



EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION

AGENDA

Special Meeting of the Board of Directors

Bay Street Community Room

5616 Bay Street

Emeryville, CA 94608

July 21, 2015 at 12:00PM

Chair

Geoff Sears,
Wareham
Development

Vice Chair

Jason Crouch,
Emeryville Chamber
of Commerce

Secretary

Vacant

Treasurer

Chaudel Baker,
Cushman &
Wakefield

Directors

Melinda Baker,
Grifols

Laurie Coleman,
Bay Street

Colin Osborne,
Novartis

Peter Schreiber,
Pixar

Francis Collins, At-
Large Business
Member

1. Call to Order
2. Public Comment
3. Business Items
 - A. Informational Discussion on Proposed Bylaw Revisions (*Attachment*)
 - B. Consider Approval of Proposed Governance for recommendation to Emeryville City Council
4. Suggestions/Requests from Board Directors
5. Confirm date of Next Meeting
6. Adjournment

A complete copy of the agenda is available for public viewing in the Emeryville City Clerk's Office at 1333 Park Avenue at least 72 hours prior to the meeting. All writings that are public records and relate to an agenda item above will be made available at the meeting. The TMA will mail a copy of the agenda or, if requested, the entire agenda packet, to any person who has filed a written request for such materials. If requested, these materials will be made available in appropriate formats to persons with disabilities. Written requests should be mailed to Emeryville TMA, 1300 67th Street, Emeryville, CA 94608. To download a copy of the agenda packet, please visit our website at www.emeryqoround.com. If you have comments or questions about this agenda, please email us at transit-info@emeryqoround.com, or call the Executive Director, Gray Bowen Scott at (925) 937-0980.

AMENDED AND RESTATED
BYLAWS OF
EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION
A California Nonprofit Public Benefit Corporation

ARTICLE I
OFFICES

Section 1 Principal Office

The principal office of this corporation (the “Corporation”) for the conduct of its activities (the “Principal Office”) shall be located in Alameda County, California at a location as the Board of Directors of the Corporation (the “Board”) may, from time to time, designate.

Section 2 Other Offices

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as it may require and as designated by the Board.

ARTICLE II
PURPOSES

Section 1 Objectives and Purposes

(1) The specific purposes of the Corporation are as provided in its Articles of Incorporation, which currently state that its purposes are to mitigate traffic congestion and develop transportation system and demand management strategies by coordinating the business community’s efforts and working cooperatively with local government to address common transportation concerns, improve accessibility and mobility, and provide transportation services.

(2) Without limiting Part 1 of this Section, the Corporation’s activities include advocating and promoting transportation system and demand management strategies to 1) reduce traffic congestion, 2) reduce air pollution, 3) reduce commuting costs, 4) generate joint public/private sector approaches to solving transportation problems to/from the area served by the Corporation, and 5) create a central information service for ridesharing, public transportation and other transportation-related subjects. The Corporation shall engage in activities necessary and proper to accomplish its purposes in accordance with the law working with the business community, including developers, corporations, commercial property owners and employers, as well as homeowners’ associations that wish to become Members of the Corporation.

ARTICLE III MEMBERSHIP

Section 1 Classes of Membership.

The Corporation shall have four (4) classes of members (“Members”) referred to as Corporate Members, Business Members, Residential Members, and Public Members.

(1) “Corporate Members” shall mean those seven persons or entities who own commercial property in Emeryville and who pay the largest amount of fees and dues as set forth in Section 4 of this Article. Corporate Members shall each designate one Director to the Board of Directors;

(2) “Business Members” shall mean those persons or entities who own commercial property or operate a business in the Emeryville area and who pay fees or dues as set forth in Section 4 of this Article, but do not qualify as Corporate or Residential Members. Business Members shall elect one (1) Director to the Board of Directors; and

(3) “Residential Members” shall mean a class of members who consist of homeowners associations located in Emeryville or operators of multi-unit residential properties located in Emeryville that pay fees or dues as set forth in Section 4 of this Article. Residential Members shall elect one (1) Director to the Board of Directors; and

(4) “Public Members” shall mean a class of members consisting of the Emeryville Chamber of Commerce and any other public or government agency determined to be a Public Member by the Board of Directors. Such Public Members shall not pay Membership Dues (as defined below), and shall each designate one Director to the Corporation’s Board of Directors.

Section 2 General Qualifications of Members.

Each Member shall (a) have its residence or place of business within the area served by the Corporation; (b) be dedicated to the purposes of the Corporation; (c) if not an existing Member, have applied for membership; and (d) timely pay all dues and fees imposed by the Board from time to time. A Member who or that ceases to satisfy the qualifications of Membership shall be terminated as a Member as set forth in Section 9 of this Article.

Section 3 Rights of Membership

Each Member shall have one vote on each matter submitted to the Membership for a vote. If a Member is an entity, it shall exercise its Membership rights through a duly authorized representative of the Member, who shall be designated in writing by the Member. The authorized representative may exercise the Member’s vote on any matter to come before the Membership of the Corporation. A Member may change its authorized representative by written notice to the Corporation. A Member may designate in writing a substitute representative to exercise its voting rights.

Section 4 Membership Dues

The membership dues (“Membership Dues”) shall be specified by resolution of the Board. The Board may set different levels of Membership Dues for the different classes of Members. Residential Members shall pay dues directly to the Corporation. For Corporate Members and Business Members, the Corporation may collect its Membership Dues through an assessment imposed by the Property and Business Improvement District (“PBID”) established under California Street and Highways Code § 36600. Corporate and Business Members may pay dues directly to the Corporation, provided they have paid any required PBID fees. In the event that the PBID is terminated, the Corporate Members and Business Members shall pay Membership Dues as determined by Board Resolution and in conformance with any legal obligations relating to development approvals.

Section 5 Number of Members

There is no limit on the number of Members the Corporation may admit.

Section 6 Membership List

The Corporation shall keep an updated Membership list containing the name and address of each Member and specifying the Membership Class of each Member. Such list shall be kept at the Principal Office and shall be available for inspection by any Director of the Corporation (“Director”) or Member during regular business hours.

The record of names and addresses of the Members shall constitute the Membership list of the Corporation and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a Member's interest as a Member.

Section 7 Non-Liability of Members

A Member is not, by virtue of its Membership, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 8 Nontransferability of Memberships

No Member may transfer a Membership or any right arising therefrom.

Section 9 Removal of Members by the Corporation

A Membership may be terminated by the Board upon thirty (30) days’ prior notice for failure to pay annual dues in a timely manner, or for failure to satisfy any other qualifications for or perform the duties of Membership. In addition, a Membership may be terminated for good cause, as determined by a vote of a majority of a quorum of the class of Members, provided that the Member is given written notice of the reasons for termination at least fifteen (15) days before such termination.

Section 10 Resignation

A Member may resign upon notice of such resignation in writing delivered to the Executive Director or the Secretary of the Corporation, in person, or by mail. All rights of a Membership shall cease upon the resignation of a Member. Resignation does not relieve a former Member from continuing to pay dues, PBID fees or assessments if required by law or contractual obligation.

Section 11 Amendments Resulting in the Termination of Memberships

Notwithstanding any other provision of these Bylaws, if any amendment of the articles of incorporation of the Corporation (the “Articles”) or these Bylaws would result in the termination of all Memberships or any class of Memberships, then such amendment or amendments shall be effected only in accordance with California Corporations Code, as amended (“Code”) Section 5342.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 Place of Meetings

Meetings of Members shall be held at the Principal Office or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board. [**Brown Act generally requires that meetings be held within the jurisdiction of the agency.**]

Section 2 Annual Meetings

The Membership shall meet annually to transact such business as may come before the meeting, on a date and at a time established by resolution of the Board.

The annual Membership meeting shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of Members refers to this annual meeting.

The Business Members shall meet annually at this meeting to elect one (1) Director.

The Residential Members shall meet annually at this meeting to elect one (1) Director.

The candidates receiving the highest number of votes up to the total number of Directors to be elected shall be elected.

Section 3 Special Meetings of Members

Special meetings of the Members shall be called by the Board or the Chair. In addition, special meetings of the Members for any lawful purpose may be called by one-third (1/3) or more of the Members. Both a special and a regular meeting can be held on the same day.

Section 4 Notice of Meetings

A. Time of Notice. Whenever Members are required or permitted to take action at a meeting, a written notice of the Meeting shall be given by the Secretary not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member who, on the record date for the notice of the meeting, is entitled to vote at such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given at least twenty (20) days before the meeting. **[Notice must also be given at least 72 hours prior to meeting in conformance with the Brown Act.]**

B. Manner of Giving Notice. Notice of a Members' meeting or any report shall be given personally, by mail, by electronic mail, or by other means of written communication, addressed to the Member at the address of such Member appearing on the books of the Corporation or given by the Member to the Corporation for the purpose of notice; or if no address appears or is given, at the Principal Office or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the Principal Office is located. Notice shall be deemed to have been given when delivered personally or deposited in the mail or sent by telegram or other means of written communication. Notice shall also be given in compliance with the Ralph M. Brown Act (Cal. Gov. Code § 54950 *et seq.*) (the "Brown Act").

C. Contents of Notice. Notice of a Membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted; or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members. Subject to any provision to the contrary contained in these Bylaws and subject to the Brown Act, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of Members at which Directors are to be elected shall include the names of all candidates at the time notice is given to Members. **Notices intended to comply with the Brown Act shall conform with the requirements of that statute.**

D. Notice of Meetings Called by Members. If a special meeting is called by Members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail to the Chair, the Secretary, or the vice-Chair of the Corporation (the "Vice Chair"). The officer receiving the request shall promptly cause notice to be given to the Members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, the persons calling the meeting may give the notice themselves in conformance with this Section.

E. Waiver of Notice of Meetings. The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of

Members, except that if action is taken or proposed to be taken for approval of any of the matters specified in Section 4.F below, the waiver of notice or consent shall state the general nature of the proposal. **[All meetings must conform to the notice requirements of the Brown Act. The use of proxies is likely not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings, although there is no specific prohibition on the use of proxies in the law.]**

F. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless (1) it is unanimously approved by those entitled to vote; or (2) the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board by Members;
- (3) Amendment of the Articles; and
- (4) An election to voluntarily wind up and dissolve the Corporation.
- (5) Merger of the Corporation or transfer of all or substantially all of the Corporation's assets.

Section 5 Quorum for Meetings

Ten (10) Members entitled to vote shall constitute a quorum for all Membership meetings.

The Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the Members required to constitute a quorum.

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

When a meeting is adjourned for lack of a quorum or any other reason, it shall not be necessary to give any notice of the time and place of the rescheduled meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the rescheduled meeting. However, if after the adjournment, a new record date is fixed for notice or voting, a notice of the rescheduled meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days. Notwithstanding any other provision of this Article, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 6 Majority Action as Membership Action

Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present shall be the act of the Members.

Section 7 Voting Rights

Each Member is entitled to vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by one or more of the following methods, provided that a mechanism is in place to prevent duplicative voting: voice vote, proxy, and/or written ballot. The procedures for voting by written ballot in lieu of a meeting described in Section 11 below shall likewise apply to voting by written ballot at a meeting.

Section 8 Proxy Voting

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary; provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution. No proxy shall be irrevocable, and any proxy may be revoked following the procedures provided in Code Section 5613 (b). **[The use of proxies is likely not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings, although there is no specific prohibition on the use of proxies in the law.]**

No Member shall hold more than three (3) proxies at one time.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were candidates at the time the notice of the vote for election of Directors was given to Residential Members. In any election of Directors, any proxy marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the Member to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Section 9 Conduct of Meetings

Meetings of Members shall be presided over by the Chair or, in his or her absence, by the Vice-Chair or, in the absence of both of these persons, by a person chosen by a majority of the voting Members present in person or by proxy. The Secretary shall act as secretary of all meetings of Members, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 10 Method of Meetings

To the full extent allowed by the Code, Membership meetings may be held using any technology allowed for Board meetings, subject to the restrictions described in Article V, Section 11 below.

Section 11 Action by Written Ballot Without a Meeting

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

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

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

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the candidates at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director. **[The use of written ballots collected outside of meetings or proxies is not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings. No secret ballots are permitted under the Brown Act.]**

Section 12 Reasonable Nomination and Election Procedures

The Corporation shall make available to Residential Members and Business Members reasonable nomination and election procedures with respect to the election of Directors by Residential Members and Business Members. Such procedures shall be reasonable given the nature, size and operations of the Corporation, and shall include:

- (1) A reasonable means of nominating persons for election as Directors;
- (2) A reasonable opportunity for a candidate to communicate to the Residential Members and Business Members the candidate's qualification's and the reasons for the candidate's candidacy;
- (3) A reasonable opportunity for all candidates to solicit votes; and
- (4) A reasonable opportunity for all Residential Members and Business Members to choose among the candidates.

Upon the written request by any candidate for election to the Board and the payment with

such request of the reasonable costs of mailing (including postage), the Corporation shall, within ten (10) business days after such request (provided payment has been made), mail to all Residential Members and Business Members or such portion of them that the candidate may reasonably specify, any material which the candidate shall furnish and which is reasonably related to the election, unless the Corporation within five (5) business days after the request allows the candidate, at the Corporation's option, the right to do either of the following:

(1) Inspect and copy the record of all Residential Members' and Business Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those Residential Members and Business Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the candidate subsequent to the date of demand. The demand shall state the purpose for which the list is requested, and the list of Residential and Business Members shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

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

Generally, any person who is qualified to be elected to the Board shall be nominated at the meeting by any Residential Member, for the Residential Member Director position or any Business Member, for the Business Member Director position, that is present at the meeting in person or by proxy. However, at any time that the Corporation has five hundred (500) or more Members, any of the additional nomination procedures specified in Code Section 5521 may be used to nominate Directors.

Section 13 Action by Unanimous Written Consent

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the Members or any class of Members may be taken without a meeting, if all Members or everyone within the class of Members individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members or class of Members. **[The use of written ballots collected outside of meetings is not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings.]**

Section 14 Record Date For Meetings

The record date for purposes of determining the Members entitled to notice, voting rights,

written ballot rights, or any other right with respect to a meeting of Members or any other lawful Membership action, shall be fixed pursuant to Code Section 5611.

ARTICLE V DIRECTORS

Section 1 Number

The Board shall consist of at least ten (10) Directors, with the precise number of Directors determined by resolution of the Board.

Section 2 Terms

Each designated Director shall hold office only as long as the Member that designated such Director is in good standing with the Corporation, or until the Director resigns or is removed. Each elected Director shall hold office for three (3) years or until he or she resigns or is removed, pursuant to Section 20 of this Article.

Section 3 Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to actions required or permitted to be taken or approved by the Members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board shall have the power to do the following:

- (1) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles, and these Bylaws; fix their compensation; and require from them security for faithful service;
- (2) Conduct, manage and control the Corporation's affairs and activities and make such rules and regulations for this purpose, consistent with law, the Articles, and these By-Laws, as the Board deems best;
- (3) Change the Principal Office for the transaction of Corporation business from one location to another within the area surveyed by the Corporation; set Director or Member meetings; and adopt, make and use a corporate seal, if any, and alter the form of the corporate seal, provided such seal shall at all times comply with the provisions of law;
- (4) Borrow money and incur indebtedness on the Corporation's behalf, and to cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities;
- (5) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of the Corporation and the proceeds, income, rents, issues and profits derived from any property of the Corporation for any

of the purposes for which the Corporation is formed;

(6) Act as trustee under any trust created to furnish funds for the principal objectives of the Corporation and receive, hold, administer, and expend funds and property subject to such trust;

(7) Purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of mortgage, pledge or otherwise hypothecate or encumber, and to deal in with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership; and

(8) Enter into, make, perform and carry out contracts for every kind for any lawful purpose without limit as to amount, with any person, firm, corporation or association, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

Section 4 Duties

It shall be the duty of the Directors to:

(1) Perform any and all duties imposed on them collectively or individually by applicable law, the Articles, or these Bylaws;

(2) Meet at such times and places as required by these Bylaws; and

(3) Register their addresses, including facsimile numbers and electronic mail addresses, with the Secretary. (Notices of meetings mailed or transmitted to them at such addresses shall be deemed valid notices thereof.)

Section 5 Standard of Care; Confidentiality

Directors shall perform their duties, including their duties as members of any committee of the Board, in good faith, in a manner they believe to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of the Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

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

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

(3) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, if the Director believes the committee merits confidence,

provided that, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

All Directors shall have a duty of loyalty to the Corporation which shall include, without limitation, a duty of strict confidentiality with respect to the non-public discussions and proceedings of the Board and its committees and the non-public materials distributed to Board members, whether in their capacity as Directors or as Board committee members.

Section 6 Compensation

Directors shall serve without compensation; provided, however, that the Board, in its discretion, may approve advancement or reimbursement of reasonable expenses incurred by Directors in the performance of their regular duties described in Section 5 of this Article.

Section 7 Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, no more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, an “interested person” means either:

(1) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8 Place of Meetings

Board Meetings shall be held at the Principal Office unless otherwise provided by the Board or at such place within or without the State of California that has been designated from time to time by resolution of the Board. **[The Brown Act generally requires that meetings be held within the jurisdiction of the agency.]**

Section 9 Method of Meetings

Any Board meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

(1) Each Director participating in the meeting can communicate with all of the other Directors concurrently;

(2) Each Director 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 by the Corporation; and

(3) The Corporation adopts and implements some means of verifying both of the following:

(a) The person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and

(b) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

[The Brown Act generally requires that meetings be held within the jurisdiction of the agency, but does permit teleconference meetings provided certain notice and access requirements are met.]

Section 10 Regular and Annual Meetings

A. Annual Meetings. The annual meetings of the Board shall be held in the month of May every year. The Board shall hold such annual meetings for purposes of electing officers, appointing committee members, reviewing reports from committees and officers, and transacting such other business as may properly come before the Board. The annual meeting shall be held on the date and at the time and place as shall be stated in the notice of the meeting.

B. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times and places: (i) as adopted by Board resolution; (ii) if no resolution, as specified in a notice of annual meeting, delivered pursuant to Section 11 of this Article; or (iii) as specified in a waiver of notice signed by all current Directors. Regular meetings of Directors may be held without notice if the Board fixes the time and place by resolution. **[Notice must also be given at least 72 hours prior to meeting in conformance with the Brown Act.]**

Section 11 Special Meetings

Special meetings of the Board may be called by the Chair or Secretary, or any three Directors. Such meetings shall be held at the place, within or without the State of California, designated by the person(s) calling the meeting, and in the absence of such designation, at the Principal Office.

Special meetings of the Board shall be held upon at least four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of any regular or special meeting of the Board. The notice shall be deemed to be delivered on its deposit in the mails, personal delivery, or electronic transmission.

Notice of the time and place of holding an adjourned meeting need not be given to absent

Directors if the time and place of the rescheduled meeting is held no more than twenty-four hours from the time of the original meeting. Notice shall be given of any rescheduled regular or special meeting to Directors absent from the original meeting if the rescheduled meeting is held more than twenty-four hours from the time of the original meeting

Section 12 Contents of Notice

Any required notice of meetings (all special meetings and regular meetings that have not been set by Board resolution) shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 13 Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that (1) a quorum is present; and (2) either before or after the meeting, each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting. **[Notice must also be given at least 72 hours prior to meeting in conformance with the Brown Act.]**

Section 14 Quorum For Meetings

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

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the rescheduled meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article. **[Notice must also be given in conformance with the Brown Act.]**

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

Section 15 Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles or these Bylaws or the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Code Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Code Section 5233) and

indemnification of Directors (Code Section 5238(e)), require a greater percentage or different voting rules for Board approval of a matter. In the event of a deadlocked Board vote on a matter, the position for which the Chair voted shall prevail.

Section 16 Conduct of Meetings

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

Section 17 Action by Unanimous Written Consent

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. For the purposes of this section only, “all members of the Board” shall not include any “interested Director” as defined in Code Section 5233. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that these Bylaws authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

Section 18 Vacancies

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

The Board may declare vacant the office of a Director who has (1) been declared of unsound mind by a final order of court; (2) been convicted of a felony; (3) been found by a final order or judgment of any court to have breached any duty under Code Section 5230 et seq.; or (4) been removed in accordance with Section 20 of this Article.

As long as the Corporation has fifty or more Members, Directors may be removed without cause by the vote of a majority of the votes represented at a Membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later effective date. No Director may resign if the Corporation would then be left without a duly designated Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

Vacancies on the Board may be filled as follows:

(1) Designated Directors shall be replaced by the persons or entities who or that designated them.

(2) Directors elected by the Business Members or Residential Members shall be replaced by the Board, to serve until the next annual Membership meeting.

Subject to subpart (1) above, a person designated to fill a vacancy as provided in this Section shall serve until the earlier of the end of the term of the departing Director or the successor Director's death, resignation, or removal from office.

Section 19 Non-liability of Directors

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 20 Removal.

A Director may be removed from office under any of the following circumstances:

(1) The Director has three (3) consecutive unexcused absences from Board meetings. Such Director may be removed from office by a vote of a majority of the Board as further specified by Board policy.

(2) The Director is removed for good cause, as provided by law, by a vote of a majority of the Board.

(3) The Designated Director is removed by the Member who designated him or her.

**ARTICLE VI
COMMITTEES**

Section 1 Committees with Board Authority.

The Board, by resolution adopted by majority vote, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, 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. Any such committee, to the extent provided in the Board resolution, shall have the full authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board or on any committee that has the authority of the board;
- B. Fix compensation of the Directors for serving on the Board or on any committee;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- E. Create any other committees of the board or appoint the members of committees

of the Board;

F. Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or

G. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2 Executive Committee.

The board shall have an Executive Committee that consists of the Chair and Vice Chair of the Board, the Executive Director (with no voting rights), the Treasurer, the Secretary of the Board and no persons who are not on the Board. The Executive Committee shall meet as often as it deems necessary or appropriate. All meetings of the Executive Committee shall be conducted in compliance with the Brown Act. The Executive Committee shall be limited in its authority as set forth in Section 1 of this Article. The Executive Committee shall report its actions to the full Board at the next scheduled Board Meeting. Executive Committee meetings shall be called by the Chair, or in his or her absence, by the Secretary. A majority of the Executive Committee members shall constitute a quorum. The vote of a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is the act of the Executive Committee.

Section 3 Audit Committee.

If required by law, the Board shall have an Audit Committee which shall consist of at least three (3) Directors, each of whom shall be free of any relationships that would interfere with his or her exercise of independent judgment. Without limiting the foregoing, the Audit Committee shall include no members of the staff of this corporation and no person with a material financial interest in any entity that does business with this corporation. In addition, the treasurer of this corporation shall not serve on the Audit Committee, regardless of whether he or she is compensated by the corporation. Furthermore, members of the Finance Committee of this corporation (if any) shall comprise less than one-half of the Audit Committee, and the Audit Committee Chair shall not be a member of the Finance Committee. No member of the Audit Committee shall receive any compensation from this corporation except for compensation that he or she may receive for his or her service on the Board.

Each Audit Committee member shall have a general working knowledge of financial reporting and shall be able to understand and interpret financial statements and supporting schedules.

The Audit Committee shall oversee management's preparation of financial statements and the audit by an independent auditor of the financial statements of this corporation. The Audit Committee shall also comply with and perform all functions specified in its charter, if any, as reviewed and established by the Board from time to time. Without limiting the foregoing, the Audit Committee shall have the following express responsibilities on behalf of this corporation, subject to the supervision of the Board.

A. Recommending to the Board the retention and termination of an independent

auditor to prepare financial statements for the corporation;

- B.** Negotiating the independent auditor's compensation on behalf of the Board;
- C.** Conferring with the auditor to satisfy Members that the financial affairs of the corporation are in order;
- D.** Reviewing and determining whether to accept the audit;
- E.** Assuring that any non-audit services performed by the audit firm conform with the standards for auditors' independence contained in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States (the "Yellow Book");
- F.** Approving the performance of all non-audit services provided by the audit firm;
- G.** Reviewing major changes to the corporation's accounting principles and practices;
- H.** Reviewing the management letter and the corporation's response with the auditor; and
- I.** Reviewing, approving, and monitoring the corporation's internal audit function and current compliance activities.

The Audit Committee shall meet no less often than two (2) times per year. It shall report to the Board periodically, but at least once per year in connection with the presentation to the board of the corporation's audited financial statements and the auditor's report.

Section 4 Advisory Committees.

The Chair may also create one or more advisory committees to serve at the pleasure of the Chair. Such committees shall not have the authority of the Board and may include both Directors and non-Directors. Non-Directors shall not have voting rights in the committee. Advisory Committees shall comply with the Brown Act, when applicable.

Section 5 Meetings and Action of Committees.

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

**ARTICLE VII
INDEMNIFICATION AND INSURANCE**

Section 1 Indemnification of Directors, Officers, Employees and Other Agents.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in Corporations Code Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in Corporations Code Section 5238(a). “Expenses,” as used in this bylaw, shall have the same meaning as in Corporations Code Section 5238(a).

Section 2 Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the Corporations Code, the Board shall promptly determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4 Insurance.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Code Section 5233) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Code Section 5238.

**ARTICLE VIII
OFFICERS**

Section 1 Number of Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. The Corporation may also have additional Vice-Chairs, Assistant Secretaries, Assistant Treasurers, or other officers, as determined by the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair, but the offices of Secretary and Treasurer may be held by the same person.

Section 2 Qualification, Election and Term of Office

Only Directors may serve as officers of the Corporation. Officers shall be elected by the Board every year during the first Board meeting following the annual Membership meeting. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

Section 3 Subordinate Officers

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

Section 4 Removal and Resignation

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

Section 5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until the Board fills the vacancy. Vacancies occurring in offices of officers appointed in the discretion of the Board may or may not be filled as the Board determines, in its discretion.

Section 6 Duties of the Chair of the Board

The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles, or these Bylaws, or which may be prescribed from time to time by the Board. The Chair shall preside at all meetings of the Board, the Executive Committee, and all meetings of Members. The Chair shall be entitled to notice of and to attend meetings of all committees. The Chair shall see that all orders and resolutions of the Board and of committees of the Board are carried into effect.

Section 7 Duties of Vice-Chair of the Board

The Vice-Chair will assist the Chair in carrying out his or her duties as set forth in Section 6 of this Article. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. Together with the Chair and the Board, the Vice-Chair shall be responsible for the formation and implementation

of the general policies of the Corporation. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed by law, the Articles, or these Bylaws, or as may be prescribed by the Board.

Section 8 Duties of Secretary

The Secretary shall:

- (1) Certify and keep at the Principal Office the original or a copy of these Bylaws, as amended from time to time.
- (2) Keep at the Principal Office or at such other place as the Board determines, a book of minutes of all meetings of the Directors, committees of Directors, and of Members, recording therein the time and place of the meeting, whether it was regular or special, how it was called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (3) See that all notices are duly given in accordance with these Bylaws or as required by law.
- (4) Be custodian of the records and of the seal of the Corporation (if any) and, at the request of the Chair, see that the seal is affixed to all duly executed documents, as authorized by law or by these Bylaws.
- (5) Keep at the Principal Office a Membership list containing the name and address of all Members.
- (6) When any Membership has been terminated, reflect such fact in the Membership list.
- (7) Exhibit at all reasonable times to any Director or his or her agent or attorney, on request therefore, the Bylaws, the Membership list, and the minutes of the proceedings of the Directors.
- (8) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles, or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 9 Duties of Treasurer

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

- (1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
- (2) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

(3) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any Director or his or her agent or attorney, on request therefore.

(6) Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(7) Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports.

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 10 Non-Liability of Officers

Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IX PERSONNEL

Section 1 Executive Director

The Board shall employ an individual as, or engage a contractor to provide, an Executive Director who shall be the chief administrator of the Corporation, subject to the Board's direction. The Executive Director shall be responsible for the Corporation's day to day operations, organization, and staff relations. In general, he or she shall perform all duties incident to the position of Executive Director and such other duties as may be required these Bylaws, or which may be assigned to him or her from time to time by the Board. The Board shall fix the compensation and approve a salary structure for such position.

Section 2 Other Personnel

The Board may employ such other offices, professionals, and consultants as it deems necessary to attain the objectives of the Corporation.

ARTICLE X EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize

any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation for an amount greater than Ten Thousand Dollars (\$10,000) shall be signed by two of the following: Chair, Treasurer, or Executive Director of the Corporation and in such manner as determined from time to time by resolution of the Board. In the absence of such resolution by the Board, the Executive Committee shall determine the manner in which such instrument shall be signed. All instruments for an amount less than Ten Thousand Dollars (\$10,000) shall be signed by the Executive Director and in such a manner as determined from time to time by resolution of the Board.

Section 3 Deposits

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

Section 4 Service Fees

The Board may set and collect fees and charges for any services rendered to corporations, agencies, partnerships, joint ventures, other organizations or individuals, in accordance with the Articles and these Bylaws. Such fees and charges may vary in amount based upon the type and quantity of the services provided and the type and size of organization to which services are rendered. The fair market value of in-kind services provided by such organizations to the Corporation may be offset against the total amount of fees or charges owed to the Corporation.

Section 5 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the public purposes of the Corporation.

ARTICLE XI CORPORATE RECORDS, REPORTS AND SEAL

Section 1 Maintenance of Corporate Records

The Corporation shall keep at its Principal Office:

(1) Minutes of all meetings of Directors, Board committees and Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(3) A record of its Members, if any, indicating their names and addresses and the termination date of any Membership.

(4) A copy of the Articles and these Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 2 Corporate Seal

The Board may adopt, use, and, at will, alter a corporate seal. Any seal shall be kept at the Principal Office. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument.

Section 3 Directors' Inspection Rights

Every Director shall have the right at any reasonable time and for any proper purpose to inspect and copy all of the Corporation's books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4 Members' Inspection Rights

The Corporation shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

A. Form 990 for the corporation for the past three years (excluding the list of donors and Form 990-T);

B. Form 1023 (application for recognition of tax exemption) for the corporation, including all supporting statements and documents, the corporation's determination letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and

C. The audited financial statements for the corporation for the period prescribed by the California Attorney General.

D. Documents required to be publicly available by the Brown Act.

Section 5 Right to Copy and Make Extracts

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

Section 6 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors and to any Member who requests it in writing. The annual report shall contain the following information in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by Section 7 of this Article.

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

Section 7 Annual Statement of Specific Transactions to Members

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

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

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

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the Members pursuant to Code Section 5238(e)(2).

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

The Corporation's annual report shall include the information required by this Section.

ARTICLE XII AMENDMENTS

The Articles may be amended as provided in Code Section 5812. These Bylaws may be amended by the affirmative vote of Two-Thirds (2/3) of the Board members, except as otherwise required by these Bylaws, provided that amendments that would materially and adversely affect the rights of the Members as to voting or transfer must be approved by a majority of a quorum of the Members in accordance with Code Sections 5034 and 5150.

ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATE EARNINGS AND ASSETS

No Member, Director, officer, employee, or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of or receive any of the Corporation's assets upon dissolution of the Corporation. All Members shall be deemed to have expressly consented and agreed that upon such dissolution and winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles.

AMENDED AND RESTATED
BYLAWS
OF
EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION
A California Nonprofit Public Benefit Corporation

AMENDED AND RESTATED
BYLAWS OF
EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION
A California Nonprofit Public Benefit Corporation

ARTICLE I
OFFICES

Section 1 Principal Office

The principal office of this corporation (the “Corporation”) for the conduct of its activities (the “Principal Office”) shall be located in Alameda County, California at a location as the Board of Directors of the Corporation (the “Board”) may, from time to time, designate.

Section 2 Other Offices

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as it may require and as designated by the Board.

ARTICLE II
PURPOSES

Section 1 Objectives and Purposes

(1) The specific purposes of the Corporation are as provided in its Articles of Incorporation, which currently state that its purposes are to mitigate traffic congestion and develop transportation system and demand management strategies by coordinating the business community’s efforts and working cooperatively with local government to address common transportation concerns, improve accessibility and mobility, and provide transportation services.

(2) Without limiting Part 1 of this Section, the Corporation’s activities include advocating and promoting transportation system and demand management strategies to 1) reduce traffic congestion, 2) reduce air pollution, 3) reduce commuting costs, 4) generate joint public/private sector approaches to solving transportation problems to/from the area served by the Corporation, and 5) create a central information service for ridesharing, public transportation and other transportation-related subjects. The Corporation shall engage in activities necessary and proper to accomplish its purposes in accordance with the law working with the business community, including developers, corporations, commercial property owners and employers, as well as homeowners’ associations that wish to become Members of the Corporation.

ARTICLE III MEMBERSHIP

Section 1 Classes of Membership.

The Corporation shall have ~~four (4)~~three (3) classes of members (“Members”) referred to as Corporate Members, Business Members, and Residential Members,~~and Public Members~~.

(1) “Corporate Members” shall mean those seven persons or entities who own commercial property in Emeryville and who pay the largest amount of fees and dues as set forth in Section 4 of this Article. Corporate Members shall each designate one Director to the Board of Directors; In the event a Corporate Member does not designate a Director, then the Member that is the next-highest payer of fees and dues shall designate a Director;

(2) “Business Members” shall mean those persons or entities who own commercial property or operate a business in the Emeryville area and who pay fees or dues as set forth in Section 4 of this Article, but do not qualify as Corporate or Residential Members; and the Emeryville Chamber of Commerce as a representative of the Emeryville business community. Business Members shall elect ~~one (1) Director~~two (2) Directors to the Board of Directors; and

(3) “Residential Members” shall mean ~~a class of members who consist of homeowners associations located in those two (2) persons, who pay fees or dues as set forth in Section 4 of this Article, who are designated annually by the City Council of the City of Emeryville or operators to represent the interest of multi-unit residential properties located in Emeryville that property owners who~~ pay fees or dues as set forth in Section 4 of this Article. Current members of the Emeryville City Council shall not be eligible to be members. These two (2) Residential Members shall elect one (1) each serve as a Director toon the Board of Directors; and

~~(4) —“Public Members” shall mean a class of members consisting of the Emeryville Chamber of Commerce and any other public or government agency determined to be a Public Member by the Board of Directors. Such Public Members shall not pay Membership Dues (as defined below), and shall each designate one Director to the Corporation’s Board of Directors.~~

Section 2 General Qualifications of Members.

Each Member shall (a) have its residence or place of business within the area served by the Corporation; (b) be dedicated to the purposes of the Corporation; (c) if not an existing Member, have applied for membership; and (d) timely pay all dues and fees imposed by the Board from time to time. A Member who or that ceases to satisfy the qualifications of Membership shall be terminated as a Member as set forth in Section 9 of this Article.

The Residential Members shall be designated annually by the Emeryville City Council in May.

Section 3 Rights of Membership

Each Member shall have one vote on each matter submitted to the Membership for a

vote. If a Member is an entity, it shall exercise its Membership rights through a duly authorized representative of the Member, who shall be designated in writing by the Member. The authorized representative may exercise the Member's vote on any matter to come before the Membership of the Corporation. A Member may change its authorized representative by written notice to the Corporation. ~~A Member and~~ may designate in writing a substitute representative to exercise its voting rights, with the exception of the Residential Members.

Section 4 Membership Dues

The membership dues ("Membership Dues") shall be specified by resolution of the Board. The Board may set different levels of Membership Dues for the different classes of Members. ~~Residential Members shall pay dues directly to the Corporation. For Corporate Members and Business Members, the Corporation may collect its Membership Dues~~ Membership dues may be collected through an assessment imposed by the Property and Business Improvement District ("PBID") established under California Street and Highways Code § 36600. ~~Corporate and Business Members, or~~ may pay dues be paid directly to the Corporation, provided ~~they have paid~~ any required PBID fees: have been paid. In the event that the PBID is terminated, ~~the Corporate Members and Business~~ Members shall pay Membership Dues as determined by Board Resolution and in conformance with any legal obligations relating to development approvals.

Section 5 Number of Members

There is no limit on the number of Members the Corporation may admit.

Section 6 Membership List

The Corporation shall keep an updated Membership list containing the name and address of each Member and specifying the Membership Class of each Member. Such list shall be kept at the Principal Office and shall be available for inspection by any Director of the Corporation ("Director") or Member during regular business hours.

The record of names and addresses of the Members shall constitute the Membership list of the Corporation and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a Member's interest as a Member.

Section 7 Non-Liability of Members

A Member is not, by virtue of its Membership, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 8 Nontransferability of Memberships

No Member may transfer a Membership or any right arising therefrom.

Section 9 Removal of Members by the Corporation

A Membership may be terminated by the Board upon thirty (30) days' prior notice for failure to pay annual dues in a timely manner, or for failure to satisfy any other qualifications for or perform the duties of Membership. In addition, a Membership may be terminated for good cause, as determined by a vote of a majority of a quorum of the class of Members, provided that the Member is given written notice of the reasons for termination at least fifteen (15) days before such termination. Termination does not relieve a former Member from continuing to pay dues, PBID fees or assessments if required by law or contractual obligation.

Section 10 Resignation

A Member may resign upon notice of such resignation in writing delivered to the Executive Director or the Secretary of the Corporation, in person, or by mail. All rights of a Membership shall cease upon the resignation of a Member. Resignation does not relieve a former Member from continuing to pay dues, PBID fees or assessments if required by law or contractual obligation.

Section 11 Amendments Resulting in the Termination of Memberships

Notwithstanding any other provision of these Bylaws, if any amendment of the articles of incorporation of the Corporation (the "Articles") or these Bylaws would result in the termination of all Memberships or any class of Memberships, then such amendment or amendments shall be effected only in accordance with California Corporations Code, as amended ("Code") Section 5342.

**ARTICLE IV
MEETINGS OF MEMBERS**

Section 1 Place of Meetings

Meetings of Members shall be held at the Principal Office or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board. **[Brown Act generally requires that meetings be held within the jurisdiction of the agency.]**

Section 2 Annual Meetings

The Membership shall meet annually to transact such business as may come before the meeting, on a date and at a time established by resolution of the Board.

The annual Membership meeting shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of Members refers to this annual meeting.

The Business Members shall meet annually at this meeting to elect ~~one (1) Director~~two (2) Directors.

~~The Residential Members shall meet annually at this meeting to elect one (1) Director.~~

The candidates receiving the highest number of votes up to the total number of Directors to be elected shall be elected.

Section 3 Special Meetings of Members

Special meetings of the Members shall be called by the Board or the Chair. In addition, special meetings of the Members for any lawful purpose may be called by one-third (1/3) or more of the Members. Both a special and a regular meeting can be held on the same day.

Section 4 Notice of Meetings

A. Time of Notice. Whenever Members are required or permitted to take action at a meeting, a written notice of the Meeting shall be given by the Secretary not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member who, on the record date for the notice of the meeting, is entitled to vote at such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given at least twenty (20) days before the meeting. **[Notice must also be given at least 72 hours prior to meeting in conformance with the Brown Act.]**

B. Manner of Giving Notice. Notice of a Members' meeting or any report shall be given personally, by mail, by electronic mail, or by other means of written communication, addressed to the Member at the address of such Member appearing on the books of the Corporation or given by the Member to the Corporation for the purpose of notice; or if no address appears or is given, at the Principal Office or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the Principal Office is located. Notice shall be deemed to have been given when delivered personally or deposited in the mail or sent by telegram or other means of written communication. Notice shall also be given in compliance with the Ralph M. Brown Act (Cal. Gov. Code § 54950 *et seq.*) (the "Brown Act").

C. Contents of Notice. Notice of a Membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted; or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members. Subject to any provision to the contrary contained in these Bylaws and subject to the Brown Act, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of Members at which Directors are to be elected shall include the names of all candidates at the time notice is given to Members. **[Notices intended to comply with the Brown Act shall conform with the requirements of that statute.]**

D. Notice of Meetings Called by Members. If a special meeting is called by Members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail to the Chair, the Secretary, or the vice-Chair of the Corporation (the "Vice Chair"). The officer receiving the request shall promptly cause notice to be given to the Members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, the persons calling the meeting may give the notice themselves in conformance with this Section.

E. Waiver of Notice of Meetings. The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of the matters specified in Section 4.F below, the waiver of notice or consent shall state the general nature of the proposal. **[All meetings must conform to the notice requirements of the Brown Act. The use of proxies is likely not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings, although there is no specific prohibition on the use of proxies in the law.]**

F. Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless (1) it is unanimously approved by those entitled to vote; or (2) the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board by Members;
- (3) Amendment of the Articles; and
- (4) An election to voluntarily wind up and dissolve the Corporation.
- (5) Merger of the Corporation or transfer of all or substantially all of the Corporation's assets.

Section 5 Quorum for Meetings

Ten (10) Members entitled to vote shall constitute a quorum for all Membership meetings.

The Members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the Members required to constitute a quorum.

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

When a meeting is adjourned for lack of a quorum or any other reason, it shall not be necessary to give any notice of the time and place of the rescheduled meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the rescheduled meeting. However, if after the

adjournment, a new record date is fixed for notice or voting, a notice of the rescheduled meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days. Notwithstanding any other provision of this Article, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

Section 6 Majority Action as Membership Action

Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present shall be the act of the Members.

Section 7 Voting Rights

Each Member is entitled to vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by one or more of the following methods, provided that a mechanism is in place to prevent duplicative voting: voice vote, proxy, and/or written ballot. The procedures for voting by written ballot in lieu of a meeting described in Section 11 below shall likewise apply to voting by written ballot at a meeting.

Section 8 Proxy Voting

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary; provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution. No proxy shall be irrevocable, and any proxy may be revoked following the procedures provided in Code Section 5613 (b). **[The use of proxies is likely not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings, although there is no specific prohibition on the use of proxies in the law.]**

No Member shall hold more than three (3) proxies at one time.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were candidates at the time the notice of the vote for election of Directors ~~was given to Residential Members.~~ In any election of Directors, any proxy marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the Member to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

Section 9 Conduct of Meetings

Meetings of Members shall be presided over by the Chair or, in his or her absence, by the Vice-Chair or, in the absence of both of these persons, by a person chosen by a majority of the

voting Members present in person or by proxy. The Secretary shall act as secretary of all meetings of Members, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 10 Method of Meetings

To the full extent allowed by the Code, Membership meetings may be held using any technology allowed for Board meetings, subject to the restrictions described in Article V, Section 11 below.

Section 11 Action by Written Ballot Without a Meeting

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

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

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

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the candidates at the time the ballots are mailed or delivered. If any such ballots are marked “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director. **[The use of written ballots collected outside of meetings or proxies is not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings. No secret ballots are permitted under the Brown Act.]**

Section 12 Reasonable Nomination and Election Procedures

The Corporation shall make available to ~~Residential Members and~~ Business Members reasonable nomination and election procedures with respect to the election of Directors by ~~Residential Members and~~ Business Members. Such procedures shall be reasonable given the nature, size and operations of the Corporation, and shall include:

- (1) A reasonable means of nominating persons for election as Directors;

(2) A reasonable opportunity for a candidate to communicate to the ~~Residential Members and~~ Business Members the candidate's qualification's and the reasons for the candidate's candidacy;

(3) A reasonable opportunity for all candidates to solicit votes; and

(4) A reasonable opportunity for all ~~Residential Members and~~ Business Members to choose among the candidates.

Upon the written request by any candidate for election to the Board and the payment with such request of the reasonable costs of mailing (including postage), the Corporation shall, within ten (10) business days after such request (provided payment has been made), mail to all ~~Residential Members and~~ Business Members or such portion of them that the candidate may reasonably specify, any material which the candidate shall furnish and which is reasonably related to the election, unless the Corporation within five (5) business days after the request allows the candidate, at the Corporation's option, the right to do either of the following:

(1) Inspect and copy the record of all ~~Residential Members' and~~ Business Members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those ~~Residential Members and~~ Business Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the candidate subsequent to the date of demand. The demand shall state the purpose for which the list is requested, and the list of ~~Residential and~~ Business Members shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

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

Generally, any person who is qualified to be elected to the Board shall be nominated at the meeting by any ~~Residential Member, for the Residential Member Director position or any~~ Business Member, for the Business Member Director position, that is present at the meeting in person or by proxy. However, at any time that the Corporation has five hundred (500) or more Members, any of the additional nomination procedures specified in Code Section 5521 may be used to nominate Directors.

Section 13 Action by Unanimous Written Consent

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the Members or any class of Members may be taken without a meeting, if all Members or everyone within the class of Members individually or collectively consent in writing to the

action. The written consent or consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members or class of Members. **[The use of written ballots collected outside of meetings is not acceptable under the Brown Act, which mandates that all decisions be made a publicly-noticed meetings.]**

Section 14 Record Date For Meetings

The record date for purposes of determining the Members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of Members or any other lawful Membership action, shall be fixed pursuant to Code Section 5611.

ARTICLE V DIRECTORS

Section 1 Number

The Board shall consist of at least ten (10) Directors, with the precise number of Directors determined by resolution of the Board.

Section 2 Terms

Each Director designated ~~Director~~by a Corporate Member shall hold office only as long as the Member that designated such Director is in good standing with the Corporation, or until the Director resigns ~~or is removed.~~, is removed or the Corporate Member designates a different Director. Directors designated by Corporate Members who no longer qualify as Corporate Members under Section 1 of Article III, based upon the amount of dues paid to the Corporation, shall serve up until the next Annual Membership Meeting. The determination of which members qualify as Corporate Members as set forth in Section 1 of Article III, shall be made prior to the Annual Membership Meeting, based on the amount of dues billed in the calendar year of the Annual Membership Meeting. Any new Corporate Members shall then designate their Directors, who shall serve terms as provided herein.

Each Residential Director shall hold office for a term of one (1) year, or until he or she resigns or is removed, pursuant to Section 20 of this Article.

Each elected Director shall hold office for three (3) years or until he or she resigns or is removed, pursuant to Section 20 of this Article.

Section 3 Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to actions required or permitted to be taken or approved by the Members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board shall have the power to do the following:

(1) Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the

Articles, and these Bylaws; fix their compensation; and require from them security for faithful service;

(2) Conduct, manage and control the Corporation's affairs and activities and make such rules and regulations for this purpose, consistent with law, the Articles, and these By-Laws, as the Board deems best;

(3) Change the Principal Office for the transaction of Corporation business from one location to another within the area surveyed by the Corporation; set Director or Member meetings; and adopt, make and use a corporate seal, if any, and alter the form of the corporate seal, provided such seal shall at all times comply with the provisions of law;

(4) Borrow money and incur indebtedness on the Corporation's behalf, and to cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities;

(5) Solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of the Corporation and the proceeds, income, rents, issues and profits derived from any property of the Corporation for any of the purposes for which the Corporation is formed;

(6) Act as trustee under any trust created to furnish funds for the principal objectives of the Corporation and receive, hold, administer, and expend funds and property subject to such trust;

(7) Purchase or otherwise acquire, own, hold, sell, assign, transfer or otherwise dispose of mortgage, pledge or otherwise hypothecate or encumber, and to deal in with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership; and

(8) Enter into, make, perform and carry out contracts for every kind for any lawful purpose without limit as to amount, with any person, firm, corporation or association, municipality, county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision.

Section 4 Duties

It shall be the duty of the Directors to:

(1) Perform any and all duties imposed on them collectively or individually by applicable law, the Articles, or these Bylaws;

(2) Meet at such times and places as required by these Bylaws; and

(3) Register their addresses, including facsimile numbers and electronic mail addresses, with the Secretary. (Notices of meetings mailed or transmitted to them at such

addresses shall be deemed valid notices thereof.)

Section 5 Standard of Care; Confidentiality

Directors shall perform their duties, including their duties as members of any committee of the Board, in good faith, in a manner they believe to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of the Director, a Director may rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

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

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

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

All Directors shall have a duty of loyalty to the Corporation which shall include, without limitation, a duty of strict confidentiality with respect to the non-public discussions and proceedings of the Board and its committees and the non-public materials distributed to Board members, whether in their capacity as Directors or as Board committee members.

Section 6 Compensation

Directors shall serve without compensation; provided, however, that the Board, in its discretion, may approve advancement or reimbursement of reasonable expenses incurred by Directors in the performance of their regular duties described in Section 5 of this Article.

Section 7 Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, no more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, an "interested person" means either:

(1) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 8 Place of Meetings

Board Meetings shall be held at the Principal Office unless otherwise provided by the Board or at such place within or without the State of California that has been designated from time to time by resolution of the Board. **[The Brown Act generally requires that meetings be held within the jurisdiction of the agency.]**

Section 9 Method of Meetings

Any Board meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:

(1) Each Director participating in the meeting can communicate with all of the other Directors concurrently;

(2) Each Director 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 by the Corporation; and

(3) The Corporation adopts and implements some means of verifying both of the following:

(a) The person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and

(b) All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

[The Brown Act generally requires that meetings be held within the jurisdiction of the agency, but does permit teleconference meetings provided certain notice and access requirements are met.]

Section 10 Regular and Annual Meetings

A. Annual Meetings. The annual meetings of the Board shall be held in the month of May every year. The Board shall hold such annual meetings for purposes of electing officers, appointing committee members, reviewing reports from committees and officers, and transacting such other business as may properly come before the Board. The annual meeting shall be held on the date and at the time and place as shall be stated in the notice of the meeting.

B. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times and places: (i) as adopted by Board resolution; (ii) if no resolution, as specified in a notice of annual meeting, delivered pursuant to Section 11 of this Article; or (iii) as specified in a waiver of notice signed by all current Directors. Regular meetings of Directors may be held without notice if the Board fixes the time and place by resolution. **[Notice must also be given at least 72 hours prior to meeting in conformance with the Brown Act.]**

Section 11 Special Meetings

Special meetings of the Board may be called by the Chair or Secretary, or any three Directors. Such meetings shall be held at the place, within or without the State of California, designated by the person(s) calling the meeting, and in the absence of such designation, at the Principal Office.

Special meetings of the Board shall be held upon at least four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of any regular or special meeting of the Board. The notice shall be deemed to be delivered on its deposit in the mails, personal delivery, or electronic transmission.

Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the rescheduled meeting is held no more than twenty-four hours from the time of the original meeting. Notice shall be given of any rescheduled regular or special meeting to Directors absent from the original meeting if the rescheduled meeting is held more than twenty-four hours from the time of the original meeting

Section 12 Contents of Notice

Any required notice of meetings (all special meetings and regular meetings that have not been set by Board resolution) shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 13 Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed and wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that (1) a quorum is present; and (2) either before or after the meeting, each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting. **[Notice must also be given at least 72 hours prior to meeting in conformance with the Brown Act.]**

Section 14 Quorum For Meetings

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

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the rescheduled meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 11 of this Article. **[Notice must also be given in conformance with the Brown Act.]**

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

Section 15 Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles or these Bylaws or the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Code Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Code Section 5233) and indemnification of Directors (Code Section 5238(e)), require a greater percentage or different voting rules for Board approval of a matter. In the event of a deadlocked Board vote on a matter, the position for which the Chair voted shall prevail.

Section 16 Conduct of Meetings

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

Section 17 Action by Unanimous Written Consent

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. For the purposes of this section only, “all members of the Board” shall not include any “interested Director” as defined in Code Section 5233. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that these Bylaws authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

Section 18 Vacancies

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

The Board may declare vacant the office of a Director who has (1) been declared of unsound mind by a final order of court; (2) been convicted of a felony; (3) been found by a final order or judgment of any court to have breached any duty under Code Section 5230 et seq.; or (4) been removed in accordance with Section 20 of this Article.

As long as the Corporation has fifty or more Members, Directors may be removed without cause by the vote of a majority of the votes represented at a Membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board, unless the notice specifies a later effective date. No Director may resign if the Corporation would then be left without a duly designated Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

Vacancies on the Board may be filled as follows:

(1) Designated Directors shall be replaced by the persons or entities who or that designated them.

(2) Directors elected by the Business ~~Members or Residential~~ Members shall be replaced by the Board, to serve until the next annual Membership meeting.

Subject to subpart (1) above, a person designated to fill a vacancy as provided in this Section shall serve until the earlier of the end of the term of the departing Director or the successor Director's death, resignation, or removal from office.

Section 19 Non-liability of Directors

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 20 Removal.

A Director may be removed from office under any of the following circumstances:

(1) The Director has three (3) consecutive unexcused absences from Board meetings. Such Director may be removed from office by a vote of a majority of the Board as further specified by Board policy.

(2) The Director is removed for good cause, as provided by law, by a vote of a majority of the Board.

(3) The Designated Director is removed by the Memberentity who designated him or her.

ARTICLE VI COMMITTEES

Section 1 Committees with Board Authority.

The Board, by resolution adopted by majority vote, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and no persons who are not Directors, 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. Any such committee, to the extent provided in the Board resolution, shall have the full authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Fill vacancies on the Board or on any committee that has the authority of the board;
- B. Fix compensation of the Directors for serving on the Board or on any committee;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- E. Create any other committees of the board or appoint the members of committees of the Board;
- F. Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- G. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2 Executive Committee.

The board shall have an Executive Committee that consists of the Chair and Vice Chair of the Board, the Executive Director (with no voting rights), the Treasurer, the Secretary of the Board and no persons who are not on the Board. The Executive Committee shall meet as often as it deems necessary or appropriate. All meetings of the Executive Committee shall be conducted in compliance with the Brown Act. The Executive Committee shall be limited in its authority as set forth in Section 1 of this Article. The Executive Committee shall report its actions to the full Board at the next scheduled Board Meeting. Executive Committee meetings shall be called by the Chair, or in his or her absence, by the Secretary. A majority of the Executive Committee members shall constitute a quorum. The vote of a majority of the Executive Committee members present at a meeting duly held at which a quorum is present is the act of the Executive Committee.

Section 3 Audit Committee.

If required by law, the Board shall have an Audit Committee which shall consist of at least three (3) Directors, each of whom shall be free of any relationships that would interfere with his or her exercise of independent judgment. Without limiting the foregoing, the Audit Committee shall include no members of the staff of this corporation and no person with a material financial interest in any entity that does business with this corporation. In addition, the ~~treasurer~~Treasurer of this corporation shall not serve on the Audit Committee, regardless of

whether he or she is compensated by the corporation. Furthermore, members of the Finance Committee of this corporation (if any) shall comprise less than one-half of the Audit Committee, and the Audit Committee Chair shall not be a member of the Finance Committee. No member of the Audit Committee shall receive any compensation from this corporation except for compensation that he or she may receive for his or her service on the Board.

Each Audit Committee member shall have a general working knowledge of financial reporting and shall be able to understand and interpret financial statements and supporting schedules.

The Audit Committee shall oversee management's preparation of financial statements and the audit by an independent auditor of the financial statements of this corporation. The Audit Committee shall also comply with and perform all functions specified in its charter, if any, as reviewed and established by the Board from time to time. Without limiting the foregoing, the Audit Committee shall have the following express responsibilities on behalf of this corporation, subject to the supervision of the Board.

- A.** Recommending to the Board the retention and termination of an independent auditor to prepare financial statements for the corporation;
- B.** Negotiating the independent auditor's compensation on behalf of the Board;
- C.** Conferring with the auditor to satisfy Members that the financial affairs of the corporation are in order;
- D.** Reviewing and determining whether to accept the audit;
- E.** Assuring that any non-audit services performed by the audit firm conform with the standards for auditors' independence contained in the latest revision of the Government Auditing Standards issued by the Comptroller General of the United States (the "Yellow Book");
- F.** Approving the performance of all non-audit services provided by the audit firm;
- G.** Reviewing major changes to the corporation's accounting principles and practices;
- H.** Reviewing the management letter and the corporation's response with the auditor; and
- I.** Reviewing, approving, and monitoring the corporation's internal audit function and current compliance activities.

The Audit Committee shall meet no less often than two (2) times per year. It shall report to the Board periodically, but at least once per year in connection with the presentation to the board of the corporation's audited financial statements and the auditor's report.

Section 4 Advisory Committees.

The Chair may also create one or more advisory committees to serve at the pleasure of the Chair. Such committees shall not have the authority of the Board and may include both Directors and non-Directors. Non-Directors shall not have voting rights in the committee. Advisory Committees shall comply with the Brown Act, when applicable.

Section 5 Meetings and Action of Committees.

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

**ARTICLE VII
INDEMNIFICATION AND INSURANCE**

Section 1 Indemnification of Directors, Officers, Employees and Other Agents.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in Corporations Code Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in Corporations Code Section 5238(a). “Expenses,” as used in this bylaw, shall have the same meaning as in Corporations Code Section 5238(a).

Section 2 Approval of Indemnity.

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the Corporations Code, the Board shall promptly determine under Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 3 Advancement of Expenses.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 4 Insurance.

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Code Section 5233) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Code Section 5238.

ARTICLE VIII OFFICERS

Section 1 Number of Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. The Corporation may also have additional Vice-Chairs, Assistant Secretaries, Assistant Treasurers, or other officers, as determined by the Board. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair, but the offices of Secretary and Treasurer may be held by the same person.

Section 2 Qualification, Election and Term of Office

Only Directors may serve as officers of the Corporation. Officers shall be elected by the Board every year during the first Board meeting following the annual Membership meeting. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

Section 3 Subordinate Officers

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

Section 4 Removal and Resignation

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

Section 5 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board-, with exception to Residential Director vacancies who shall be designated by the Emeryville City Council. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until the Board fills the vacancy. Vacancies occurring in offices of officers appointed in the discretion of the Board may or may not be filled as the Board determines, in its discretion.

Section 6 Duties of the Chair of the Board

The Chair shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles, or these Bylaws, or which may be prescribed from time to time by the Board. The Chair shall preside at all meetings of the Board, the Executive Committee, and all meetings of Members. The Chair shall be entitled to notice of and to attend meetings of all committees. The Chair shall see that all orders and resolutions of the Board and of committees of the Board are carried into effect.

Section 7 Duties of Vice-Chair of the Board

The Vice-Chair will assist the Chair in carrying out his or her duties as set forth in Section 6 of this Article. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. Together with the Chair and the Board, the Vice-Chair shall be responsible for the formation and implementation of the general policies of the Corporation. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed by law, the Articles, or these Bylaws, or as may be prescribed by the Board.

Section 8 Duties of Secretary

The Secretary shall:

- (1) Certify and keep at the Principal Office the original or a copy of these Bylaws, as amended from time to time.
- (2) Keep at the Principal Office or at such other place as the Board determines, a book of minutes of all meetings of the Directors, committees of Directors, and of Members, recording therein the time and place of the meeting, whether it was regular or special, how it was called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (3) See that all notices are duly given in accordance with these Bylaws or as required by law.
- (4) Be custodian of the records and of the seal of the Corporation (if any) and, at the request of the Chair, see that the seal is affixed to all duly executed documents, as authorized by law or by these Bylaws.
- (5) Keep at the Principal Office a Membership list containing the name and address of all Members.
- (6) When any Membership has been terminated, reflect such fact in the Membership list.
- (7) Exhibit at all reasonable times to any Director or his or her agent or

attorney, on request therefore, the Bylaws, the Membership list, and the minutes of the proceedings of the Directors.

(8) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles, or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 9 Duties of Treasurer

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

(1) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(2) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

(3) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any Director or his or her agent or attorney, on request therefore.

(6) Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(7) Prepare, or cause to be prepared, and certify, or caused to be certified, the financial statements to be included in any required reports.

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles or these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 10 Non-Liability of Officers

Officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IX PERSONNEL

Section 1 Executive Director

The Board shall employ an individual as, or engage a contractor to provide, an Executive Director who shall be the chief administrator of the Corporation, subject to the Board's direction. The Executive Director shall be responsible for the Corporation's day to day operations, organization, and staff relations. In general, he or she shall perform all duties incident to the position of Executive Director and such other duties as may be required these Bylaws, or which may be assigned to him or her from time to time by the Board. The Board shall fix the compensation and approve a salary structure for such position.

Section 2 Other Personnel

The Board may employ such other offices, professionals, and consultants as it deems necessary to attain the objectives of the Corporation.

ARTICLE X EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation for an amount greater than Ten Thousand Dollars (\$10,000) shall be signed by two of the following: Chair, Treasurer, or Executive Director of the Corporation and in such manner as determined from time to time by resolution of the Board. In the absence of such resolution by the Board, the Executive Committee shall determine the manner in which such instrument shall be signed. All instruments for an amount less than Ten Thousand Dollars (\$10,000) shall be signed by the Executive Director and in such a manner as determined from time to time by resolution of the Board.

Section 3 Deposits

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

Section 4 Service Fees

The Board may set and collect fees and charges for any services rendered to- corporations, agencies, partnerships, joint ventures, other organizations or individuals, in accordance with the Articles and these Bylaws. Such fees and charges may vary in amount based upon the type and quantity of the services provided and the type and size of organization to which services are rendered. The fair market value of in-kind services provided by such

organizations to the Corporation may be offset against the total amount of fees or charges owed to the Corporation.

Section 5 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the public purposes of the Corporation.

ARTICLE XI CORPORATE RECORDS, REPORTS AND SEAL

Section 1 Maintenance of Corporate Records

The Corporation shall keep at its Principal Office:

(1) Minutes of all meetings of Directors, Board committees and Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(3) A record of its Members, if any, indicating their names and addresses and the termination date of any Membership.

(4) A copy of the Articles and these Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 2 Corporate Seal

The Board may adopt, use, and, at will, alter a corporate seal. Any seal shall be kept at the Principal Office. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument.

Section 3 Directors' Inspection Rights

Every Director shall have the right at any reasonable time and for any proper purpose to inspect and copy all of the Corporation's books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4 Members' Inspection Rights

The Corporation shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

A. Form 990 for the corporation for the past three years (excluding the list of donors and Form 990-T);

B. Form 1023 (application for recognition of tax exemption) for the corporation, including all supporting statements and documents, the corporation's determination letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and

C. The audited financial statements for the corporation for the period prescribed by the California Attorney General.

D. Documents required to be publicly available by the Brown Act.

Section 5 Right to Copy and Make Extracts

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

Section 6 Annual Report

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors and to any Member who requests it in writing. The annual report shall contain the following information in appropriate detail:

(1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.

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

(3) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 7 of this Article.

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

Section 7 Annual Statement of Specific Transactions to Members

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

(1) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any Director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

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

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the Members pursuant to Code Section 5238(e)(2).

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

The Corporation's annual report shall include the information required by this Section.

ARTICLE XII AMENDMENTS

The Articles may be amended as provided in Code Section 5812. These Bylaws may be amended by the affirmative vote of Two-Thirds (2/3) of the Board members, except as otherwise required by these Bylaws, provided that amendments that would materially and adversely affect the rights of the Members as to voting or transfer must be approved by a majority of a quorum of the Members in accordance with Code Sections 5034 and 5150.

ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATE EARNINGS AND ASSETS

No Member, Director, officer, employee, or other person connected with the Corporation, or any private individual, shall receive at any time any of the net earnings from the operations of the Corporation; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of or receive any of the Corporation's assets upon dissolution of the Corporation. All Members shall be deemed to have expressly consented and agreed that upon such dissolution and winding up of the affairs of the Corporation, whether voluntary or

involuntary, the remaining assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles.

AMENDED AND RESTATED
BYLAWS
OF
EMERYVILLE TRANSPORTATION MANAGEMENT ASSOCIATION
A California Nonprofit Public Benefit Corporation