the potential damage that conflicts of interest may cause an organization and also include in the definition of “insiders” all staff members and those with access to information not available to the general public (such as certain volunteers). Related parties is defined by the IRS to include spouse, brothers and sisters, spouses of brothers and sisters, ancestors, children, grandchildren, great-grandchildren and spouses of children, grandchildren and great-grandchildren.

**IRC:** Internal Revenue Code.

**Land trust:** A nonprofit organization that, as all or part of its mission, actively works to conserve land by acquiring land or conservation easements (or assisting with their acquisition) and/or stewarding/managing land or conservation easements.

**Letter of opinion:** A written estimation of a property’s value, most often prepared by a qualified real estate professional. A letter of opinion may be used instead of an independent appraisal prepared by a qualified appraiser when the economic value of the property is so low as to negate concerns about private inurement or private benefit, when a full appraisal is not feasible before a public auction or when the amount paid is significantly below the market value of the property. (A letter of opinion is not sufficient in the case of transactions with insiders.) An appraiser may call this document a Restricted Use Appraisal Report.

**OCBOA:** Other Comprehensive Basis of Accounting is the term used for a comprehensive basis of accounting other than generally accepted accounting principles (GAAP).

**Pass-through entity:** Pass-through entities include sole proprietorships, partnerships, LLCs and S corporations. Unlike traditional C corporations, pass-through entities do not pay income tax. Instead, income, losses and deductions pass through to the shareholders in proportion to their ownership interest. For purposes of the Standards, sole proprietorships consisting by definition of only one person are not included in this definition.

**Phase I assessment:** A formal investigation conducted by a qualified environmental consultant or engineer into the presence or absence of hazardous materials on or near a property that satisfies the “all appropriate inquiries” rule of the Environmental Protection Agency.

**Policy:** A written, board-adopted document specifying a course of action to guide and determine present and future decisions.

**Private inurement:** When the net earnings of a tax-exempt organization come to the benefit of any private shareholder or individual. Federal tax-exempt law requires that “no part of . . . [a tax-exempt organization’s] net earnings [may] inure to the benefit of any private shareholder or individual.” An action in which a person who is an “insider” to the tax-exempt organization, such as a director or an officer, derives a benefit from the organization without giving something of at least equal value in return. The IRS prohibition on inurement is absolute. The IRS also imposes penalties on directors, officers, key employees and other insiders who engage in transactions that confer an excess benefit on the individual (“excess benefit transactions”).

**Tax Shelter Advisory:** Refers to the advisory first issued by the Land Trust Alliance in 2015 on tax shelters using conservation for potentially abusive federal income tax deductions. The Advisory includes recommendations to maintain public confidence and cautionary measures land trusts should take to avoid tax shelter transactions. [www.lta.org/tax-shelter-advisory](http://www.lta.org/tax-shelter-advisory)

## **Appendix C: WVS Conflict of Interest Policy**

Approved January 27, 2011

### Article I: Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. 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.

### Article II: Definitions

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Article III: Procedures

#### **1. 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.

#### **2. 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.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing 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.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

## **Appendix C: WVS Conflict of Interest Policy**

### **4. Violations of the Conflicts of Interest Policy**

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

#### Article IV: Records of Proceedings

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

1. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. 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.

#### Article V: Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization 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 Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article VI: Annual Statements

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

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization 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.

#### Article VII: Periodic Reviews

To ensure the Organization 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

#### Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization 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.

**Appendix D: Task Matrix with Schedule and Responsible Parties**

**Mandatory Tasks Matrix\***

<b>Timing</b>	<b>Task</b>	<b>Responsible Persons</b>	<b>Notes</b>
Jan. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Jan. Board Meeting	Fundraiser Planning	Fundraising Chair	Provide update on event planning
Feb. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Feb. 15	BOE 267-A filed	S: Filed for 4 parcels annually	County Assessor supplies notices in January
Mar. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
March	BOE 277-P Filing	S: File as notified by mail	Board of Equalization annual filing
Apr. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
April	Insurance renewals	T: Renew 4 policies	Payments due
Apr. Board Meeting	Fundraiser Planning	Fundraising Chair	Provide update on event planning
May 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Mothers Day	Ducky Fundraiser	All Hands on Board!!	Fundraising Chair coordinates this
Jun. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
June	LTA dues payment	T: Renew Land Trust Alliance membership	Payment due
Jul. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Jul. Board Meeting	Approve annual finance report and budget	T: supplies finance report & budget; Board: approves; signs conflict forms	Approved report is then used to prepare tax returns
	Plan member meeting	Board: plans agenda and verifies notice contents & schedule	Notice may include Bylaw amendment
Aug. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
August	File SI-100 form	S: Filed in even years (biannual)	Secretary of State
Sep. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Oct. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Oct. Member Meeting	Elect Directors	Members vote for Directors and on Bylaw Amendments (if appropriate)	1st Friday in October defined new membership year
Oct. Board Meeting	Approve tax filing	T: coordinates preparation of returns; Board: approves	Tax returns reviewed and approved for filing.
	Appoint Officers	Board: Officer appointments reviewed & approved	Officers selected from among Directors
Nov. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store
Nov. 15	File Fed & state tax returns	T: Coordinated with our CPA	Sent to IRS and Franchise Tax Board
Nov. 15	File RRF-1	S: Coordinated with T	Sent to State Attorney General
Dec. 1	Newsletter	VP: Production; P: E-distribution	75 hard copies to Westport Store

Abbreviations: P=President; VP=Vice President; S=Secretary; T=Treasurer; D=Director (as assigned by Board)

\*Some tasks are coordinated with the meeting schedule provided as a separate table in this manual.

## Appendix E: WVS Headlands Event Agreement and Permit

### Headlands Event Applicants

Thank you for your inquiry about use of the Westport Headlands for an event. Everyday use of the Headlands is recreational use by up to a dozen people with only hand-carried equipment such as kites, balls, and kayaks. This type of use is open to the public between sunrise and sunset. A reservation and permit are required when you request use of the Headlands for an organized event; vehicular entry; setting up equipment; use outside of normal hours; or when you want services such as water or electricity. Events are limited to less than 300 attendees, usually for non-commercial purposes.

You may reserve a date for an event by emailing [wvs@westportvillagesociety.org](mailto:wvs@westportvillagesociety.org), calling (707) 964-2729, or writing WVS at P. O. Box 446, Westport CA 95488. Allow time for a response, particularly if submitting by postal service. We recommend contact several months before the planned event to submit the application form and learn about fees, restrictions, and requirements for submitting insurance certificates and other permits. You may reserve your date before submitting an application. However, please send in your completed forms, fees, and certificate soon after making your reservation to avoid any misunderstandings.

Event permits are governed by the attached WVS Headlands Event Policy. Fees must be prepaid before an event permit will be issued. These include a \$200 refundable security deposit; charges for water, electricity, and inspection of cooking arrangements if your event involves those services; a use fee in the amount of \$1,000 per day for your event day(s); and an additional \$500 a day for any setup and takedown days. Society members who live or own property in the WVS service area may request a waiver of the use fee. If you begin setup after noon the day before the event and complete cleanup by noon the day after the event, that counts as a single setup/takedown day.

If you request water and electricity, you will have to supply your own hose and/or heavy duty electrical power cord. Those hookups are coordinated with WVS and the Westport County Water District during event setup and takedown. You are required to make your own arrangements for a portapotty and garbage collection/disposal.

We wish you a successful event.

Sincerely,

Westport Village Society

**Appendix E: WVS Headlands Event Agreement and Permit**

The Westport Village Society, Inc. (WVS) grants the Permittee, \_\_\_\_\_ (your name), permission to use the Westport Headlands from \_\_\_\_\_ (date/time) to \_\_\_\_\_ (date/time) subject to the following conditions. Your signature as the Permittee acknowledges acceptance of these conditions and your agreement to abide by all terms of the attached WVS Headlands Event Policy. This permit is valid only after signed by a WVS agent.

- An Event Description is attached. That attachment becomes part of this agreement.
- Fees are enclosed/supplied. (contact WVS to confirm the applicable fees).
- Liability Insurance Certificate is attached (naming Westport Village Society, Inc. as co-insured).
- Copy of Alcoholic beverage permit must be attached, if one is required.

1. Permittee agrees to pay use and other fees of \$\_\_\_\_\_ and security deposit of \$200.00 for a total of \$\_\_\_\_\_, payable in advance to the WVS. The security deposit will be reimbursed if all conditions have been satisfactorily met to the satisfaction of WVS at the conclusion of the permitted use.
2. Permittee agrees to hold WVS harmless from any and all liability for the use granted under this agreement and shall provide liability insurance in the amount of one million dollars for the period of the event naming the WVS as a co-insured. That coverage shall include alcohol use if appropriate.
3. The Permittee requests permission to use a  **BBQ or Cooking Equipment** and agrees to prepay a \$100.00 fee for inspection of safety preparations that shall include mowing around the planned cooking area and the provision of water to suppress a fire.
4. The Permittee requests  **Water**  **Electricity**; or  **No Utility Service** for this event and agrees to prepay \$50.00 for each service per day. Hookups will be supervised by Westport County Water District.
5. Permittee agrees to collect all trash produced by the event and to rent portapotties adequate for the number of expected guests.
6. Permittee requests ability to serve alcoholic beverages:  **Yes**; or  **No** In making this request, the Permittee agrees to comply with the WVS policy on alcohol use and shall supply a copy of any required ABC permit to WVS.
7. Permittee agrees not to park vehicles on the Headlands property and to limit vehicular access to short-term entry for set up and take down of temporary facilities approved in advance by the WVS. No vehicles shall be on the property during the event. Vehicles shall enter only via designated entries.
8. Permittee agrees that WVS is not responsible for damage or loss of any materials and equipment brought onto the Headlands property during the event.
9. Permittee shall return the property to WVS in its original condition no later than the ending date and time specified above. Any alterations and temporary installations must approved in advance by the WVS. If the property is not returned in satisfactory condition, Permittee agrees to pay all costs to create a remedy.
10. Permittee understands this permit does not assign exclusive rights to use the Headlands property, which shall remain open to the public.

Signed: \_\_\_\_\_

Accepted by:

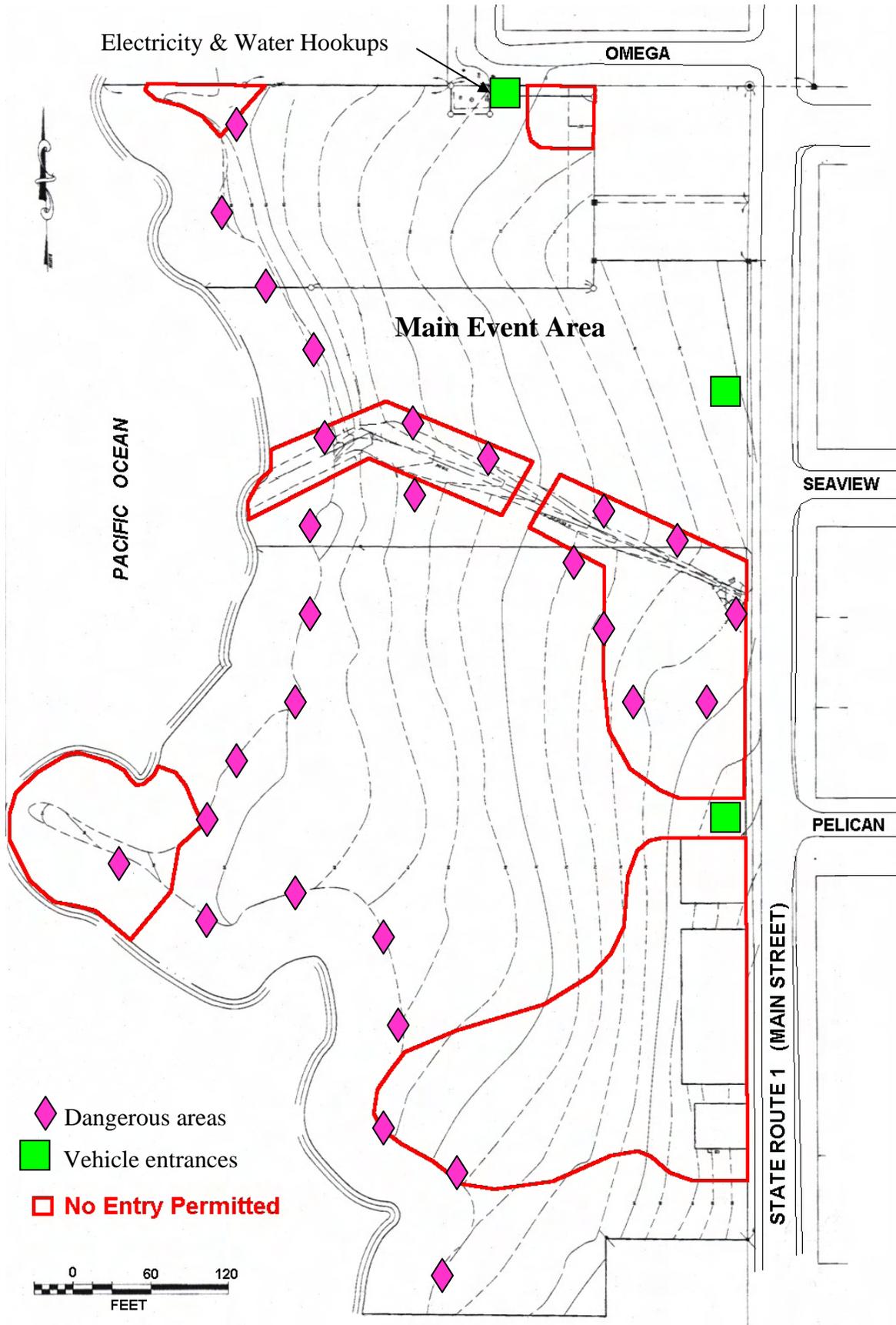
(Print name) \_\_\_\_\_

\_\_\_\_\_  
Authorized Agent for Westport Village Society, Inc.

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Appendix E: WVS Headlands Event Agreement and Permit



## Policy for Westport Headlands Events

The Headlands property is open for public visitation between sunrise and sunset daily. An event permit is required for any organized activity involving over a dozen people; vehicular entry; setting up equipment; exclusive use of any portion of the property; use that will extend outside of normal hours; and for services such as water, electricity, and planned use of cooking equipment.

Reservations: Requests may be made by emailing [wvs@westportvillagesociety.org](mailto:wvs@westportvillagesociety.org), calling (707) 964-2729, or writing WVS at P. O. Box 446, Westport CA 95488. Allow time for a response. Plan to contact WVS at least one month before your planned event, but earlier inquiries are recommended. WVS will send you a Event Permit application. Submit a description of the event and the application as soon as possible after you reserve, to avoid misunderstandings.

Fees: The fee for use of the property is \$1,000 per day, plus \$500 for setup and breakdown days. Society members who live or own property in the WVS service area may request a waiver of the use fee.. Charges for water, electricity, and use of the barbecue are additional. All fees are payable in advance of permit issuance.

Insurance: You must submit evidence of \$1 million dollar event liability insurance, including liquor liability if required, naming WVS as an additional insured. You will need liquor liability insurance for use of any kind and quantity of alcohol during your event.

Alcohol: You must have specific permission from WVS to serve alcoholic beverages. You may serve these beverages only to your invited guests unless you have a one-day license (organizations) or have hired a licensed caterer. Alcohol from your event may not leave the event area. You are responsible for knowing and following ABC regulations and for exercising care for the safety of your guests and the public.

Nuisance: You may not cause a nuisance to any neighbor or the public. Events generally must end at 10:00 PM, including any music.

Event Area: The area north of the foot bridge may be reserved for your use, but your activities may not interfere with public access to the viewing platform, trail system, stairs, and beach. Any temporary facilities such as tents and portapotties should be set back from the fences of neighboring properties at least 40 feet.

Parking: The Headlands does not have its own parking. The handicapped parking space on Omega may not be used for general parking. No parking is allowed on the Headlands during your event. For more than 50 participants, you must have a parking plan.

Equipment: Vehicles may enter at planned times to set up equipment such as tents, chairs, and sound equipment and to remove the equipment after the event. No vehicles may be on the Headlands during the event (i.e., when guests are present). Equipment may be set up at an agreed time before the event, normally the previous day. Equipment must be removed by the agreed time, normally by noon of the day after the event. WVS is not responsible for your equipment.

Water: Potable water is available from a hose bib on the north edge of the property, for a fee of \$50 per day. You are responsible for providing your own hose and valve.

Electricity: Electricity, consisting of two 15-amp circuits, is available at the Omega Street entrance for a \$50 per day fee. You must provide your own heavy duty extension cord(s).

## Policy for Westport Headlands Events

Fire: Fire, including candles, may only be used as described in your event agreement. Bonfires and fireworks are not allowed. If you plan to use cooking equipment, a fee of \$100 will be charged for a site check by Westport Volunteer Fire Department. You must mow in advance around the planned cooking area and have water available for fire suppression. The inspection is arranged by WVS.

Safety: You and your guests need to be aware of certain hazards characteristic of ocean bluffs and beaches, such as the risk of falling, unstable cliff edges, and unpredictable waves. Make sure your guests are aware of these dangers and heed the “Keep back from bluffs” signs. If you use the stairs to the beach, use caution, and supervise children. Do not enter dangerous areas or zones shown on the attached map as environmentally sensitive area.

Other Services: WVS recognizes that you may find it useful to contact various local businesses to plan a successful event. We list below contacts for key service providers, without warranty or recommendation. You should do your own investigation to determine the most suitable service providers:

Portapotty:	Thompson Portaseptic Service (portapotties) (707) 964-1172
Garbage Disposal:	Solid Waste of Willits (707) 459-0272; local facility open Th-Sat (962-9250)
Equipment:	Fort Bragg Rent All (707) 964-6661
Accommodations:	Howard Creek Ranch, Bed and Breakfast, (707) 964-6725 The Westport Hotel, Hotel with dining and bar, (707) 964-3688 For private vacation homes check VRBO, Airbnb, etc.
Water/Electricity:	WVS should be contacted to arrange for these services
Insurance:	Contact your homeowner’s or automobile insurance company or check the yellow pages or web for required event insurance.
Alcohol:	Check ABC web page for requirements at: <a href="http://www.abc.ca.gov/">http://www.abc.ca.gov/</a>
Catering/Food:	Westport Community Store (707) 964-2872 The Westport Hotel (707) 964-3688

## Westport Headlands Event Application Form

Event date(s):

Setup/cleanup: (Desired arrival and departure times/dates)

Responsible Person with complete contact information:

General description of event:

Temporary Installations and Preparations: (Tents, mowing, and other alterations and temporary installations)

Number of guests expected:

Number of cars expected: (parking plan suggested if over 25 cars are expected)

Use of  electricity  water  cooking equipment (describe)

Sanitary facilities: (garbage and portapotties)

Alcohol use: (please note that a permit may be required.)

Music (desired starting/ending times and whether amplification will be used):

# Great Rubber Ducky

## Race & Barbecue

### Westport



Mother's Day

Operations Manual

**DRAFT**

**Appendix F: Ducky Event Manual**

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# WESTPORT RUBBER DUCKY RACE & BBQ SUMMARY

## VENUE

- A. Westport RV Campground
- B. WVS Agreement to use RV park (requires \$1M event insurance)
- C. Access
- D. Parking- location, size

## ENTERTAINMENT / ATTRACTIONS

- A. Rubber Ducky Race
- B. Live entertainment
  - a. Band(s) – need 2 months in advance to allow poster and PSA preparation Fran Colliner  
PO Box 1063 Willits 95490 / 459-6152

## ADVERTISING

- A. Poster creation
  - a. Needs menu, meal prices, list of entertainment
  - b. 11X17, 8 ½X11. 5 ½X8 ½
- B. Ticket creation & printing
  - a. Meals- regular, kid/senior,
  - b. Raffle (commercial double roll, 2 colors)
    - Quilt, baskets, special item
- C. Plywood signs
  - a. Around Westport
  - b. Highway 20 and Highway 1 intersection in Fort Bragg
  - c. Empty lot Main St Fort Bragg, just south of Century 21
- D. PSA
  - a. Newspaper article
    - The Wave
    - The Advocate
  - b. Newspaper ad
    - Advocate & Beacon
  - c. Radio PSA
    - KOZT & KMUD for featuring Mother's Day and BBQ
    - KZXY current events announcements, must be submitted 4 to 6 weeks ahead on their web site
- E. See separate Media Contact List for PSA placement
- F. Racine's window display (Barbara Anderson?)

## Appendix F: Ducky Event Manual

G. Find venue to hang Quilt ~4 weeks before race (may be possible to do raffle pre-sale)

### FOOD

#### A. Beverages

- a. Soft drinks, ice tea, lemonade, Water
- b. Coffee / tea (If Thanksgiving, contact Susan Coy 961-1896 hm)
  - Half and half plus sugar and lemon juice for tea
- c. Ice & ice chests for water & soft drinks

#### B. BBQ Meal

- a. Menu
- b. Cook / Chef
- c. Shopping list
- d. Procurement
  - Food
  - Napkins, toothpicks

#### C. Smoothie Booth & Desserts

- a. Solicit community for dessert donations
- b. Smoothie “menu” & get supplies needed to food procurement person

#### D. Prep

- a. Location
- b. Storage (fridge for pre-prep'd food)
- c. Tools / utensils

#### E. Serving Meal at event

#### F. Clean up at event end (that afternoon)

### RAFFLE

#### A. Organize Quilt

- a. Commitment for quilt
- b. Photos for ads & pre-event sales
- c. Pre-event display & ticket sales

#### B. Kid's Baskets

#### C. Plant arrangements

#### D. Raffle announcement text and times to give to MC

### PRIZES FOR CONTESTANTS AND FLOWERS FOR MOMS

#### A. Cash prize envelopes

#### B. Token prize for each kid

#### C. Non-cash prizes

### SIGNAGE

#### A. Wood Duck signs around town and entrance

## Appendix F: Ducky Event Manual

- B. Prices; meals, smoothies, desserts, water, soft drinks, merchandise
- C. Raffle ticket cost and drawing times and how to get prizes
- D. Event publicity posters
- E. Info; when food is served, what's a meal, where to get tickets, where to get food
- F. No Dogs
- G. Direction signs "To the races"
- H. Booth banners for Registration, Deserts, Merchandise, Quilt /Raffle ,
- I. Trash & Recycle can labels

### SET UP

- A. Race course set up start to finish (Homer and Pete )
- B. Move picnic tables (WVFD)
- C. Set up pop ups, tents
- D. Arrange picnic tables, seats & tables for ticket sales and raffle items
- E. Set up washing station
- F. Get cash box(es) change for booths (Bill Treasurer)
  - a. Registration
  - b. Meals: 25 1's, 30 5's & 20 10's
  - c. Quilt & Basket Raffle
  - d. Smoothie/Dessert
  - e. Clothing/ Rubber Ducky Merchandise
- G. Make sure band area & electrical power are OK (Entertainment Lead should coordinate)
- H. Set up cooking area, start BBQ fire
- I. Food serving booth, power, hand wash station (Food Lead should coordinate)
- J. Dish washing set up; water & power hook-up (Val )
- K. Event ticket selling tables, chairs, shade arrangement (Thad)
- L. Trash cans w/ plastic bags
- M. Park WVFD Rescue near Camp store for first aid

### DURING EVENT

- A. Parking & traffic
  - a. Set up "Event Ahead" signs north & south on Hwy 1
  - b. Parking direction for entering vehicles ( WVFD)
- B. Logistics – shuttle stuff as needed through out event
  - a. Food
  - b. Collect dirty dishes & take to washing station
  - c. Ducks from registration to start and from finish back to registration
- C. Food serving
- D. Ticket & merchandise sales
- E. Clean up of venue that afternoon
- F. Security (?)

## Appendix F: Ducky Event Manual

# ACTIVITY DETAILS

## PLANNING & LOGISTICS DETAIL

- Locate and/or supply power cords for band, smoothie & coffee area, and wash station
- Mark off parking space (cones) for WVFD Rescue rig
  - Handicap parking – 2 spots
- Mark entrances on highway
- Coordinate with security for exits and entrances locations in case of emergency

## SUNDAY AM, BEFORE EVENT

- Move picnic tables
- Set up band area
- Food serving tables
- Registration booth
- Area and table for Merchandise sales
- Set up race course
  - Start & Finish Banners/flags
  - Floating PVC tubing to guide ducks past / around obstacles
- Trashcans with labels for recycle and lined with trash bags from re-cycle station

## COOKING DETAIL

- Make sure wood and/or charcoal has been procured
- Start fire early on Sunday.
- Set up cook station/cutting boards
- Utensils for cooking; knives, tongs, meat hooks
- Pans for transporting meat
- Water for washing station
- Cook
  - Tri-tip

## FOOD SERVING DETAIL

- Food servers ready; shifts scheduled, shift length understood
- Serving instructions for portions, substitution policy, etc.
- Serving supplies; where stored, who to ask when running out
- Food delivered from Cook Detail and other?
- Serving booth set up
  - Warming trays, hot water, Sterno
  - Crockpot for butter (?)
- Smoothie Booth
  - Fruit has been supplied through one of the Westport Store vendors for the desserts

## Appendix F: Ducky Event Manual

- Blenders & electrical hook up
- Get supplies
- shifts
- Coffee, water & soft drink set up as self serve & pay (Hotel has brewed coffee and brought over hot pots, Thanksgiving Coffee donated the coffee & cups) Small cooler for ½ & ½ , sugar, stirrers
- Hot water & tea bags for non coffee drinkers
- Dessert table set up as self serve & pay

### SECURITY DETAIL (?)

- Schedule for security personnel
- 2 hour shifts?
- One circulating, if needed
- Vests
- Signs posted at entrance: no dogs (no loose dogs?)

### PARKING DETAIL - WVFD

- Signs for parking
- Marked handicap parking
- Motorcycle parking spaces
- Coordinate on parking spaces
- Supervise roping off of cliffs and exits with signs
- Block off any exits not being used
- Rope off entrance
- Tape and cones brought to RV Park by WVFD
- Coordinate moving rescue rig and fire truck (?) to event
- Hand held stop signs
- Safety vests

### RAFFLE TICKET SALES DETAIL

- Raffle tickets two different colors, one each for quilt and baskets
- Signs with prices
- 2 Change boxes
- Ticket drop jars
- Quilt set up
- Need at least 2 people

# PRE EVENT CHECK LIST

## MINIMUM OF 60 DAYS PRIOR

- Place notice in Wave
- Coordinate with the band
- Call Bill Knapp to print poster, order posters
  - Need menu, entry fees and start times for race, prize descriptions
- Order posters large and small
- Talk with Bobbie Knapp for raffle quilt and kids baskets
- Request donations from community for deserts - ad at store and Westport Wave (March & April)
- Ducky Race Merchandise for sale – shirts, hats, etc.
- Media package distributed to everyone on media list

## MINIMUM OF 30 DAYS PRIOR

- Apply to WVS insurance carrier for event insurance, name the RV Park as owner
- Order details for meal and smoothies
- Food order put together, food suppliers contacted (meat, produce, vegetarian entree)
- Meal tickets
- Coffee supplier (Thanksgiving or Hotel) contacted for coffee & supplies
- Costco order (paper goods and water, soft drinks) \*\*\*\*\*need a lot of Sterno\*\*\*\*\*
- Place ad for Ducky Race in both papers run for two weeks prior
- Coordinate help for serving, selling clothing, tickets and raffle tickets
- Make sure we have necessary fresh water hose and power drops for water and electricity

## PICK-UP FRIDAY

- Harvest
- Raffle baskets ready
- Kid's prizes on hand
- Change for booths picked up from Bank

## SATURDAY (DAY BEFORE)

- Confirm Bands and timing
- Preliminary race course set up

## SUNDAY AM (DAY OF)

- Final booth set up and stocking
- Announce race starts, raffle drawings {need times and announcement text to give to MC}, and winners

## SUNDAY END OF EVENT

- Clean up starting at end of event
- How about an “after party” for those who worked the event??

# CONTACT LISTS

## PEOPLE WHO VOLUNTEER TO HELP AT DUCKY RACE AND BBQ

Louis Senger - 961-0178  
Bill and Bobbie Knapp – 964-7355  
Thad Van Bueren 964-7272  
Lee Tepper 964-2781  
Gary Quinton - 964-7073  
Gus & Becca Killion – 964-3640  
Steve & Robyn Cardullo – 961-1008  
Andy & Roberta Dyakon – 962-9270  
Theresa Brown – 650-868-7154 (owns house just N of Pacific Star  
Dave & Nita 357-2114  
Ed & Karen Howard 964-1399

## PEOPLE WHO WILL HELP SET UP AND SERVE THE FOOD LINE

Pam Brown – 964-1016  
Melinda – 964-2729  
Greg (Purple Rose) – 964-6878 (hm)  
Bill & Megan Studebaker – 964-0658

Serving line issues to address: start on time (noon), keep warming trays hot (manage Sterno warming trays), keep boiled water available, need 2 or 3 big ice chests

# COSTCO ORDER:

Paper goods – Napkins, Paper towels  
Glasses & Cups  
Aluminum foil  
Trash bags  
Sterno (we often run out)  
Dish detergent  
Cloth Dish Towels for drying  
Bottled Water & Soft drinks  
Charcoal / wood  
Double check inventory of cooking & serving utensils and containers before Costco Run

## Appendix F: Ducky Event Manual

# TASK LIST

## Task List - Westport Rubber Ducky Race / BBQ

Task	Who	Start	Where	Comments
Event Coordinator	Lois	6 months before event	everywhere	The "go to person" and decision maker for all aspects of the event, needs to have "owners" for Registration, Food, Smoothie, Raffle, & Merchandise Booths, Promotion, Entertainment Set up (table moving, parking first aid) & Cleanup
Quilt for quilt raffle	Bobbie	4 months prior		Need time to make quilt and have 4 weeks prior for display and pre-sale
Posters, ad copy, signs, tickets, invitations creation		3 weeks prior		Printed 4 weeks prior, Update large sign & ere weeks prior, sign at recycle center, poster design wanted
Theme & entertainment coordination & contracts		3 weeks prior		Critical path for poster & ad copy
Media contact & info distribution		3 weeks prior		Long lead pubs get generic entertainment info
Kids Raffle baskets & Flower baskets	Bobbie & Steve	3 weeks prior		
tents, tables, chairs		3 weeks prior		Verify we have everything needed
Flowers for the moms, tables & raffle	Steve	3 weeks prior		Purchase or grow amount and size for event
Insurance	Bill	3 weeks prior		Additional loss payee to the RV park
Merchandise Booth	Lee	3 weeks prior		Check inventory & determine if new merchandise to be procured
Food planning & procurement		3 weeks prior		Tri-tip 6 wks prior, other food orders 1, 2 wks prior, pickup 1, 2 days prior
Smoothie Booth		2 weeks prior		Coordinate supply purchase with food procurement and request dessert donations
Signs for event: tickets, food, donations etc.		2 weeks prior		Place posters and wood signs
Race course set up	Homer & Pete	2 weeks prior	RV Park	Check that race course is clear, creek flowing, all materials on hand
Set up		2 days prior	RV Park	Start 2-3 days prior to scope out race course, schedule table moving with campground
Food Pre-prep		Fri & Sat		Salad prep, dressing tri-tip marinade, rice, bean bread, Ro Stew
Food final prep & cooking		Sun AM		BBQ tri-tip, dress salad, rice, beans, corn bread, Ro Stew
Food Serving		Sun Noon - 2:30 PM	RV Park	
Parking	WVFD	Sun 11AM - 2PM	RV Park	
Announcer	Gary	Sun 11AM - 4PM	RV Park	Announce events and times and winners
Duck registration & meal tickets at entrance	Thad	Sun 9 AM - 4PM	RV Park	Reg & ticket sales start at 11 AM
Security	WVFD	Sun 11AM - 4PM	RV Park	2 firemen with security vests
Cleanup	Everyone	Sun from ~ 3:30 PM	RV Park	Race course tear down starts after last race, reg starts after raffle is finished

# WESTPORT RUBBER DUCKY RACE FOOD TO DO LIST (FROM PAM BROWN)

1. Order (#120?) trimmed tri-tips from Ken @ Harvest. Order at the beginning of April
2. Order (3) cases of beans from Gary (SYSCO) 1-800-877-7012 ext. 8773. Get Mex. Style Pinto Beans 6/#10 cans per case (NO MEAT). Order 2 weeks before event
3. Buy marinade ingredients on Saturday before event and order cabbage and carrots from Greg (Purple Rose)
4. Clean buckets for coleslaw and bottle for marinade
5. Make marinade
6. Call Bill (WVS Treasurer) (check for meat, etc.) 964-7355, need to get check by Thurs. before event
7. Call Bill Knapp (WVFD) about chafing dishes and stainless steel bowls, also talk to Greg (Purple Rose) regarding more stainless steel bowls and chafing dishes if needed. Need at least 2 large bowls, one for ice and one for slaw
8. Talk to Lois about hospital pans for cornbread (6)
9. Drop marinade off at Harvest & check tri-tip prices
10. Make copy of cornbread recipe, if needed
11. Bring ice chest
12. Shop for dry ingredients for cornbread
13. Spices for coleslaw
14. Leave note for Greg (Purple Rose) about what you need from them
15. Order napkins from Greg (Purple Rose) - guys do coleslaw Friday nite 2 pkgs.
16. Steven (Head cook) gets meat hooks
17. Bring (2) ice chests
18. Mix dry ingredients for cornbread in extra, extra, large ziploc bags. Put 2x's the recipe in each bag - dry ingredients only
19. Call Marie (Community Store) and ask if it is okay to put tri-tips in her cooler on Friday before event, if not, check with WVFD about their cooler
20. Shop for wet ingredients for cornbread, foil for top of cornbread, buy largest ziploc bags
21. Shop for veggie stew, all other ingredients, foil, corn oil, coleslaw dressings, 5 lemons for ice tea
22. Bring buckets for coleslaw and rice to Purple Rose and foil plus 2 jars for ice tea
23. Buy Sterno
24. Pay for meat and all other ingredients
25. Make coleslaw dressing
26. Mix dry ingredients for cornbread and put in ziploc bags
27. Drop off dressing, cornbread's dry and wet ingredients and recipe at Deli (NEED NEW LOCATION). Bring oil for pans, foil, yardstick and butter to coat top of bread
28. Bake squash for stew, chop veggies for stew
29. Take home napkins

## Appendix F: Ducky Event Manual

30. Shred cabbage and carrots at Purple Rose
31. Make Rio Stew
32. Greg (Purple Rose) takes coleslaw and tea to Deli
33. Make cornbread at ~~deli~~**(NEED NEW LOCATION)** - bring serving table set up
34. Pack utensils for Steven (Head cook)
35. Steven (Head cook) picks up meat at Harvest and takes it to Westport Store or WVFD frig. Have Steven (Head cook) stick roast w/fork & turn over in marinade before putting them in cooler

## SUNDAY

36. Bring to Deli **(NEED NEW LOCATION)**;
  - A. Veggie Stew
  - B. cilantro/mint + bowl + spoon for Veggie dish
  - C. pot holders
  - D. aprons
  - E. dish towels
  - F. large blue pot for boiling water for chaffing dishes
  - G. ducky grocery receipts for Bill
  - H. box for tickets and rubber bands
  - I. can opener
  - J. extra wide foil to cover beans
  - K. utensils for serving
  - L. Sterno cans and matches
37. At Deli:**(NEED NEW LOCATION)**
  - A. heat beans
  - B. mix coleslaw
  - C. cut cornbread
  - D. chop cilantro and mint
  - E. boil water for chaffing pans
  - F. heat Veggie stew
38. Steven's (Head cook) needs:
  - A. cutting board(s) and knife and knife sharpener
  - B. pot holders
  - C. Hooks for turning meat
  - D. oak bark, wood or charcoal
  - E. matches, kindling and paper
  - F. pans for transporting meat to site
  - G. foil for covering pans

# RECIPES (FROM PAM BROWN)

## BEANS

Preheat oven to 350 degrees

Open up cans and drain beans so there is not a lot of liquid.

Empty 4 cans of beans in one waterbath pan you will need 3 waterbath pans.

You will use a 12 cans of beans divided between the 3 waterbaths.

Empty 3 cans of beans in one waterbath.

You will use a total of 15 cans of beans.

Cover with foil and heat till very hot. Leave foil on pans.

## COLESLAW DRESSING

8 cups + 10 TBSP mayonnaise + 3/4 cup mayo

( one 64 oz. jar)

2 cups sugar

1 cup vinegar

4 cups canola oil

1 tsp. EACH onion, mustard, celery powder (sub, celery salt for celer powder and cut back on salt)

8 TBSP lemon juice

1 QT. 1/2 and 1/2

salt to taste

Mix all ingredients together in a very large bowl with a whisk until well blended. This amount should fill 3 4 (64oz) mayonnaise jars. Store in frig.

## CORN BREAD

INGREDIENTS AMOUNT(1X) 2X'S 4X'S

Cornmeal 3 cups 6 cups 24 cups  
Flour(all purpose) 4 cups 8 cups 32 cups  
Sugar 1/2 cup 1 cup 4 cups  
Baking Powder 2 1/2 TBSP. 5 TBSP. 20 TBSP.  
Baking Soda 2 tsp. 4 tsp. 16 tsp.  
Salt 2 tsp. 4 tsp. 16 tsp.  
Buttermilk 1 quart 2 quarts(1/2 g) 4 1/2 gallons  
Milk 1/4 cup 1/2 cup 2 cups  
Eggs, beaten 4 lg. 8 lg. 32 lg.  
Corn Oil 3/4 cup 1 1/2 cups 6 cups  
Sweet creamstyle corn 1 14oz. can 2 14oz cans 8 14oz. cans  
Green Ortega Chilies,diced 1 sm. can 2 sm. cans 8 sm. cans  
Butter 1 stick 4 sticks

Note: Two times the recipe will fit in a Full sheet pan 1" deep (hospital). The 4x's is for shopping purposes.

### Procedure:

Preheat oven to 400 deg.. Grease 4 pans. Sift together dry ingredients in a large bowl. Combine the wet ingredients in a bowl including corn and chilies. Add wet ingredients to the dry ingredients, mixing only until the dry ingredients are moistened. Pour into oiled pans and bake for approx. 40 minutes. Check periodically. The cornbread is done when a toothpick or knife is inserted at the center is dry when it is pulled out and top is starting to brown. Rub one entire cube of butter on top of done cornbread while still hot one cube per pan

Note: Only put in one pan on each shelf in the ovens no more than 2 pans per oven otherwise it brings the temperature down to low in the ovens. Cut cornbread as needed. Either 7x10 which is 70 pieces per pan or 8x10 which is 80 pieces per pan

## RICE

Use Purple Rose rice pots to measure you're amounts. 1 P.R. pot makes about 35 1/2 cup servings you will need 8 P. R. pots of rice

1 cup uncooked rice = 4 6 cups cooked

Put (1) pot (sm) of white rice in large pot. Add some chili powder(until it has a reddish hue) garlic salt and some canola oil. Mix together with a spoon until blended. Add (2) pots (sm) of water to the large pot. Swirl around and cover. Heat on med high heat until boiling and then turn down the heat to low medium until rice is done about 1/2 hour or so. Transfer cooked rice to large chafing dish and fluff with a fork and cool. You will do 6 pots on Saturday. After it has cooled cover with foil and put in frig. On Sunday you will make (2) more pots and transfer these directly into a large white bucket and cover. You will need to heat the rice on Sunday morning that you made on Saturday. Uncover and add some water(about 1/2 cup) you need to create some steam to warm the rice recover and heat at around 325350

degrees until hot check often. Then when rice is hot transfer to white buckets and cover tightly. You will need the chafing dishes.

Rice should take about 1 1/2 hours to heat up..If it doesn't seem to be heating up fast enough turn up the heat. Stir often.

## GROCERY LIST (FROM PAM BROWN)

### MISC VEGGIE DAIRY

8 LG Sterno\*  
FOIL (2) 1g 37 1/2 wide 3 lg peeled garlic bottles 4 1/2 gal. buttermilk  
17 c. olive oil/canola oil or bags 2 c. whole milk  
( for marinade) 6 sm butternut squash 32 lg. eggs  
4 c. canola oil get lg bottle ( 6 lbs total ) 1 # butter  
(for cole slaw)+ extra 4 1/2 lbs. white mushrooms 1 qt. 1/2 & 1/2  
10 c. red wine (1.5 liter 6 med. yellow onions + 1 750 bottle) 3 lg red bell pepper  
6 28oz. canned chopped 3 lg yellow bell pepper  
tomatoes (reg) 12 med. green zucchini  
6 c. white hominy (2 lg cans) 3 cilantro  
1 sm. can chipotle chilis 1 bunch mint  
1 pkg. dried poblanos 6 lemons ( juice for coleslaw)  
24c yellow cornmeal  
(1# = 2 3/4 c 5# = 13 3/4 c)  
2 5# bags or 3 (4# bag = 11 cups)  
32 c all purpose flour  
(5# = 15 c)  
2 5# bags + 1 2# bag MEAT  
4c white sugar + 2c for cole slaw 120# trimmed tri tip  
1 5# bag plus one cup of your own  
1 can baking powder ( 20 TBSP)  
1 box box baking soda  
6 c corn oil (96 tbsp = 6 cups & 48 tbsp = 3 cups  
also enough for pans)  
8 cans sweet cream style corn LARGE ZIP LOC BAGS FOR  
8 sm cans chopped Ortega chilis TRI TIPS TO GO  
1 64 oz mayonnaise + 10 TBSP  
( 1 lg jar = 64oz + med. jar)  
1 bottle white wine vinegar  
6 tsp cinnamon  
9 tsp cumin  
1 tsp. EACH onion, mustard & celery powder \*\*  
Kosher salt  
Pepper ground

\* Fire Dept or Ft Bragg Rent All

\*\* hard to find celery powder use celery salt and cut back on salt for cole slaw

# EVENT PUBLICITY (FROM THAD VAN BUEREN)

Publicity is the key to a successful event, higher participation, and higher proceeds.

1. **Poster:** A 8.5x11 inch color poster is printed and posted in local store windows and bulletin boards. This poster is also posted on the WVS web site and used for Public Service Announcements (PSAs). (Example attached)
2. **Brochure:** A trifold brochure contains full details on the event and is distributed to the Chamber of Commerce, at the Westport Store, and at local businesses. (Example attached)
3. **Advertisement:** A paid ad is placed in the Fort Bragg Advocate News the week before the event and might be productively placed for two weeks leading up to the event. (Example attached)
4. **PSAs:** A public service announcement is prepared and distributed by email to all local news media (County radio stations and newspapers). There is typically a specific email address for PSAs and it is worth verifying if it is correct because they sometimes change. The PSA must be succinct, with the web link supplied for further information. The poster/brochure also may be appended to the PSA as additional information. (Example attached)
5. **News Articles:** These are supplied to the Westport Wave and Fort Bragg Advocate News in the period leading up to the event and a photo is usually included. The FBAN is more likely to publish a free article when we also buy an advertisement. (Example attached)
6. **Signage and Big Duck:** Large signs are placed along Highway 1 north and south of Westport in the week or two leading up to the event, as well as in key locations in Fort Bragg. A large sculptural duck has also been used to herald the upcoming event. The lot on Highway south of Century 21 Real Estate is a key location, as well as the lot on west side of intersection of Highways 1 and 20.
7. **Web Site:** Event information and an electronic version of the event poster are typically posted on the WVS web site well before the event. Thad is the webmaster (thad@mcn.org).
8. **Chamber of Commerce:** WVS is a member and we place brochures at the Chamber. We also have the opportunity to get our information onto the Chamber web site, although this avenue has not be utilized thus far. Westport resident Rosalie Scott works at the Chamber and can offer assistance (964-7995).

# REGISTRATION BOOTH (FROM THAD VAN BUEREN)

Operating this booth usually involves a minimum of 5 people to carry out the following overlapping or concurrent tasks:

1. Setup (all hands)
2. Registration/Sales (2 registrars; 1 duck monitor)
3. Beauty Contest (At least 1 judge; 2 are better)
4. Race Coordination (1 race referee/runner; 1 prize distributor)

## **Appendix F: Ducky Event Manual**

An Announcer uses a script to assist in all aspects of the event, interfacing with the registration booth staff to announce contest, races, and winners. This booth is typically broken down after 3:15 PM. One troublesome issue is the fact that ducks sometimes disappear, possibly due to theft.

### **BOOTH SETUP**

The typical setup involves a dining canopy with 3 tables set along 3 sides. Two additional picnic tables set up nearby provide places where race entry cards are filled out by guests. An easel/poster is set out front to explain race entry procedure, rules, and costs. Two chairs and a cash box with meal tickets are set up for use by the 2 registrars, while the side tables host race entries on one side divided in thirds (three races each separately labeled); and on the other side the beauty contestants. Prizes are sequestered in the rear of the booth for distribution. Signs and decorations contribute to a festive feeling.

**List of Materials:** 12 x 12 ft dining canopy (spikes, hammer to secure); 3 folding tables with 3 tablecloths; 2 picnic tables; informational easel/poster; two registration stations with at least 400 blank entry cards and 2 dozen pens; signage; two chairs; box or crate; cash box with 300 meal tickets and all cash/prizes; 100+ kids race prizes; metal index card box for filing race entry cards; 4 permanent markers; wheelbarrow.

### **REGISTRATION**

Registration occurs continuously from 11:15-2:45 requiring 2 staff who coordinate the assignment of numbers for race entries and sell meal tickets. Numbers are written on the entry card and the duck, with cards filed in numeric order in a metal index card box. Ducks are placed on the race table after numbers are assigned according to the first race they will enter (the table is divided in thirds labeled by races: unique, kids, and classic). Beauty contestants are placed on the beauty contest table and must pay an entry fee (\$5), although they do not have to race. Meal tickets are also sold. A duck monitor ensures registered ducks are watched and not touched by the interested public.

### **BEAUTY CONTEST**

Hand crafted ducks are evaluated by one or several judges to determine the three that will be awarded 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> place awards (typically gift certificates contributed by Racines). Consideration is given to both ducks entered exclusively in the beauty contest and any other hand-made duck entered in a race. The winners are announced prior to the first race to allow entrants to run their hand-crafted ducks in the three races. The Announcer broadcasts the names of the winning ducks and their creators and they are recorded on the prize tally sheet.

### **RACE COORDINATION**

When the time approaches for a given race, the ducks from the appropriate section of the race table are placed in a wheelbarrow for transport to the race starting point. The race crew comes to get the entrants from the Registration Booth to the race starting point. A race referee/runner from the Registration Booth accompanies the entrants and then goes to the finish line to record, announce, and gather the 1<sup>st</sup>,

## Appendix F: Ducky Event Manual

2<sup>nd</sup>, and 3<sup>rd</sup> fastest racers. The winners are loudly proclaimed at the finish line and winners are urged to make their way back to the Registration Booth to claim their prizes. The runner returns to the Registration Booth with the winning ducks and they are looked up in the entry card file. After participants have returned to the main event area, the Announcer proclaims the winners and they are asked to come claim their prizes. An effort is made to photograph each winner with their duck. All winners are recorded on a prize tally sheet. Prizes are also awarded to each kid who enters the kid's race.

# RUBBER DUCKY COURSE AND RACE (FROM HOMER WHITEHOUSE)

2 - Race Officials

3 - Course Assistants

1 - Finish Official

The course needs to be set up on Saturday before the race.

The finish line is as close to the ocean as is safe from waves, considering stream flow.

The starting line is upstream no more than 30 minute duck floating time to the finish line.

The starting line is 2 poles one on each side of the stream with a "START" banner stretched between them. These poles need to have 2 guide lines each to keep them up during winds

The course needs to have floating PVC in 20' sections sometimes connected, along the course on both sides where it appears the ducks might get caught up in brush or rocks or even non-flowing pools. The floating pipe is tied to metal stakes driven into the stream bottom.

All stakes holding up signs or accessible to the public needs to be wrapped with caution tape.

The ducks are brought to the race course by the "Finish official" who then stays at the finish line.

The ducks are placed into the start tray (a 3' by 8' tray made of 2x2 wood poles with netting to hold all the ducks for the race).

Someone from the spectator crowd is asked to announce the start of the race.

The ducks are lowered into the water by the race officials.

The course assistants' job is to keep the ducks moving by assisting any ducks that get hung up or stalled on the course. The assistant can only help a duck back into the main flow but not further it along the course.

When the first 3 ducks cross the finish line the Finish Official documents the ducks in the order of their finish, extracts those ducks from the water and takes them back to the registration booth.

**Appendix G: Photographic Request Form**

**Request for Historical Images**

Name: \_\_\_\_\_ Telephone: \_\_\_\_\_

Address: \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Email: \_\_\_\_\_

Requested Use:  Personal/research only  Web/internet posting  
 Publication/Media (video, TV, CD, DVD)  Exhibit  Other (specify below):

Date of publication/use and duration: \_\_\_\_\_

Materials covered by this Agreement and format requested:

Catalog # _____	Description _____	<input type="checkbox"/> 8x10" Print	<input type="checkbox"/> Electronic
Catalog # _____	Description _____	<input type="checkbox"/> 8x10" Print	<input type="checkbox"/> Electronic
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Catalog # _____	Description _____	<input type="checkbox"/> 8x10" Print	<input type="checkbox"/> Electronic

(continue on additional sheet as may be needed)

I certify that the information on this form is correct and I accept all of the conditions of use specified on this form.

Signature of applicant: \_\_\_\_\_ Date: \_\_\_\_\_

Amount of Payment (see fee schedule): \_\_\_\_\_ Check # \_\_\_\_\_

The Westport Village Society acknowledges payment for the use specified herein and grants permission solely for that purpose. This permission is not valid until signed by an authorized WVS representative.

Accepted for WVS: \_\_\_\_\_ Date: \_\_\_\_\_

## **Appendix G: Photographic Request Form**

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## Appendix G: Photographic Request Form

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The publication or other use must properly credit the WVS. Credit should appear in close proximity to the image or in a special section devoted to credits. The preferred credit line is:

**Courtesy of the Westport Village Society, Inc., Westport CA (Catalog # \_\_\_\_\_)**

Crediting individual items is mandatory. Credit should be included with other Sources of Illustrations in film or video publications. The resolution of reproductions distributed electronically should not be greater than 72 dots per inch or 640x480 pixels with credit appearing in close proximity to the image on any electronic platform, whether distributed by internet or wireless means. Credit for images used in exhibitions must appear within the exhibition area.

### WVS Fee Schedule

#### Use Fees (per image)\*:

Personal Use or Research Only (no publication whatsoever)	\$10
All Other Uses (one time only; no reuse or in perpetuity use)	\$100

#### Duplication Fees (per image):

8" x 10" print on photo paper (at best available resolution)	\$15
Electronic file on CD (jpg format at highest available resolution)	\$15
Sales Tax: (based on cost of duplication only at 7.625%)	total x 0.07625

#### Shipping Fees (shipped in cardboard envelope via US Mail)\*\*:

Media mail (rate subject to change as postage increases)	\$10
Priority Mail (rate subject to change as postage increases)	\$15

\* Use fees are treated as a donation to the WVS. Because the WVS is a nonprofit 501(c)(3) corporation, this donation may be tax deductible. Consult a tax professional for advice on this matter.

\*\*Note: multiple images can generally be sent for the same shipping cost depending on weight. If you request more than 6 prints with shipping by media mail the cost may be slightly higher. Priority mail is sent at a flat rate.