

BYLAWS

OF

BORREGO VALLEY STEWARDSHIP COUNCIL, INC. A California Nonprofit Public Benefit Corporation

ARTICLE I.

NAME AND LOCATION OF OFFICES

The name of this corporation is Borrego Valley Stewardship Council, Inc. (the "Corporation"). It is a California nonprofit public benefit corporation with principal offices at 587 Palm Canyon Drive, Suite 125 in Borrego Springs, County of San Diego, State of California 90024. The Corporation may also maintain offices at such other places within and without the State of California as the Board of Directors (the "Board," each Board member a "Director") may, from time to time, determine.

ARTICLE II.

PURPOSE

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purpose of the Corporation shall include without limitation, to celebrate, promote, and protect the unique character, irreplaceable resources, and economic vitality of the Borrego Springs Community and Anza Borrego Desert State Park (together, "Borrego Springs") for the residents, businesses, visitors, and future generations, and to engage in any other lawful activities permitted under the California Nonprofit Public Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes. The Corporation being formed for those public and charitable purposes only.

ARTICLE III.

LIMITATIONS

3.1. Political Activities.

The Corporation has been formed under California Nonprofit Public Benefit Corporation Law for the charitable purposes described in Article II, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

3.2. Prohibited Activities.

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II hereof. The Corporation may not carry on any activity for the profit of its Officers, Directors, or other private persons, or distribute any gains, profits, or dividends to its Officers, Directors, or other persons as such. Furthermore, nothing in Article II shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV.

DEDICATION OF ASSETS

4.1. Property Dedicated to Nonprofit Purposes.

The property of the Corporation is irrevocably dedicated to the purposes described in Article II. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

4.2. Distribution of Assets Upon Dissolution.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for those exempt purposes stated in Article II hereof and which has established its tax-exempt status under section 501(c)(3) of the Code.

ARTICLE V. MEMBERSHIP

5.1. Members.

The members of the Corporation ("Member") shall consist of those who have complied with the requirements set forth in Section 5.2 of this Article, have properly presented themselves for membership in accordance with the procedures determined by the Board, and who have been enrolled as members on the membership roster. No person or organization may hold more than one membership. Membership in the Corporation shall not vest in any member any distributions from the Corporation during the existence of the Corporation but shall only entitle the member to vote at meetings of the Members. The Corporation is committed to incorporating diversity, equity, and inclusion ("DEI") in the governance and operations of the organization, and to cultivating a membership reflective of the community.

5.2. Requirements for Membership.

To be a Member, an eligible person or organization must pay the annual dues and assessments (when applicable as determined by the Board), must have fully complied with the Company's principles, and must do at least one of the following:

(a) conduct business within San Diego County, California that benefits or impacts Borrego Springs residents, infrastructure and natural areas;

(b) be incorporated within San Diego County, California; or

(c) consist of a formal or informal group with a publicly stated purpose that aligns with the Corporation's mission and values.

Members are subject to any additional standards which may be set from time to time by the Board.

5.3. Voting Rights.

Members shall each be entitled to cast one (1) vote via their representative for or against the slate of Directors presented at the Corporation's Annual Meeting. Each Member shall appoint a representative who will vote on behalf of the Corporation, and furnish that representative's name and contact information to the Secretary of the Corporation. There shall be no split voting or cumulative voting. Each Member shall have the same rights and obligations as every other Member with respect to voting, dissolution, and other matters.

5.4. Removal of Members.

The membership of any Member shall cease on the happening of any of the following events:

(a) the Member's death or resignation;

(b) the failure of the Member to pay their dues assessments in a timely fashion after notice of the same;

(c) the failure of the Member to actively participate in the activities of the organization; Or

(d) the affirmative vote of two-thirds (2/3) of all Directors in office at that time.

No removal may be done unless in good faith and in a fair and reasonable manner. In the case of subdivisions (b) or (c) of this Article V, the member shall be notified at least fifteen (15) days prior to being removed from the membership list, of the fact that he or she will be removed as a Member and the reasons therefor. If the Member does not pay the dues or otherwise contact

the Corporation within ten (10) days of the notice to protest the removal, the member shall be removed from the membership list. If the Member timely lodges a protest with the Board through the Secretary of the Corporation, the member shall be given an additional five (5) days to present a written explanation/objection for presentation to the Board of Directors who shall consider the written explanation/objection prior to making a final decision on whether or not the Member shall be removed. The decision of the Board shall be final and shall not be reviewable by any court. Except as otherwise required by law or these bylaws, any rights or benefits of a Member and any other rights conferred upon a Member shall cease immediately upon termination of such Member's membership in this Corporation.

5.5. Transfer of Membership.

Membership in the Corporation is not transferable or assignable.

5.6. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting whether regular, special, or adjourned of the Members of the Corporation may be held at any place within or without the State of California that has been designated by the Board as the place of meetings. This includes multimedia formats, including conference call, video call, and other instantaneous digital communication formats that are approved by consensus of the Board and made accessible to members per the requirements of these bylaws.

5.7. Regular Meetings of Membership.

The Annual Meeting of the Corporation shall be held at a time and place to be determined by the Board. The regular annual meeting of the Members, shall be held within the first one hundred twenty (120) days of each year on a day that is not designated a legal holiday. The Board may designate a different time, date, or location, in which case notice must be given in the manner specified for special meetings. At the regular annual meeting, the Members shall consider reports of the affairs of the Corporation and transact other business as may properly be brought before the meeting, including but not limited to the election of Directors of the Corporation to serve for the ensuing year and until their successors are elected and qualified.

5.8. Notice of Annual Meeting.

Notice of all meetings of the Members shall be given to each Member via electronic mail or other means at least thirty (30) days before the meeting. The notice shall include the date and time of the meeting.

5.9. Special Meetings.

Special meetings of the Members may be called at any time by order of the President or of any Vice President or of the Secretary, or of two (2) or more Members or of the Board.

5.10. Notice of Special Meetings.

Written notice of special meetings of Members shall be given personally via electronic mail at least ten (10) days before the time fixed for holding the meeting. Notice of any meeting of Members shall specify the place, the day and the hour of meeting, and in case of a special meeting, the general nature of the business to be transacted.

5.11. Quorum.

At all meetings of the Members, whether regular, special, or adjourned, the presence of thirty percent (30%) of those members shall constitute a quorum for the transaction of business. For the election of Directors, Members who are present for or otherwise participate in any membership meeting or membership vote, including in person or by casting an absentee ballot shall constitute a quorum for the election of Directors. A consensus vote of the Members represented and voting is the act of the Members, unless these Bylaws or the law provide differently. If a quorum cannot be convened, a council meeting will be postponed to a date where a quorum can be convened.

5.12. Adjournments.

Any business that might be done at a regular meeting of the Members may be done at a special or at an adjourned meeting. If no quorum is present at any meeting of the Members, the meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In this case, no notice need be given of such adjourned meeting.

5.13. Waiver and Consent.

The transaction of any meeting of Members, however called or noticed shall be as valid as though conducted at a meeting duly

held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Members, not present in person, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes of the meeting. Any action that may be taken at a meeting of the Members, may be taken without a meeting if authorized by a writing signed by all the Members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

5.14. Action without Meeting/Ballots.

(a) Any action required or permitted to be taken at any regular or special meeting of Members may be taken without a meeting if the written ballot of every Member is solicited, if the required number of signed approvals in writing, setting forth the actions so taken is received, and if the requirements of subdivision (c) of this section are satisfied.

(b) All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(c) Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast on or before the time the ballot must be returned to be counted equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

5.15. Absentee Ballots.

Absentee ballots specifically setting forth the resolution to be voted on may only be prepared for any regular or special meeting of Members at the discretion of the Board when deemed necessary. These ballots may be used by voting Members in good standing who are unable to attend.

5.16. Voting Rights.

Only persons whose names stand on the membership records of the corporation on the day of any meeting of Members, shall be entitled to vote at such a meeting. Every Member entitled to vote at any election for Directors shall be entitled to one vote.

5.17. Proxies.

Proxies, other than the Member-named representatives are not permitted. Voting council members must be appointed by the Member organization and file their name and contact information with the Secretary ten (10) or more days prior to meetings during which there is a Member vote.

ARTICLE VI. DIRECTORS

6.1. Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws upon reaching consensus:

(a) to select and remove all the Officers, agents and employees of the Corporation, prescribe duties for them as consistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in their discretion require from them security for faithful service;

(b) to make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of the Corporation as are more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of the Corporation and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best;

(c) to adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best;

(d) to designate a competent fiduciary, whether a Director, Officer, or some other person, to borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore; and

(e) to the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

6.2. Number of Directors.

The authorized number of Directors of the corporation shall be not less than five (5) and not more than nine (9), with the exact number to be determined at discretion of the Board until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws.

6.3. Selection and Tenure of Office.

Approximately fifty percent (50%) of the Board shall be elected at each annual meeting of the Members. Each Director shall serve for a period of two (2) years which term may run in succession until a successor has been elected and qualified. If an annual meeting is not held, or the Directors are not elected at an annual meeting, the Directors may be elected at any special meeting of Members held for that purpose.

6.4. Qualifications.

Each Director must be a voting Member and must believe without reservation in the purposes of the Corporation. In addition, each Director must have attended and fully participated in at least one official event of the Corporation.

6.5. Vacancies.

Subject to the provisions of California Corporations Code section 5226¹, any Director may resign effective upon giving written notice to the Chair of the Board, the President, or the Secretary, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified. An interim Director may be appointed by consensus of the Board of Directors from when the Director seat is first vacated until the next annual meeting, upon which the Interim Appointed Director may be eligible to be elected by members per these bylaws to serve a full term.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is to be increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under the California Nonprofit Public Benefit Corporation Law. [Corp. Code, §§ 5230 et seq.].

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

6.6. Removal of Directors.

A Director may be removed from office if any of the following has been found to have occurred:

- (a) the Director misses four (4) or more consecutive board meetings without cause or prior notice;
- (b) a conflict of interest is found to exist between the Director and the Corporation;
- (c) the Director is found to have engaged in activities that are directly contrary to the interests of the Corporation;

¹ California Corporations Code section 5226 provides that, "Except upon notice to the Attorney General, no director may resign whether the corporation would then be left without a duly elected director or directors in charge of its affairs."

(d) the Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis; or

(e) A majority of Directors who meet the qualifications set forth in Section 6.4 of this Article VI determine that the Director has not continued to meet these qualifications.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Board. Removal must be by a majority vote of all the Directors.

6.7. Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special, or adjourned) of the Board of the Corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board or by the written consent of all the members of the Board.

6.8. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, as long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

6.9. Regular Meetings.

Regular meetings of the Board shall be held without call or notice immediately after the adjournment of each annual meeting of Members. Members are eligible to attend all meetings of the Board in a listening capacity and both Members and non-Members may participate in public comment periods.

6.10. Special Meetings.

Special meetings of the Board of Directors may be called at any time by order of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

6.11. Notice of Special Meetings.

Special meetings of the Board shall be held on a forty-eight (48) hour notice given in writing or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

6.11. Quorum.

Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one-third (1/3) of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one (1). A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Proxy voting by Directors is not permitted. If a quorum cannot be convened, Board meeting will be postponed to a date where a quorum can be convened.

6.12. Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written 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 the Director. All waivers, consents, and approvals shall be

filed with the corporate records or made a part of the minutes of the meetings.

6.13. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjourn 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.

6.14. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

6.15. Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

6.16. Official Board Committees.

Committees of the Board may be appointed by resolution passed by a consensus of the whole Board. Committees shall be composed of one (1) or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) the approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (b) the filling of vacancies on the Board or on any committee;
- (c) the fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of other committees of the Board or the members thereof;
- (g) the expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) the approval of any self-dealing transaction, as these transactions are defined in California Corporations Code section 5233.

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of a prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

6.17. Fees and Compensation.

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance

for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Members; reimbursement for expenses as may be fixed or determined by the Board.

ARTICLE VII. OFFICERS

7.1. Officers.

The Board shall serve as officers of the Corporation ("Officer"). One Director shall be a Chair of the Board or a President or both, another Director will serve as Secretary, and another will serve as Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 7.3 of this Article VII. One person may hold two (2) or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board.

7.2. Election.

The Board determine via consensus who among them shall serve as Officers of the Corporation. Each Officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

7.3. Subordinate Officers.

The Board may appoint, and may empower the President to appoint, other Officers as the business of the Corporation may require, each of whom shall hold office for a period, have the authority, and perform the duties as are provided in the Bylaws or as the Board may from time to time determine.

7.4. Removal and Resignation.

Any Officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an Officer chosen by the Board of Directors, by any Officer on whom the power of removal may be conferred by the Board.

Any Officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party, by giving written notice to the Board of Directors, to the President, or to the Secretary of the Corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

7.5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

7.6. Inability to Act.

In the case of absence or inability to act of any Officer of the Corporation and of any person herein authorized to act in his or her place, the Board may from time to time delegate the powers or duties of the Officer to any other Officer, or any Director or other person whom the Board may select.

7.7. Chair of the Board.

The Chair of the Board, if there shall be one, shall, if present, preside at all meetings of the Board, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board or prescribed by the Bylaws. If the Corporation does not have a President, then the Chair shall also have the powers otherwise given to the President.

7.8. President.

Subject to supervisory powers, if any, as may be given by the Board to the Chair of the Board, if there be one, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general supervision,

direction, and control of the activities and Officers of the Corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board . The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board or the Bylaws.

7.9. Vice President.

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board, or if not ranked, the Vice President designated by the Board , shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board or the Bylaws.

7.10. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings of the members, and the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, in safe custody, the original and a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, a membership register showing the names of the Members and their addresses, as well as the name and contact information for each Member's voting representative.

The Secretary shall also keep, or cause to be kept, a book of minutes of all meetings of the Members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the Members required by these Bylaws.

7.11. Treasurer and Chief Financial Officer.

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the Corporation, and shall have other powers and perform other duties as may be prescribed by the Board.

7.12. Assistant Treasurer.

At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

ARTICLE VIII. OTHER PROVISIONS

8.1. Endorsement of Documents; Contracts.

The Board, except as otherwise provided in the Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board, and except as provided in this Section 8.1, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or

to render it liable for any purpose or to any amount.

8.2. Representation of Shares of Other Corporations.

The President, or any other Officer or Officers authorized by the Board or the President, are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any Officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the Officer.

8.3. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law under Corporations Code section 5000, et seq. and section 5110, et seq. shall govern the construction of these Bylaws.

8.4. Amendments.

These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time by a majority of the Members, or by the written assent of the Members. Subject to right of the Members to amend or repeal, these Bylaws (other than a Bylaw or amendment of the Bylaws changing the authorized number of Directors) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

8.5. Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE IX. INDEMNIFICATION OF AGENTS OF THE CORPORATION

9.1. Definitions.

For purposes of this section, “agent” means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, reasonable attorney’s fees and any expenses of establishing a right to indemnification under Section 9.4 or 9.5(c) of this Article IX.

9.2. Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

9.3. Indemnification in Actions by or in the Right of the Corporation.

The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to

any threatened, pending or completed action by or in the right of the Corporation or brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.3:

(a) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of the person's duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

9.4. Indemnification Against Expenses.

To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 of this Article in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

9.5. Required Indemnification.

Except as provided in Section 9.4 of this Article, indemnification under this Article shall be made by the Corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.2 or 9.3, by:

(a) a majority vote of a quorum consisting of Directors who are not parties to the proceeding;

(b) approval of the members (Corp. Code, § 5034), with the persons to be indemnified not being entitled to vote thereon; or

(c) the court in which the proceeding is or was pending, on application made by the Corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the Corporation.

9.6. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

9.7. Other Indemnification.

No provision made by the Corporation to indemnify it or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

9.8. Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 9.4 or 9.5(c) in any circumstances where it appears that:

(a) it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Members

or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

9.9. Insurance.

The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the Corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any agent of the Corporation for a violation of Corporations Code section 5233.

9.10. Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as a trustee, investment manager, or fiduciary, even though the person may also be an agent of the Corporation as defined in Section 9.1 of this Article. The Corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code section 207(f).

ARTICLE X. RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

10.1. Receipt of Funds and Property.

The corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine, collectively, in its reasonable discretion that receipt of the money or property is contrary to the expressed purposes of the Corporation as shown by the Articles.

10.2. Management of Funds.

The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of the Corporation.

10.3. Disbursement.

No disbursement of Corporation money or property shall be made until it is first approved by the Chair of the Board or by the Treasurer of the Board. However, the Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the Corporation was formed and to direct the Officers of the Corporation from time to time to make disbursements to implement the appropriations.

10.4. Signatory Authority.

All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation shall be signed by the Officer or Officers, agent or agents, as the Board may from time to time by resolution designate.

ARTICLE XI. CORPORATE RECORDS AND REPORTS

11.1. Records.

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts shall be kept at the Corporation's principal place of business in California, as fixed by the Board of Directors from time to time.

11.2. Inspection of Books and Records.

