

**AMENDED AND RESTATED BYLAWS
OF
BAY PLANNING COALITION**
(a California Nonprofit Public Benefit Corporation)

ARTICLE I: NAME

Section 1. Name. The name of this corporation is Bay Planning Coalition.

ARTICLE II: PURPOSES

Section 1. Specific and Primary 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 Corporation Law of California ("California Nonprofit Corporation Law") for public purposes. The specific and primary purposes of this corporation are to enhance the social welfare of residents of, and visitors to, the San Francisco Bay Area by promoting the reasonable, prudent, and balanced planning for the development and preservation of San Francisco Bay and its shoreline areas and to aid the many government entities engaged in the planning and permitting processes to achieve these goals. To this end the corporation shall, amongst other things, conduct studies and research projects to determine how best to achieve these objectives and shall make its findings available to the governmental agencies involved and to the general public.

Section 2. Secondary and General Purposes. The secondary and general purposes and powers of this corporation include to possess and exercise all of the powers conferred by law on nonprofit organizations, and to have all powers and to do all acts necessary or incidental to the administration of the affairs, and for carrying out the purposes of the corporation including, without limitation, the following:

- (1) To solicit, raise, receive, administer, hold, invest or sell funds or property to support its activities.
- (2) To solicit, arrange and receive grants and contributions of all types from individuals, organizations, corporations, foundations, government agencies and others to support and foster its activities.
- (3) To give, grant or loan for use in furthering the primary purposes of the corporation, to qualified nonprofit organizations exclusively, funds and property which the corporation has acquired.
- (4) To provide facilities, personnel, promotion and funds to achieve, and to assist the public and other organizations to further the primary purposes of the corporation.
- (5) To retain the personnel and contract for the services necessary to accomplish the purposes of the corporation.

- (6) To buy, rent, or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor or lessee, mortgage, pledge, encumber by deed of trust, transfer in trust or otherwise dispose of any kinds of property, whether real, personal, or mixed, including shares of stock, bonds or securities; to enter into and perform contracts in its own name, and to enter into any of the transactions authorized by the California Commercial Code; provided, however, that no member of the corporation shall be individually or personally liable for the debts or liabilities contracted or incurred by the corporation in the acquisition of land or leases, or the lease or purchase, construction, repairing or furnishing of buildings or other structures to be used for the purposes of the corporation, or for the debts or liabilities contracted or incurred by the corporation in the carrying out or performance of its primary purposes.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing general and specific purposes.

Section 3. Limitations. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary public purposes and the general and specific purposes of the corporation.

ARTICLE III: OFFICES

Section 1. Principal Office. As of the date hereof, the principal office of the corporation is located in the City of Oakland, State of California. The Board of Directors (or "Board") may at any time, or from time to time, change the location of the principal office. The Secretary of the corporation shall note any such change(s) of address and the effective date(s) of any such change(s) in the space below this section; any such notation shall not be deemed an amendment of these Bylaws.

666 Howard Street, San Francisco, CA	Date: January 14, 1988
303 Second Street, Suite 630 North, San Francisco, CA	Date: January 15, 1990
303 World Trade Center, San Francisco, CA	Date: October 1, 1991
10 Lombard Street, Suite 408, San Francisco, CA	Date: December 13, 2000
1970 Broadway, Suite 940, Oakland, CA	Date: March 1, 2013
_____	Date: _____
_____	Date: _____
_____	Date: _____
_____	Date: _____
_____	Date: _____

Section 2. Other Offices. The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

ARTICLE IV: MEMBERSHIP

Section 1. Qualifications. This corporation shall have one class of members as follows: any person, including an individual, public or private entity, or organization, that subscribes to the purposes and basic policies of the corporation and whose admission will contribute to the corporation's ability to carry out its purposes, shall be eligible for membership on approval of the membership application by the Executive Director and on timely payment of such dues and fees as the Board of Directors may fix from time to time, which dues and fees may vary by categories of members. No person shall hold more than one membership.

Section 2. Rights of Membership. Members shall have the right to vote on the election of directors, the disposition of all or substantially all of the corporation's assets, any merger and its principal terms and any amendment of those terms, any election to dissolve the corporation, the amendment of the corporation's Articles of Incorporation, and such other matters as set forth in these Bylaws and the California Nonprofit Corporation Law. In addition, members shall have all rights afforded members under the California Nonprofit Corporation Law and these Bylaws. This corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to members. A public or private entity or organization member may designate in writing the name or position of the individual entitled to vote or exercise its rights and to receive notices on behalf of the member. The member may amend such designation at any time, and all such designations and amendments thereto shall be filed with the records of this corporation. No member shall be entitled to any dividend or any part of the income of the corporation.

Section 3. Other Persons Associated with the Corporation. The corporation may refer to persons associated with it as "members," even though those persons do not meet the qualifications for membership set forth in Article IV, Section 1, of these Bylaws, but no such reference shall constitute anyone a member within the meaning of section 5056 of the California Corporations Code. The Board of Directors of the corporation may grant some or all of the nonvoting rights of members, as set forth in these Bylaws, to any person that does not have the right to vote on any of the matters submitted to a vote of the members, but no such person shall be a member within the meaning of section 5056 of the California Corporations Code.

Section 4. Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Those members who have timely paid the required dues, fees, and assessments and who are not suspended shall be members in good standing. The Board may require the payment of dues, fees, and assessments, in amounts to be fixed from time to time, by those persons associated with the corporation as described in Article IV, Section 3, of these Bylaws.

Section 5. Termination of Membership. A membership shall terminate on occurrence of any of the following events: (a) resignation of the member, on reasonable notice to the corporation; (b) expiration of the period of membership, unless the membership is renewed on

the renewal terms fixed by the Board; (c) failure of the member to pay dues, fees, or assessments as set by the Board within one hundred twenty (120) days after they become due and payable; (d) occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or (e) expulsion of the member under Article IV, Section 7, of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

Section 6. Suspension of Membership. A member may be suspended under Article IV, Section 7, of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Section 7. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Article 4, Sections 5 or 6, of these Bylaws, the procedure set forth below shall be followed:

(a) The member shall be given fifteen (15) days notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons therefor. Any notice given by mail shall be sent by first-class, registered, or certified mail to the member's last address as shown on the corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(c) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

Section 8. Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership pursuant to Article IV, Section 5, of these Bylaws.

Section 9. Liability for Debts or Obligations. A member of the corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 10. Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the corporation's principal office.

Section 11. Regular Meeting. A regular meeting of members shall be held at least annually at such time and place as the Board may determine. Unless elected by written ballot,

directors shall be elected at this meeting. Subject to the requirements of this Article IV of these Bylaws, any other proper business may be transacted at this meeting.

Section 12. Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Board of Directors, the president, or by five percent (5%) or more of the members. A special meeting called by any person, other than the Board, entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairperson of the Board, the president, or the secretary. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Article 4, Section 13, of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 12 shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 13. Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

Section 14. Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (a) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by the corporation to a member pursuant to Corporations Code section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation or electronic video screen communication shall include a notice that absent consent of the member pursuant to Corporations Code section 20(b), the meeting shall be held at a physical location in accordance with Article IV, Sections 10-12, of these Bylaws.

Section 15. Notice of Meetings.

(a) Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The

notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when the notice is given.

(b) Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals: (a) removing a director without cause, (b) filling vacancies on the Board, (c) amending the Articles of Incorporation, (d) electing to wind up and dissolve the corporation, (e) approving a plan of merger or consolidation, or (f) disposing of all or substantially all of the corporation's assets.

(c) Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date to each member entitled to vote at that meeting. The notice shall be given either personally, by electronic transmission by the corporation in accordance with Corporations Code section 20, by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the corporation's principal office is located.

(d) Notice given by electronic transmission by the corporation shall be valid only if it is delivered:

(i) By (A) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation, (B) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it, or (C) other means of electronic communication;

(ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(iii) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing, (y) an electronic transmission by this corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the

consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (A) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (B) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the corporation, and (C) the procedures the recipient must use to withdraw consent, and (z) notice shall not be given by electronic transmission by the corporation after either of the following: (A) the corporation is unable to deliver two consecutive notices to the member by that means or (B) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

(e) An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the secretary or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the corporation's minute book.

Section 16. Membership Meeting Quorum. Twenty percent (20%) of the voting power shall constitute a quorum for the transaction of business at any meeting of the members. If, however, any regular meeting is actually attended in person or by proxy by less than one-third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given pursuant to Article IV, Section 15, of these Bylaws. Subject to the foregoing, the members present at a duly called or held meeting at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the members required to constitute a quorum, or such greater number as required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law.

Section 17. Adjournment. Any member meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a member meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after 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. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Section 18. Voting. Subject to the California Nonprofit Corporation Law, members in good standing on the record date determined under Article IV, Section 22, of these Bylaws shall be entitled to vote at any meeting of members. At a meeting, voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting is prohibited. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Articles of Incorporation, these

Bylaws, or the California Nonprofit Corporation Law. In any election of directors, the candidates receiving the highest number of votes are elected. Each member shall have the right to vote for as many nominees as there are vacancies on the Board of Directors to be filled by the members.

Section 19. Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present either in person or by proxy and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Article IV, Section 15, of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 20. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consents shall be filed with the minutes of the member proceedings. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 21. Action by Written Ballot Without a Meeting.

(a) Any action that members may take at any meeting of members, including the election of directors, may also be taken without a meeting by complying with the provisions of this Section 21 concerning written ballots.

(b) The corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots and any related material shall be mailed or delivered in any of the manners authorized under Article IV, Section 15, of these Bylaws.

(i) All solicitations of votes by written ballot shall state (A) the number of responses needed to meet the quorum requirement, (B) with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures, and (C) the time by which the ballot must be received in order to be counted.

(ii) Each ballot so distributed shall (A) set forth the proposed action, (B) provide the members an opportunity to specify approval or disapproval of each proposal, and (C) provide a reasonable time within which to return the ballot to the corporation.

(c) If the corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members of a corporation shall afford an opportunity on the written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

(d) In any election of directors, a written ballot that a member marks “withhold”, or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(e) Approval by written ballot shall be valid only when (i) the number of votes cast by ballot, including those ballots marked in a manner indicating that authority to vote is withheld, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(f) A written ballot may not be revoked. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records.

Section 22. Record Date.

(a) For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. A person holding a membership at the close of business on the record date shall be a member of record. The record date so fixed for (i) sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting, (ii) voting at a meeting shall be no more than sixty (60) days before the date of the meeting, (iii) voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited, and (iv) taking any other action shall be no more than sixty (60) days before that action.

(b) If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 23. Proxies.

(a) Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

(b) If the corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter the vote shall be cast according to that specification. In an election of directors, any form of proxy that a member marks "withhold" or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

(c) Any proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

(d) A validly executed proxy shall continue in full force and effect until either (i) it is revoked by the member executing it, before the vote is cast under that proxy, by (A) a writing delivered to the corporation stating that the proxy is revoked, or (B) by a subsequent proxy executed by that member and presented to the meeting, or (C) as to any meeting, by that member's personal attendance and voting at the meeting, or (ii) written notice of the death, incapacity of the maker of the proxy is received by the corporation before the vote under which that proxy is counted. A proxy may not be irrevocable. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three (3) years from the date of execution.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or these Bylaws regarding actions that require approval of the members, the business and affairs and activities of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number and Qualifications of Directors. The Board of Directors shall consist of at least nine (9) but no more than fifty (50) directors unless changed by amendment to

these Bylaws. The Board of Directors shall fix the exact number of directors on the Board, within these limits, from time to time by resolution. The qualifications for directors are that they must be individuals who are members or designated representatives of members of the corporation.

Section 3. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be “interested persons.” An interested person for purposes of this section is (a) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time 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. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4. Election of Directors.

(a) Directors shall be elected to serve for three (3) years. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until the election and qualification of a successor, or until that director’s earlier resignation or removal in accordance with these Bylaws and the California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered and, in order to do so, temporarily adjust the terms of some directors. Directors may serve any number of consecutive terms.

(b) The Board of Directors shall appoint a governance committee to, among other things, nominate qualified candidates for election to the Board at least one hundred twenty (120) days before the date of any election of directors. This governance committee shall make its report at least ninety (90) days before the date of the election, or at such other time as the Board of Directors may set, and the secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the committee under this section.

(c) If a meeting of members is held for the election of directors, any member present at the meeting in person or by proxy may place names in nomination.

(d) The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee’s qualifications and the reasons for the nominee’s candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

Section 5. Vacancies.

(a) A vacancy on the Board shall exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the California Nonprofit Corporation Law dealing with

standards of conduct for a director, or has missed three consecutive meetings of the Board of Directors or a total of four meetings of the Board during any twenty-four month period; (iii) the vote of the members to remove a director; (iv) an increase in the authorized number of directors; or (v) the failure of the members, at any meeting of members at which directors are to be elected, to elect the number of directors required to be elected at such meeting.

(b) Except as provided in this paragraph, any director may resign by giving written notice to the president, the secretary, or the Board of Directors. The resignation shall be effective when the notice is given, unless it specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director.

(c) Except for a vacancy created by the removal of a director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, or (iii) the approval of a sole remaining director. The members may fill any vacancy not filled by the directors. Prior to the removal of any director, the director to be removed shall have been notified in writing in the manner set forth in Article VI, Section 13, that such action would be considered at the meeting at which removal is voted.

(d) The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

(e) No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6. Meetings.

(a) Each year, the Board of Directors shall hold at least one (1) regular meeting, at a time and place fixed by the Board, for purposes of organization, election of officers and directors, and transaction of other business. Notice of this meeting is not required. Other regular meetings of the Board of Directors may be held without notice at such times and places as are fixed by the Board.

(b) Meetings shall be held at any place designated by resolution of the Board or in the notice of the meeting, or, if not so designated, at the principal office of the corporation. A meeting may be held at any place consented to in writing by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting. Any meeting may be held in whole or in part by conference telephone, video screen communication, or other communications equipment permitted by the California Nonprofit Corporations Law, as long as all directors participating in the meeting can communicate concurrently with one another and all other requirements of the California Nonprofit Corporations Law are satisfied. All such directors shall be deemed to be present in person at such meeting.

(c) Special meetings of the Board for any purpose may be called at any time by the president or any vice president, the secretary, or any two (2) directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least four (4) days before the date of the meeting, or communicated by telegraph, express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mail or given to the telegraph company or express mail company or other carrier at least seven (7) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 7. Board of Directors Meeting Quorum and Action at a Meeting. Presence of a majority of the directors then in office or twenty percent (20%) of the authorized number of directors (as authorized by resolution pursuant to Article V, Section 2), whichever is greater, at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporations Law. Each director shall have one vote on each matter presented to the Board for action. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 8. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article IV, Section 6.

Section 9. Action Without a Meeting. The Board of Directors may take any required or permitted action without a meeting, if all members of the Board shall individually or collectively consent in writing to such action and if, subject to Corporations Code section 5224, the number of directors then in office constitutes a quorum. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of

this section only, “all members of the Board” does not include any “interested directors” as defined in Section 5233 of the California Nonprofit Corporations Law. Written consent may be transmitted by personal delivery, first-class mail, messenger, courier, facsimile, electronic mail, or any other reasonable method satisfactory to the chair or president.

Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article VI, Section 2, as may be fixed or determined by resolution of the Board of Directors.

ARTICLE VI: DIRECTOR DUTIES AND STANDARD OF CARE

Section 1. General.

(a) A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

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

(i) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(ii) Counsel, independent accountants, or other persons as to matters that the director believes to be within such person’s professional or expert competence; or

(iii) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

(c) Except as provided in Article IV, Section 3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person’s obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions that exceed or defeat a public purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans. This corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer, without the approval of the California Attorney General, provided, however, that the corporation may advance money to a director or officer of this corporation for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Contracts with Directors.

(a) No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation unless (i) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, of financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction, (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors, (iii) before authorizing or approving the contract or transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances, and (iv) the corporation for its own benefit enters into the contract or transaction, which is fair and reasonable to the corporation at that time.

(b) This Section 3 does not apply to a transaction that is part of an educational or charitable program of this corporation if it (i) is approved or authorized by the corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the corporation.

Section 4. Indemnification and Insurance.

(a) To the fullest extent permitted by law, this corporation shall indemnify its directors and officers and may indemnify employees and other persons described as "agents" in section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying any such positions, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this section, shall have the same meaning as in said section 5238(a). Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article VI, section 4.

(b) On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly decide under section 5238(e) of that Law whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) of that Law has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under section 5238(e) of the California Nonprofit Corporation Law whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

(c) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this section in defending any proceeding covered by this section shall be advanced by the corporation before final disposition of the proceeding, upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

(d) The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its directors, officers, employees and any other agents of the corporation to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising out of the director's, officer's, employee's, or agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE VII: COMMITTEES

Section 1. Committees of Directors.

(a) The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the Board resolution, may be given the authority of the Board, except that under no circumstances may the Board delegate to a committee any of the following:

(i) Approve or take any action that, under the California Nonprofit Corporation Law or the Articles of Incorporation or these Bylaws, also requires approval of the members or approval of a majority of all members;

(ii) Fill vacancies on, or remove members of, the Board of Directors or any committee that has the authority of the Board;

(iii) Fix compensation of the directors for serving on the Board or on any committee;

(iv) Amend or repeal the Bylaws or adopt new bylaws;

(v) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

(vi) Create any other committees of the Board or appoint the members of committees of the Board;

(vii) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy or reorganization, or for the sale, lease, or exchange of all or substantially all of the

property and assets of the corporation otherwise than in the usual and regular course of its business, or revoke any such plan;

(viii) Approve any self-dealing transaction, except as provided by section 5233 of the California Nonprofit Corporation Law; or

(ix) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(b) No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

(c) The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two (2)) the number of members of a committee, and fill vacancies in a committee from members of the Board.

Section 2. Executive Committee. The corporation shall have an executive committee composed of the president, two (2) other officers, and two (2) to seven (7) other directors appointed by the Board of Directors. The executive committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Article VII, Section 1, of these Bylaws. All actions of the executive committee shall be reported to the Board of Directors at the next duly scheduled Board meeting, and the Board may then ratify, amend, rescind, or otherwise modify any such action.

Section 3. Audit Committee.

(a) In any fiscal year in which the corporation receives or accrues gross revenues of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare, or cause to be prepared on its behalf, annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standard, (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available, and (iii) create an audit committee pursuant to Article VII, Section 1 and appoint two (2) or more directors as members of the committee.

(b) The audit committee shall not include paid or unpaid staff or employees of the corporation, including, if staff members or employees, the president or chief executive officer or the treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than fifty percent (50%) of the membership of the audit committee and the chair of the audit committee shall not be a member of the finance committee. Subject to the supervision of the Board, the audit committee shall: (i) make recommendations to the Board on the hiring and firing of the CPA, (ii) confer with the CPA to satisfy audit committee members that the financial affairs of the corporation are in order, (iii) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book

issued by the United States Comptroller General, and (iv) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

Section 4. Meetings and Actions of Committees (other than Advisory Committee).

Meetings and actions of committees shall be governed by, held, and taken in accordance with the provisions of Article V of these Bylaws concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular or special meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The committee shall report to the Board from time to time as the Board may require. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee. If the Board has not adopted such rules, the committee may do so.

Section 5. Quorum of Committee. A majority of the committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6. Advisory Committees. The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be directors and members. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE VIII: OFFICERS

Section 1. Officers.

(a) The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, and such other officers as the Board may designate by resolution. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president. In addition to the duties specified in this Article VIII, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

(b) The officers shall be chosen every other year by the Board from among the directors, and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer

under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary of the corporation, without prejudice to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation. Unless otherwise specified in the resignation notice, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2. President. The president shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The president is authorized to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation. Subject to the control, advice, and consent of the Board of Directors, the president shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. The president shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board. The president shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies adopted by the Board. The president is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the corporation; and to negotiate all material business transactions of the corporation.

Section 3. Vice President. The vice president shall, in the absence of the president, or in the event of his or her inability or refusal to act, 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.

Section 4. Secretary. The secretary, or his or her designee, shall act as secretary of all the meetings of the Board of Directors and the members, and shall prepare or cause to be prepared the minutes of all such meetings. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given, if any; the names of persons present at Board and committee meetings; the number of members present or represented at members' meetings; and a description of any actions taken at meetings. The secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees that these Bylaws require to be given. The secretary shall keep or cause to be kept, at the corporation's principal office, a copy of the Articles of Incorporation and the Bylaws, as amended to date, and a record of the corporation's members, showing each member's name, address, and class of membership. The secretary shall

keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 5. Treasurer. The treasurer, or his or her designee, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, these Bylaws, or the Board. The treasurer shall have such other powers and perform such other duties as the Board or the Bylaws may require.

Section 5. Executive Director. Subject to such supervisory powers as may be given by the Board to the President, the Board may hire an executive director who shall be the general manager of the corporation, and subject to the control of the Board of Directors, shall supervise, direct, control, and conduct the day-to-day activities, affairs, and operations of the corporation. The executive director shall be empowered to hire, supervise, and fire all of the employees of the corporation, under such terms and having such job responsibilities as the executive director shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The executive director may delegate his or her responsibilities and powers subject to the control of the Board. The executive director shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The Board may, by resolution, appoint the executive director as an officer of the corporation and delegate to the executive director certain powers and responsibilities of an officer, including those of the president.

ARTICLE IX: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may by resolution authorize an officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances or types of matters. 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. Loans, Contracts, and Like Transactions. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by such person or persons as the Board shall authorize to do so or, in the absence of any such authorization, by the president and the secretary or treasurer.

Section 3. Deposits and Checks. 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 may select. All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such

person or persons as the Board shall authorize to do so or, in the absence of any such authorization, by the president and the secretary or treasurer.

Section 4. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the corporation.

Section 5. Corporate Seal. The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE X: RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

- (a) The corporation shall keep the following:
 - (i) The originals or copies of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours;
 - (ii) Adequate and correct books and records of account;
 - (iii) Minutes of the meetings and proceedings of its members, Board, and committees of the Board;
 - (iv) A record of each member's name, address, and class of membership.
 - (v) A copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to inspection by the members at all reasonable times during office hours.
- (b) All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Section 2. Members' Right to Inspect.

- (a) On written demand of the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of meetings and proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member.

(b) Subject to the provisions of sections 6330-6332 of the California Nonprofit Corporation Law and unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(i) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the corporation, which demand must state the purpose for which the inspection rights are requested; or

(ii) Obtain from the secretary of the corporation, on written demand and tender of a reasonable charge, an alphabetized list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after (a) the demand is received or (b) the date specified in the demand as the date as of which the list is to be compiled.

(c) The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

(d) If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

(e) Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

Section 3. Director's Right to Inspect. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Annual Report and Statement of Certain Transactions.

(a) The Board shall cause an annual report to be sent to all directors and to members who request it in writing, within 120 days after the end of the corporation's fiscal year, containing the following information:

(i) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;

(ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(iii) The corporation's revenues or receipts, both unrestricted and restricted for particular purposes, for the fiscal year;

(iv) The corporation's expenses or disbursements for both general and restricted purposes during the fiscal year; and

(v) An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

(b) This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code sections 12580-12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

(c) As part of the annual report or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transaction or indemnification of the following kind:

(i) Any transaction (A) in which the corporation, or its parent or subsidiary, was a party, (B) in which an "interested person" had a direct or indirect material financial interest, and (C) that involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate more than \$50,000.

(A) For purposes of this Section 4(c)(i), an "interested person" is either (A) any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such and interest) or (B) any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

(B) The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(ii) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article 6, Sections 2 or 4, of these Bylaws, unless that indemnification has already been approved by the members under Corporations Code section 5238(e)(2).

ARTICLE XI: FISCAL YEAR

Section 1. Fiscal Year. The fiscal year for this corporation shall begin on January 1 and shall end on December 31 of each year.

ARTICLE XII: AMENDMENTS AND REVISIONS

Section 1. Amendment by Board. Subject to the rights of members under this Article XII, the Board may adopt, amend, or repeal bylaws by affirmative vote of a majority of the directors then in office, unless the action would materially and adversely affect the members' rights as to voting or transfer. Proposed amendments to these bylaws must be in writing and sent to the directors at least seven (7) days in advance of the Board meeting at which they will be considered for adoption. The Board may not extend the term of a director beyond that for which the members elected the director.

Section 2. Amending Supermajority Requirements. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 3. When Members' Approval Required. Without the approval of the members, the Board may not adopt, amend, or repeal any bylaws that would:

- (a) Increase or extend the terms of directors;
- (b) Increase the quorum for members' meetings;
- (c) Repeal, restrict, create, expand, or otherwise change members' proxy rights;
- (d) Authorize cumulative voting;
- (e) Increase the number of directors appointed by the Board rather than elected by the members; or
- (f) Authorize the Board to fill a vacancy created by the removal of a director by the members.
- (g) Specify or change a fixed number of directors or the minimum or maximum number of directors, or change from a fixed number of directors to a variable number of directors or vice versa.

Section 4. Amendment by Members. New bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Bay Planning Coalition, a California nonprofit public benefit corporation, and that these Bylaws, consisting of **twenty five (25)** pages, are the Bylaws of this corporation as adopted by the members by election concluding on **March 24, 2014**, and that these Bylaws have not been amended or modified since that date.

Executed on April 17, 2014, at OAKLAND, California.



Richard Sinkoff
Secretary