



A Chapter of the Alliance *for* Water Efficiency

November 21, 2017

Mr. Karl Drew
Crestline Village WD
P. O. Box 3347
Crestline, CA 92325

Dear Mr. Drew:

A year ago, you, the members of the California Urban Water Conservation Council, approved a sweeping set of changes to reorganize and refocus the organization. Those changes gave the Council Board a transition year to review potential further organizational changes. With member input over this past year, the Board's goal has been the creation of a nimbler organization better able to respond to members' needs and interests. With an affirmative vote on the attached ballot, we urge you to complete this transition year by adopting a set of new bylaws to go into effect by January 1, 2018.

Many of the organizational changes envisioned for the transition have already been completed. For example, as you know, we have a new name: the California Water Efficiency Partnership (CalWEP). Mary Ann Dickinson, well known to almost all of you, was named the Transition Executive Director. And the CalWEP Board is actively engaged with the Alliance for Water Efficiency with the goal of having the Partnership become a formal Chapter of the Alliance. Once finalized, Chapter status will provide you, the CalWEP partners, with substantial additional membership benefits. The Board is also developing a strategic plan that will guide CalWEP activities through 2020.

Through all these changes, the CalWEP Board and staff have had a single focus: to provide you with research, tools, training and professional, peer-to-peer support to help you meet your utility's water efficiency goals and needs.

To complete the organizational changes in 2018, on November 16, 2017, the CalWEP Board approved the attached set of bylaws and sent them for membership adoption. In sum, the proposed bylaws are simplified compared to the current bylaws, and give the organization flexibility to act quickly to take advantage of opportunities and respond to your needs. Many of the changes are technical—updating the old Council bylaws to reflect California law. Although these provisions can appear legalistic, they will help the CalWEP Board and staff minimize the need to consult statutes or legal counsel when faced with internal governance issues.

One set of changes does chart a new direction for organizational governance. In place of cumbersome and often pro-forma membership votes, the new bylaws will empower the CalWEP Board to make final decisions on all Partnership matters. Member voting is a holdover from the old Council days, when utilities and environmental advocacy organizations were negotiating Best Management Practices (BMPs). With the changes adopted a year ago, the

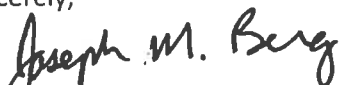
organization shifted away from a focus on BMPs and reporting their implementation, to become a service-oriented organization. The governance structure contained in the new bylaws reflects this shift. Collectively, the changes will allow CalWEP to operate just like the overwhelming majority of nonprofit organizations in California. Like these other organizations, the Partnership Board will be able to make decisions on such matters as: any future changes to the bylaws or articles of incorporation; the annual election of Board members and officers; and the adoption of any Chapter agreement with the Alliance. As a result, the organization will be able to spend less time on governance and more time serving you.

Rest assured that CalWEP members, which are perhaps better thought of as “partners,” will otherwise enjoy the same ways of participating in organizational governance and development. Partners will be able to: serve on the Board and committees; help plan and implement Partnership programs, projects and events; and join task forces or work groups. And, of course, Partners will continue to be able to communicate directly with Partnership Board members and staff with their thoughts on past, present and future Partnership activities.

As you consider your decision about adopting these new bylaws, the CalWEP Board and staff are ready to respond to any of your questions, comments or concerns. Feel free to contact me, Transition Director Mary Ann Dickinson, or Deputy Director Sarah Foley. In addition, we have scheduled a webinar for December 12, during which staff will give an overview of the changes being proposed and members will have the opportunity to ask questions. You will also be able to vote during the December 13 membership meeting.

As many of you know, I have been associated with the Partnership in one way or another since the Council’s founding in 1991. In my mind, the changes adopted last year, and the changes that are before you now, have pointed the organization in exciting new directions. I urge you to vote “yes” on the attached ballot.

Sincerely,



Joseph M. Berg, Chair
Municipal Water District of Orange County

California Water Efficiency Partnership

Member Action by Written Ballot (Bylaws § 4.03)

Bylaws Amendments

Ballot November 2017

Voting Process

- Vote deadline: 5:00 pm, Thursday, December 21, 2017. Scan and Email* to office@calwep.org, fax to 916-552-5877, mail or hand deliver to Partnership Office, 716 10th St., Suite 200, Sacramento, CA 95814, or turn in to Partnership staff during the December 13, 2017 all member meeting.

Do you approve the November 16, 2017, recommendation of the Partnership Board to adopt amended bylaws as more fully explained in the materials distributed to members with this ballot on November 21, 2017 and incorporated by reference here?

YES

NO

*If sent by email, per California Corporations Code §§ 20 and 21, member organization consents to use of e-mail for both receipt of notice and materials, including ballots, regarding Partnership matters and for submission of its responses.

Organization Name:

Contact Signature:

Contact Name (Please Print):

Contact Phone Number:

Contact Email Address:



CALIFORNIA WATER EFFICIENCY PARTNERSHIP

A Chapter of the Alliance for Water Efficiency

TO: CalWEP Members

FROM: Partnership Staff

DATE: November 20, 2017

SUBJECT: Select Provisions of Partnership-Board Approved Bylaws

At its meeting on November 16, 2017, the Partnership approved the recommendations of both the Bylaws Committee and the Finance & Governance Committee to approve and send the attached set of Partnership Bylaws for member adoption.

Highlights of Board-Approved Text

1. Corporate Name:

- Until restated Articles of Incorporation are filed with the California Secretary of State, these bylaws must still refer to the "Council." The restated articles will be filed in January 2018.

2. Section 2.1: The corporation's purpose

- This is taken directly from the restated Articles of Incorporation.

3. Article 3: "statutory members" and "partners"

- As explained in Joe Berg's cover letter, these provisions transition the organization from a member-voting organization to a Board-directed organization that will operate like the overwhelming majority of California nonprofit corporations.
- The annual partners' meeting described in Section 3.3 replaces the required quarterly plenary meetings. The Board can call additional meetings. Four meetings (on the same schedule as the old plenaries) are planned for 2018.

4. Section 4.3: Number of directors

- The minimum number is three. The law requires the Bylaws to state the maximum number. Twenty-five gives the Board a substantial amount of leeway. The Board may set and then change the actual authorized number of directors at a given time by resolution so long as the number is no fewer than 3 or more than 25.

5. Section 4.4: Terms

- Sitting Board members elect new Board members annually.

- Three-year terms will be staggered so that approximately 1/3 of the Board is elected in any given year.

6. Section 4.5: Qualifications of directors

- This section contains a general aspiration that directors represent a variety of interests.
- A separate policy document will describe in greater detail how the Board can implement this general aspiration.

7. Sections 5.1, 5.2, 5.3 & 5.4: Board meetings

- The Board must meet at least once a year.
- The Board can hold as many additional regular and special meetings as it deems appropriate. There are four quarterly Board meetings currently planned for 2018.

8. Section 5.6: Board voting

- There is one vote per director. With the exception of bylaws changes (see Section 9.1 below), Board decisions are made by majority vote at meetings of at least a quorum of Board members.

9. Section 6.2: Executive committee composition, role & authority

- As directed by the Board, the Executive Committee may take action in between full Board meetings.
- The Executive Committee will likely replace "Finance and Governance."

10. Section 7.1: Selection of officers

- As under the transition bylaws, the Board selects the principal officers, other than the Executive Director, annually.

11. Section 9.1: Amendment of bylaws

- Bylaws amendments need a 2/3 vote of the directors then in office.

BYLAWS
OF
CALIFORNIA URBAN WATER CONSERVATION COUNCIL,
a California Nonprofit Public Benefit Corporation

ARTICLE I
OFFICES

Section 1.1 Principal Office. This corporation's principal office shall be fixed and located at 716 10th Street, Suite 200, Sacramento, California 95814. The board of directors of this corporation (the "Board"; each member of the Board, a "Director") may change the location of the principal office. Any such change of location shall be noted by the Secretary on these Bylaws opposite this Section or recorded in an amendment to this Section.

Section 1.2 Other Offices. The Board may establish branch or subordinate offices at any place or places where this corporation is qualified under the law to conduct its activities.

ARTICLE II
PURPOSES

Section 2.1 Purposes. The purposes of this corporation are charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision(s) of any future United States internal revenue law) and Section 23701d of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law). In the context of these general purposes, this corporation shall promote water use efficiency and conservation in California and obtain related social, economic and environmental benefits.

ARTICLE III
MEMBERSHIP

Section 3.1 No Voting Members. This corporation shall have no "members" within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would require approval by a majority of all members or require approval by the members of a membership corporation shall require only approval of the Board, unless there is a specific provision in the California Nonprofit Public Benefit Corporation Law requiring otherwise for a corporation which has no members. All rights that would otherwise vest in the members shall vest in the Directors.

Section 3.2 Nonvoting “Partners”.

(a) The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and shall refer to such individuals as “partners”, but no such reference shall constitute anyone as a member within the meaning of Section 5056 of the California Nonprofit Corporation Law.

(b) Such class or classes of partners shall have the right to attend the annual meeting described in Section 3.3 of these Bylaws and to participate in policy discussions thereat. Such class or classes of partners shall also have any additional rights and obligations as the Board deems appropriate; provided, however, that they shall not be entitled to vote on resolutions binding on this corporation or otherwise constitute members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

Section 3.3 Meetings of Partners. An annual meeting of any and all classes of partners created under Section 3.2 of these Bylaws shall be held on such date and at such time as may be selected by the Board. Notice of each meeting shall be given to each such partner by any means permitted under Section 5.4 of these Bylaws not less than ten days nor more than sixty days before the meeting.

ARTICLE IV

DIRECTORS

Section 4.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation of this corporation (the “Articles”) and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of this corporation to any person or persons, management company or committees, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Select and remove, at the pleasure of the Board, all officers, agents and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws; subject to Section 4.9 of these Bylaws, fix their compensation; and require from them security for faithful service;

(b) Change the principal office or the principal business office of this corporation in California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and conduct its activities in or outside California;

(c) Conduct, manage and control the affairs and activities of this corporation and make such rules and regulations for these purposes, not inconsistent with law, the Articles or these Bylaws, as the Board deems appropriate; and

(d) Borrow money and incur indebtedness on this corporation's behalf, and cause to be executed and delivered for this corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.

Section 4.2 Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Board committee, in good faith, in a manner that the Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. 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:

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

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(c) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (a) and (b) of this Section 4.2 as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

Section 4.3 Number of Directors. The authorized number of Directors shall consist of at least three, but not more than twenty-five Directors, until changed by amendment to these Bylaws. The exact number of authorized Directors shall be fixed, within those limits, by a resolution adopted by the Board.

Section 4.4 Selection and Term of Office. Directors shall be elected at the annual meeting of the Board held pursuant to Section 5.2 of these Bylaws. Each Director shall serve for a term of approximately three years and shall continue to serve until a successor Director has been elected and qualified, unless the Director has resigned or been removed from office. Directors shall be divided into three cohorts for the sole purpose of staggering the Directors' terms, with the Directors belonging to each cohort being elected at every third annual meeting. Notwithstanding anything herein to the contrary, for purposes of initiating the staggered terms, Directors elected at the first meeting after these Bylaws are adopted shall serve for a term of 1, 2, or 3 years. No Director may serve more than three consecutive terms;

provided, however, that an unexpired term equal to or less than 1/3 of a full term shall not count as a term for the purpose of this limitation.

Section 4.5 Qualifications of Directors. Any person 18 years of age or older whose interests align with the purposes of this corporation may be elected to serve as a Director. At any given time, this corporation shall strive to have a Board comprised of Directors who represent a diverse array of interests in water conservation and efficiency.

Section 4.6 Restriction on Interested Directors. Not more than 49 percent of the persons serving on the Board at any one time may be interested persons as that term is defined below. An "interested person" is (a) any person currently being compensated by this corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director for services he or she provided in his or her capacity as a Director, if any, or reimbursement for reasonable expenses pursuant to Section 4.9 of these Bylaws; and (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 person described in clause (a). Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 4.7 Vacancies, Resignations, and Removal.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (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, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law; or (iii) the increase of the authorized number of Directors.

(b) Except as provided herein, any Director may resign by giving written notice to the Chair of the Board, the Executive Director, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation of a Director is to become effective at a later time, the Board may elect a successor Director before such time, to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if, by doing so, this corporation would be left without a duly elected Director or Directors.

(c) Any Director may be removed, with or without cause, by the vote of the majority of the Directors then in office at a special meeting called for that purpose, provided that notice of that meeting and of the removal questions are given as provided in Section 5.4 of these Bylaws, or at a regular meeting. Any vacancy caused by the removal of a Director shall be filled as provided in Section 4.7(d). The office of any Director who was elected after the date of adoption of these Bylaws who does not attend three successive Board meetings (not including meetings of any Board committees established under Article VI of these Bylaws) may be declared vacant and the Director

removed from office by Board resolution unless (i) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting (if such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present during the period of leave); or (ii) the Director suffers from an illness, disability or special circumstance that prevents him or her from attending meetings and the Board by resolution waives the removal procedure set forth in this subsection. Any Director who has been removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by resolution of the majority of Directors then in office.

(d) Vacancies in Director positions on the Board may be filled by approval of the Board. If a quorum cannot be established because the number of Directors then in office is less than the greater of (a) one-fifth of the minimum number of authorized Directors, or (b) two, vacancies in the Board may be filled 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 duly held meeting, or (iii) by a sole remaining Director if only one Director remains. Each Director so selected to fill a vacancy in the Board shall hold office until the expiration of the term of the Director whom he or she replaced and shall continue to serve until a successor has been elected and qualified.

(e) 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.

Section 4.8 Rights of Inspection. Each Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind of this corporation and to inspect the physical properties of this corporation. This right of inspection shall include the right to copy and make extracts of the books, records and documents of every kind. The inspection may be made by the Director in person or by the Director's agent or attorney.

Section 4.9 Fees and Compensation. Directors may receive such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to this corporation at the time that the resolution is adopted. However, unless engaged as employees or independent contractors of this corporation, Directors, officers and members of Board committees shall receive no stipend or other compensation for their services to the corporation in such capacities.

Section 4.10 Approval of Executive Compensation. The Board (or authorized Board committee) shall review and approve the compensation (if any), including benefits, of the Executive Director or chief executive officer and of the Treasurer to assure that such compensation is just and reasonable and given in return for services actually rendered to this corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

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ARTICLE V

MEETINGS OF THE BOARD

Section 5.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section 5.2 Annual Meetings. In December of each year, in conjunction with any annual meeting of the nonvoting members described in Sections 3.2 and 3.3 of these Bylaws, the Board shall hold its annual meeting for the purposes of organization, the selection of Directors (when required by these Bylaws) and officers, and the transaction of other business. Annual meetings of the Board shall be held on such date and at such time, in the month of December, as is fixed by the Board.

Section 5.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Board may be held on such dates and at such times as may be fixed from time to time by the Board. Notice of a regular meeting shall be given to each Director not less than seven days prior to the meeting in a manner otherwise consistent with the notice described in Section 5.4 of these Bylaws.

Section 5.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the Executive Director, the Vice Chair of the Board, the Secretary, or any two Directors.

(b) Notice of the date, time and place of special meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or electronic transmission, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) electronic mail; or (vi) other electronic means. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number or electronic mail address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic transmission or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and date of the meeting and the place, if the place is other than this corporation's principal office. The notice need not specify the purpose of the meeting.

Section 5.5 Quorum. A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 5.10 of these Bylaws. However, under no circumstances shall a quorum be less than the greater of (a) one-fifth of the minimum number of authorized Directors, or (b) two. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, except as otherwise set forth in these Bylaws and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Director(s) from that meeting, if any action taken is approved by at least a majority, or such higher standard as is required by these Bylaws or by the California Nonprofit Public Benefit Corporation Law, of the required quorum for such meeting.

Section 5.6 Voting. Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy. At an annual meeting, the Directors whose terms are expiring shall, until the end of such meeting at which their successors have been elected, be entitled to vote upon all matters, including the election of their successors.

Section 5.7 Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to this corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the other Directors concurrently and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

Section 5.8 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Any such waiver of notice does not need to 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 meetings.

Section 5.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent, individually or collectively, in writing to such action. A Director may give consent in writing via electronic mail if the electronic mail contains an electronic signature of the Director capable of verification and is under the sole control of the Director using it. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and the written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 5.9 only, "all Directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law or a "common director" as described in Section 5234 of the California Nonprofit Public Benefit Corporation Law who abstains in writing from providing consent, when (i) the facts described in Section 5233(d)(1) or (d)(2) are established or the provisions of Section 5234(a) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon directors or in other records of this corporation; and (iii) the noninterested or noncommon directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section 5.10 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board 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 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. At the adjourned meeting, the Board may transact any business that may have been transacted at the original meeting.

Section 5.11 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair of the Board, or, if there is no Chair of the Board or the Chair of the Board is absent, the Vice Chair of the Board or, if the Chair of the Board and the Vice Chair of the Board are both absent, then by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall, if present, assure that minutes of any meeting of the Board are recorded and maintained.

ARTICLE VI

COMMITTEES

Section 6.1 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may 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. Any member of any committee may be removed, with or without cause, at any time by the Board. 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) the number of members of a committee

and fill vacancies in a committee. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The establishment of the exact number of authorized Directors as specified in Section 4.3 of these Bylaws;
- (b) The filling of vacancies on the Board or on any committee of the Board;
- (c) The amendment of the Articles;
- (d) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;
- (e) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;
- (f) The creation of other committees of the Board or appointment of members to any committee of the Board;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
- (h) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law, except as provided in Section 5233(d)(3); or
- (i) The merger, reorganization, voluntary dissolution or disposition of substantially all of the assets of this corporation.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article V of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 6.2 Executive Committee. The Executive Committee shall be a standing Board committee composed of the Chair of the Board, Vice Chair of the Board, Secretary, Treasurer, and up to two additional Directors; provided, however, that each such person is a Director. The up to two additional Directors to serve on the Executive Committee shall be selected annually by resolution of the Board at the time officers are elected pursuant to Section 7.2 of these Bylaws, and shall serve on such Committee until their resignation, removal, or other disqualification from service, or until their respective successors shall be selected. Except for the power to amend the Articles and these Bylaws, and subject to the limitations set forth in Section 6.1 of these Bylaws, the Executive Committee shall have and may exercise such powers and authority of the Board as is authorized by resolution of the

Board. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting. The Chair of the Board shall serve as chairperson of the Executive Committee.

Section 6.3 Advisory and Other Committees. The Board may from time to time create advisory committees and other committees that are not Board committees (collectively, "Other Committees") as deemed appropriate, consisting of Directors or persons who are not Directors, but such Other Committees shall not be deemed Board committees and shall not exercise any powers of the Board. Other Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Other Committees shall be as prescribed by the chair of each such committee, and meetings of any Other Committee may be called by the Chair of the Board, the Board, the Executive Director, or the chair of the Other Committee.

Section 6.4 Audit Committee. This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of \$2 million or more).

(a) The Audit Committee shall be separate from the Finance Committee (if such committee exists). The Audit Committee's members shall be appointed by the Board and may include both Directors and persons who are not Directors, subject to the following limitations: (i) the Audit Committee may not include any member of the staff, the Executive Director, or the Treasurer; (ii) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (iii) members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (iv) Audit Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their Board service; and (v) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

(b) The Audit Committee shall (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm after assuring that they conform with standards of auditor independence.

ARTICLE VII

OFFICERS

Section 7.1 Officers. The officers of this corporation shall be a Chair of the Board, a Secretary, a Treasurer and an Executive Director. This corporation may also have, at the discretion of the Board, a Vice Chair of the Board, and such other officers as may be elected or appointed in accordance with the provisions of Section 7.3 of these Bylaws. The Chair of

the Board, Vice Chair of the Board, Secretary and Treasurer shall be selected from among the Directors. Other officers may, but need not be, selected from among the Directors; provided, however, that the individual serving as Executive Director shall not concurrently serve as a Director of this corporation. Any number of offices may be held by the same person except that none of the Vice Chair of the Board, the Secretary or the Treasurer may serve concurrently as either the Executive Director or the Chair of the Board.

Section 7.2 Election. The officers of this corporation, except those officers employed for compensation by this corporation, which shall be elected by the Board without term limits or lengths, and such officers as may be elected or appointed in accordance with the provisions of Section 7.3 or Section 7.5 of these Bylaws, shall be chosen annually by the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. All officers of this corporation shall serve at the pleasure of the Board.

Section 7.3 Subordinate Officers. The Board may elect, and may empower the Chair of the Board or Executive Director to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine. Such subordinate officers may include one or more Assistant Secretaries and Assistant Treasurers.

Section 7.4 Removal and Resignation.

(a) Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board, Executive Director, or Secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis. Each officer so selected to fill a vacancy shall hold office until the expiration of the term of the officer whom he or she replaced and shall continue to serve until a successor has been elected and qualified.

Section 7.6 Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. If there is no Executive Director, the Chair

of the Board shall be the general manager and chief executive officer of this corporation and shall have the powers and duties of the Executive Director set forth in these Bylaws.

Section 7.7 Executive Director. The Board shall elect the Executive Director of this corporation. The Executive Director, who shall also be known as the President, is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities and officers of this corporation. The Executive Director may, but need not, be selected from among the Board members, but upon accepting the position of Executive Director must resign his or her seat on the Board before assuming the position of Executive Director. The Executive Director has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board. The Executive Director shall be responsible to the Board, shall see that the Board is advised on all significant matters of this corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Director shall be empowered to act, speak for, or otherwise represent this corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles and these Bylaws. The Executive Director shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

Section 7.8 Vice Chair of the Board. In the absence or disability of the Chair of the Board, and subject to any limitations imposed by the Board, the Vice Chair of the Board (if there be such an officer) is appointed to and shall perform all the duties of the Chair of the Board. When so acting, the Vice Chair of the Board shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice Chair of the Board shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

Section 7.9 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special, and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of this corporation in the State of California, the original or a copy of this 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 thereof required by these Bylaws or by law to be given. The Secretary shall have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board or the Executive Director.

Section 7.10 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each Assistant Secretary shall have all the powers and duties of the Secretary in the event of the Secretary's absence or disability, and each shall also have such other powers and duties as may from time

to time be prescribed to him or her by the Board, the Chair of the Board, the Executive Director or the Secretary.

Section 7.11 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily including in financial statements. The Treasurer shall make, or cause to be made, a report at each Board meeting and send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board.

Section 7.12 Assistant Treasurers. The Board may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board, the Executive Director, or the Treasurer.

Section 7.13 Duties May be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any Director.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Definitions. For the purposes of this Article VIII, "agent" means any person who is or was a Director, officer, employee or other agent of this 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 which was a predecessor corporation of this corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 8.4 or 8.5(b) of these Bylaws.

Section 8.2 Indemnification in Actions by Third Parties. This corporation shall, to the maximum extent of the law, 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 this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, 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 such person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person in connection with such proceeding if such

person acted in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon 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 this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3 Indemnification in Actions by or in the Right of this Corporation. This corporation shall, to the maximum extent of the law, 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 this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or 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, to procure a judgment in this corporation's favor by reason of the fact that such person is or was an agent of this corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this corporation, and with such 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 8.3:

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

Section 8.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or Section 8.3 of these Bylaws or 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.

Section 8.5 Required Determination. Except as provided in Section 8.4 of these Bylaws, any indemnification under this Article VIII shall be made by this corporation only if authorized in the specific case, upon 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 8.2 or Section 8.3 of these Bylaws, by:

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

(b) The court in which such proceeding is or was pending upon application made by this corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this corporation.

Section 8.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article VIII in defending any proceeding covered by this Article VIII may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.7 Other Indemnification. No provision made by this corporation to indemnify its Directors or officers or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(b) of these Bylaws, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws 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) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9 Insurance. This corporation shall have the power, and shall use its best efforts, to purchase and maintain insurance on behalf of any agent of this corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this corporation would have the power to indemnify the agent against such liability under the provisions of this Article VIII, provided, however, that this corporation shall have no power to purchase and maintain such insurance to indemnify any agent of this corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VIII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of this corporation as defined in Section 8.1 of these Bylaws. This corporation shall have the power to indemnify such trustee, investment manager or other

fiduciary to the extent permitted by subdivision (f) of Section 5140 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IX

OTHER PROVISIONS

Section 9.1 Amendments. These Bylaws may be amended or repealed by the approval of a two-thirds of the Directors then in office at a duly held meeting at which a quorum has been established or by unanimous written consent. 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 9.2 Maintenance of Corporate Records. This corporation shall keep the following:

- (a) Adequate and correct books and records of account; and
- (b) Minutes of the proceedings of its members, Board, and committees of the Board.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 9.3 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof may be signed by any person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent or employee of this corporation shall have any power or authority to bind this corporation by any note, mortgage, evidence of indebtedness, contract, conveyance or engagement, or to pledge its credit or to render it liable for any purpose or amount. Notwithstanding the foregoing, and subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by (a) the Chair of the Board; (b) the Executive Director; or (c) the Vice Chair of the Board and either the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation may be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 9.4 Representation of Shares of Other Corporations. The Executive Director or any other officer or officers authorized by the Board or by the Executive Director are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 9.5 Contracts with Directors. No Director of this corporation nor director of 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 (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith to the Board or are otherwise known to all Directors, prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (b) 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 vote(s) of the interested Director(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that this corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) this corporation enters into the transaction for its own benefit and the transaction is fair and reasonable to this corporation at the time it is entered into. This Section 9.5 does not apply to a transaction that is part of a public or charitable program of this corporation if it (a) is approved or authorized by this corporation in good faith and without unjustified favoritism, and (b) 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 public or charitable program of this corporation.

Section 9.6 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer of this corporation without the approval of the California Attorney General; provided, however, that this corporation may advance money to a Director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by this corporation.

Section 9.7 Annual Report. The Board shall cause a written report to be sent to the Directors annually. The annual report shall be accompanied by a report on this corporation by independent accountants or, if there is no such report, by the certificate of an authorized officer of this corporation that the financial statements included in the annual report were prepared without audit from this corporation's books and records. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including the trust funds, of this corporation;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes; and

(e) Any information required by Section 9.8 of these Bylaws.

If the Board approves, this corporation may send the annual 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 Section 12580 through 12599.7 includes the information required in the annual report, then this 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.

Section 9.8 Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all Directors, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each Director a statement of any transaction or indemnification of the following kind occurring during the previous fiscal year:

(a) Any transaction (i) in which this corporation, its parent or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this 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.

For the purposes of this Section 9.8(a), an "interested person" is either of the following: (i) any director or officer of this corporation, its parent or its subsidiary or (ii) any holder of more than 10 percent of the voting power of this corporation, its parent or its subsidiary.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Director or officer of this corporation under Article VIII of these Bylaws.

Section 9.9 Financial Audit. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two million dollars or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate. For three years, such statements shall (a) be available at this corporation's principal, regional and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation's website.

Section 9.10 Fiscal Year. The fiscal year of this corporation shall end on December 31st.

Section 9.11 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

Section 9.12 Electronic Transmission. Subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from this corporation, this corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to this corporation, this corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of California Urban Water Conservation Council, a California nonprofit public benefit corporation; and
2. The foregoing Bylaws consisting of 19 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on _____, 2017, and by the members of this corporation on _____, 2017 have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this _____, 2017.

<name>, Secretary