

BY-LAWS OF THE PUBLIC LANDS FOUNDATION

November 20, 1987

As Amended: 1-16-88, 6-8-89, 6-30-91, 12-15-91, 8-1-92, 12-1-96, 3-99, 12-31-04
2-15-10, 10-2-13, 09-15-17, 09-13-19, 09-14-21

ARTICLE I—NAME AND LIFE

1. The name of the corporation shall be the Public Lands Foundation (PLF).
2. There shall be no limit to the life of the PLF.
3. The corporation is a private, non-profit foundation.

ARTICLE II—PURPOSE AND METHODS

1. The primary purpose is to advocate for the professional and sustainable management of the public lands and resources administered by the Bureau of Land Management (BLM), U.S. Department of the Interior.

2. FOCUS:

A) Encourage public support for retaining the public lands in public hands, sustainably and professionally managed.

B) Advocate and work for the stewardship of the public lands and resources administered by the BLM for the responsible common use and enjoyment of the American people.

C) Encourage optimum implementation of the Federal Land Policy and Management Act (FLPMA) and the multiple use and sustained yield policy direction as defined in the Act.

D) Encourage professionalism among BLM employees, and support the use of professional employees throughout the BLM, including top management positions.

E) Increase the public awareness of the public lands administered by the BLM, the issues that surround them, and the need for balanced solutions to these issues for the benefit of the American people.

F) Encourage communication among members and associates.

G) Educate youth about the public lands and their benefits, and challenges of public land management.

ARTICLE III—MEMBERSHIP AND DUES

1. Membership is available to any person or organization supportive of the mission of the Public Lands Foundation who pays the appropriate dues.
2. All members shall pay annual dues in the amount specified by the Board of Directors.
3. There is no limit to the number of members.
4. The Board of Directors may grant an honorary non-voting membership to any person who has made a significant contribution to the achievements of PLF objectives.
5. A complimentary one-year initial membership may be granted upon approval by any member of the Board of Directors.

ARTICLE IV—STRUCTURE

1. PLF shall be a non-profit corporation with a Board of Directors (Board) consisting of not more than 38 persons plus past presidents, namely: 6 Officers (President, Vice President, Vice President for D.C. Affairs, Vice President for Operations, Secretary, and Treasurer), up to 19 Directors-at-large; one Representative each from the 12 western states including Alaska, and one Representative to represent the Mid-Western and Eastern States Regions combined.
2. PLF is an independent, private non-profit organization and is not connected or affiliated with any Federal, State or local government agency or entity.
3. PLF shall not undertake any activity outside the scope of its Articles of Incorporation and these By-laws, and that is inconsistent with Section 501(c)(3) of the IRS code.
4. No provisions of these By-laws may violate any provision of the PLF Articles of Incorporation.
5. These By-laws shall be subject to amendment by a majority vote of the Board of Directors. In addition, the Board also may consider an amendment upon receipt of a petition of at least 25% of the paid-up PLF members.
6. An Advisory Council may be established to advise PLF on Public Land policy issues and to assist PLF in finding adequate financial resources to support a paid Executive Director and to advise on the merits of the establishment of a permanent Board of Trustees.
7. To provide for the day-to-day direction of the organization, an Executive Committee may be established of not less than 5 members including the officers of the PLF plus members appointed by the President.

ARTICLE V—BOARD OF DIRECTORS

1. The Board shall be elected by paid-up members. Officers and Directors-at-large shall be elected by the membership at large. State Representatives shall be elected by the members residing in their respective states.
2. Directors and officers shall serve as volunteers without compensation but may be reimbursed for out-of-pocket expenses.
3. The President shall serve for a period of two calendar years. All other officers and State Representatives shall serve for a period of one calendar year. All officers, State Representatives and Directors-at-large may be elected for more than one period of service.
4. Vacancies, which occur in an elective position, shall be filled by the Board. Prior to the Board action, the President of the Foundation may appoint an interim officer or director. The replacement person shall serve until the term of the previous incumbent expires or a mail ballot otherwise occurs.
5. The majority of those present at the annual board meeting or the majority of those responding to a matter put before the Board by mail or e-mail shall prevail in all matters before the Board.
6. No less than fifty percent of the Board members shall be former employees of the BLM who have retired from Federal government service.
7. A representative from the National Association of Forest Service Retirees (NAFSR) shall be an ex officio (non-voting) member of the PLF Board.

8. The Board may undertake any lawful activity within the scope of the PLF Articles of Incorporation and these By-laws.

ARTICLE VI—BALLOTS

1. All elections shall be conducted by mail or electronic ballot and the rule of plurality among paid-up members voting shall prevail.
2. Elections of Officers, Directors-at-large and State Representatives shall be held annually prior to expiration of the terms of incumbents.
3. The Executive Committee, to the extent possible, shall nominate for elective positions at least one volunteer member for each vacant position. Paid-up members may write in volunteers of their own choice.

ARTICLE VII—DUTIES

1. The Board shall:
 - A) govern all affairs, activities and property of PLF;
 - B) determine annually the specific goals and objectives for the ensuing year and shall modify them as conditions in their opinion require;
 - C) establish annually a budget for the ensuing year; and
 - D) appoint an acting officer in the temporary absence of an officer; employ such persons, such as Executive Director and others, as needed to carry out the purposes of the PLF.
 - E) approve the annual IRS tax filing and audit or CPA Review.
2. The President, in consultation with the other Board members, shall:
 - A) direct the operations of the PLF in accordance with the Board's plans and budget; and
 - B) call and preside at all meetings of the Board.
3. The Vice-President shall:
 - A) assist the President in the performance of the President's duties; and
 - B) serve as President in the absence of the President.
4. The Vice President for D.C. Affairs (an appointed position) shall:
 - A) represent the President at such Washington, D.C. area events, meetings and activities that the President is unable to attend.
5. The Vice President for Operations shall:
 - A) oversee the work of the PLF, including its committees, programs and projects; and
 - B) advises State Representatives and supervises the PLF Executive Director.
6. The Treasurer shall:
 - A) be responsible for collecting, safeguarding, and disbursing all PLF funds; and
 - B) be the principal contact for PLF's accountant(s), including timely filing of IRS tax forms and annual audit or CPA Review.

7. The Secretary shall:

- A) be responsible for having minutes made of all Board meetings;
- B) attend to correspondence of a general nature; and
- C) be responsible for maintaining the membership role.

8. The Executive Committee shall:

- A) consist of the Board President as Chairperson and as members the Vice President, Secretary, Treasurer, and the Vice President for Operations;
- B) include the Executive Director as an Advisory member of the Executive Committee; and,
- C) except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the interval between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

9. Directors-at-Large shall:

- A) assist annually in the determination of specific goals and objectives of the ensuing year and modify them as conditions require;
- B) facilitate implementation of annual goals and objectives;
- C) assist the President and Vice President, as requested;
- D) actively chair or serve on one or more committees; and
- E) stay current on national natural resource issues and PLF positions on those issues.

10. State Representatives shall:

- A) promote membership in PLF from the general public as well as current BLM employees, and develop a system/process for keeping current with new BLM retirees, names and addresses for membership purposes;
- B) stay current on natural resources issues and PLF positions on those issues; understand local implications, represent PLF locally on those issues and provide feedback to the PLF Board of Directors;
- C) assist annually in the determination of specific goals and objectives of the ensuing year and modify them as conditions require;
- D) facilitate implementation of annual goals and objectives;
- E) actively chair or serve on one or more committees; and
- F) assist the President and Vice President, as requested.

11. Executive Director shall:

- A) Assist the PLF in promoting its mission, vision, goals and activities before the BLM, DOI, Congress and other organizations.
- B) Direct and/or conduct all PLF fundraising activities, including major donor development and pursuit of grants, and funding needed to support the Executive Director position.
- C) Develop marketing tools and materials that communicate PLF's message about WHO WE ARE AND WHAT WE DO.
- D) Assist in the development and implementation of membership recruitment campaigns for new members.

- E) Serve as the initial public point of contact for the PLF.
- F) Assist PLF in establishing and nurturing relationships with other organizations and foundations that are willing to support PLF's advocacy.

ARTICLE VIII—FINANCES

1. The PLF fiscal year shall be from January 1 through December 31 of the calendar year.
2. Only the President, Vice President for Operations, Treasurer and such other officer(s) designated by the Executive Committee shall have authority to sign checks. Only the Treasurer and those officers and members authorized by the Vice President for Operations may have a PLF business credit card, with specific usage and amount limits.
3. The Executive Director shall have limited spending authority as approved by the Executive Committee and within the approved budget.
4. Investments: The PLF shall have the right to retain all or any part of any securities of property acquired by it and to invest and reinvest funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of the PLF if such action is a prohibited transaction or would result in the denial of Federal tax exemption to the PLF under Section 501(c)(3) of the Internal Revenue Code of 1954, or any successor provision or provisions thereto.
5. No part of the net earnings of the PLF shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the PLF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the PLF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the PLF shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
6. Notwithstanding any other provision of these articles, the PLF shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code); or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of any future Federal tax code).

ARTICLE IX—CHAPTERS

1. PLF members residing in a State or region may organize a PLF Chapter for the purpose of furthering the objectives of the PLF mission, programs, and specific activities.
2. Each Chapter may elect such officers as it finds desirable and adopt its own By-laws consistent with the PLF Articles of Incorporation and these By-laws.

3. Chapters shall direct their activities consistent with PLF guidelines issued by the Board or, in the absence of relevant guidelines, consistent with specific authorization of the Board. Such activities may include, among others, determination of the status of management of the public lands in their areas, exchanges of information concerning the status of public land programs, reports to the PLF Board with or without recommendations, and organization and direction of activities recommended by the Board or PLF President.

ARTICLE X—MEETINGS

1. The Board shall aspire to meet twice a year at the call of the President, with one being an in-person meeting, if possible.
2. PLF Chapters shall meet as often as they deem practicable at the call of the person elected by the members of the Chapter for that purpose.

ARTICLE XI—EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-laws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, or any successor provision or provisions thereto.

ARTICLE XII—CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIII—INDEMNIFICATION AND INSURANCE

The PLF shall maintain liability insurance coverage of a type and in an amount sufficient to meet the requirements of Section 13.1-882 of the Virginia Nonstock Corporation Act, or any successor to those provisions which have for their purpose or effect the limiting of liability of the PLF, its volunteers or employees. The PLF shall, to the maximum extent permitted by Virginia law, indemnify its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, arising by reason or fact that any such person is or was an officer or Director of the PLF, and shall advance to such officer or Director expenses in preparing for or defending any such action or proceeding to the maximum extent permitted by law.

ARTICLE XIV—AMENDMENT TO BY-LAWS

These By-laws may be amended, altered or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all Board members at least ten (10) days before the meeting.

ARTICLE XV—NON-DISCRIMINATION

Notwithstanding any provision of these Bylaws, the PLF shall not discriminate in its policies or procedures with regard to race, color, religion, age, sex, sexual orientation, national origin, ethnicity, sensory handicap, or physical handicap.

ARTICLE XVI—DIVERSITY, EQUITY AND INCLUSIONS

The PLF and the Board are committed to incorporating the values of diversity, equity, and inclusions (“DEI”) in the governance and operations of the PLF. These values shall be codified in a DEI policy adopted by the Board.

ARTICLE XVII—DISSOLUTION

Upon the dissolution of the PLF, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

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