

Bylaws of
Hydrogen Fuel Cell Partnership
A California Nonprofit Public Benefit Corporation

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TABLE OF CONTENTS

ARTICLE 1 NAME 1

SECTION 1.1 CORPORATE NAME1F..... 1

ARTICLE 2 OFFICES 1

SECTION 2.1 PRINCIPAL OFFICE2F..... 1

SECTION 2.2 OTHER OFFICES3F..... 1

ARTICLE 3 PURPOSES 1

SECTION 3.1 GENERAL PURPOSE4F 1

SECTION 3.2 SPECIFIC PURPOSE5F..... 1

ARTICLE 4 LIMITATIONS 1

SECTION 4.1 POLITICAL ACTIVITIES6F 1

SECTION 4.2 PROHIBITED ACTIVITIES7F..... 1

ARTICLE 5 DEDICATION OF ASSETS..... 1

SECTION 5.1 PROPERTY DEDICATED TO NONPROFIT PURPOSES8F 1

SECTION 5.2 DISTRIBUTION OF ASSETS UPON DISSOLUTION9F 1

ARTICLE 6 MEMBERSHIPS..... 2

SECTION 6.1 MEMBERS10F..... 2

SECTION 6.2 NON-VOTING MEMBERS 2

SECTION 6.3 ANTITRUST COMPLIANCE 2

ARTICLE 7 DIRECTORS11F 2

SECTION 7.1 NUMBER AND QUALIFICATIONS12F 2

7.1.1 Number 2

7.1.2 Qualifications13F..... 2

SECTION 7.2 CORPORATE POWERS EXERCISED BY BOARD14F 2

SECTION 7.3 TERMS; ELECTION OF SUCCESSORS15F 2

SECTION 7.4 VACANCIES 3

7.4.1 Events Causing Vacancy18F 3

7.4.2 Removal..... 3

7.4.3 No Removal on Reduction of Number of Directors20F 3

7.4.4 Resignations21F..... 3

7.4.5 Election to Fill Vacancies22F 3

SECTION 7.5 REGULAR MEETINGS23F 3

SECTION 7.6 SPECIAL MEETINGS25F 3

SECTION 7.7 NOTICE OF MEETINGS 3

7.7.1 Manner of Giving26F 3

7.7.2 Time Requirements27F..... 4

7.7.3 Notice Contents28F 4

SECTION 7.8 PLACE OF BOARD MEETINGS29F 4

7.8.1 Meetings by Telephone or Similar Communication Equipment30F..... 4

SECTION 7.9 QUORUM AND ACTION OF THE BOARD..... 4

7.9.1 Quorum31F..... 4

7.9.2 Minimum Vote Requirements for Valid Board Action32F..... 4

7.9.3 When a Greater Vote Is Required for Valid Board Action33F 4

SECTION 7.10 WAIVER OF NOTICE34F 4

SECTION 7.11 ADJOURNMENT35F 5

SECTION 7.12 NOTICE OF ADJOURNMENT36F..... 5

SECTION 7.13 CONDUCT OF MEETINGS37F 5

SECTION 7.14 ACTION WITHOUT MEETING38F5

SECTION 7.15 FEES AND COMPENSATION OF DIRECTORS39F5

SECTION 7.16 NON-LIABILITY OF DIRECTORS40F5

SECTION 7.17 EMERGENCY BYLAWS41F5

 7.17.1 When Applicable5

 7.17.2 Emergency Actions.....6

ARTICLE 8 COMMITTEES6

 SECTION 8.1 COMMITTEES OF DIRECTORS42F6

 SECTION 8.2 MEETINGS AND ACTION OF BOARD COMMITTEES43F7

 SECTION 8.3 QUORUM RULES FOR BOARD COMMITTEES44F7

 SECTION 8.4 REVOCATION OF DELEGATED AUTHORITY45F8

 SECTION 8.5 NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE46F8

 SECTION 8.6 ADVISORY COMMITTEES48F8

ARTICLE 9 OFFICERS49F8

 SECTION 9.1 OFFICERS50F8

 SECTION 9.2 ELECTION OF OFFICERS52F8

 SECTION 9.3 REMOVAL OF OFFICERS53F8

 SECTION 9.4 RESIGNATION OF OFFICERS9

 SECTION 9.5 VACANCIES IN OFFICES9

 SECTION 9.6 RESPONSIBILITIES OF OFFICERS9

 9.6.1 Chairperson of the Board54F9

 9.6.2 Vice Chair9

 9.6.3 Immediate Past Chair9

 9.6.4 Secretary9

 9.6.5 Treasurer58F10

 9.6.6 Additional Officers59F10

 SECTION 9.7 CHIEF EXECUTIVE60F10

 SECTION 9.8 COMPENSATION OF OFFICERS10

 9.8.1 Salaries Fixed by Board10

 9.8.2 Fairness of Compensation61F10

**ARTICLE 10 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS62F
11**

 SECTION 10.1 TRANSACTIONS WITH DIRECTORS AND OFFICERS63F 11

 10.1.1 Interested Party Transactions11

 10.1.2 Requirements to Authorize Interested Party Transactions11

 10.1.3 Material Financial Interest611

 SECTION 10.2 LOANS TO DIRECTORS AND OFFICERS65F12

 SECTION 10.3 INTERLOCKING DIRECTORATES66F12

 SECTION 10.4 DUTY OF LOYALTY; CONSTRUCTION WITH ARTICLE 1167F12

**ARTICLE 11 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS68F
12**

 SECTION 11.1 DEFINITIONS69F 12

 11.1.1 “Agent”12

 11.1.2 “Proceeding”12

 11.1.3 “Expenses”12

 SECTION 11.2 APPLICABILITY OF INDEMNIFICATION PROVISIONS12

 11.2.1 Successful Defense by Agent12

 11.2.2 Settlement or Unsuccessful Defense by Agent12

 SECTION 11.3 ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION12

 11.3.1 Scope of Indemnification in Third Party Proceedings70F13

11.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings71F 13

SECTION 11.4 ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION72F 13

11.4.1 Scope of indemnification in proceeding by or on behalf of the Corporation..... 13

11.4.2 Required standard of conduct for indemnification in Proceeding by or on behalf of the Corporation 13

11.4.3 Claims settled out of Court 13

11.4.4 Claims and suits awarded against Agent 13

SECTION 11.5 DETERMINATION OF AGENT’S GOOD FAITH CONDUCT75F 13

SECTION 11.6 LIMITATIONS76F 14

SECTION 11.7 ADVANCE OF EXPENSES77F..... 14

SECTION 11.8 CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS 14

SECTION 11.9 INSURANCE79F 14

ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL14

SECTION 12.1 MINUTE BOOK 14

SECTION 12.2 BOOKS AND RECORDS OF ACCOUNT 14

SECTION 12.3 ARTICLES OF INCORPORATION AND BYLAWS..... 14

12.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns81F 14

SECTION 12.4 ANNUAL REPORT; STATEMENT OF CERTAIN TRANSACTIONS82F..... 14

SECTION 12.5 DIRECTORS’ RIGHTS OF INSPECTION 15

SECTION 12.6 CORPORATE SEAL84F 15

ARTICLE 13 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....15

SECTION 13.1 EXECUTION OF INSTRUMENTS85F 15

SECTION 13.2 CHECKS AND NOTES 15

SECTION 13.3 DEPOSITS 15

SECTION 13.4 GIFTS 15

ARTICLE 14 CONSTRUCTION AND DEFINITIONS16

ARTICLE 15 AMENDMENTS.....16

SECTION 15.1 AMENDMENT BY DIRECTORS 16

CERTIFICATE OF SECRETARY17

DEFINED TERMS USED IN THIS DOCUMENT

- “annual meeting” – Section 7.5
- “Articles of Incorporation” – Section 7.2
- “Attorney General” – Section 7.4.4
- “Board” – Section 7.2
- “California Nonprofit Corporation Law” – Section 3.1
- “Chairperson” – Section 9.6.1
- “Code” –Section 4.2
- “Committees” – Section 8.1
- “Corporation” – Section 1.1
- “Directors” – Section 7.1.1
- “e-mail” – Section 7.7.1
- “Officers” – Section 9.1
- “Secretary” – Section 9.6.4
- “Treasurer” – Section 9.6.5
- “Vice Chair” – Section 9.6.3

ARTICLE 1 NAME

Section 1.1 Corporate Name
The name of this corporation is **Hydrogen Fuel Cell Partnership** (the “Corporation”).

ARTICLE 2 OFFICES

Section 2.1 Principal Office
3300 Industrial Blvd, West Sacramento, CA 95691

Section 2.2 Other Offices
The Board may at any time establish branches or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose
The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public purposes.

Section 3.2 Specific Purpose
The specific purpose of the Corporation shall include without limitation educating the public about the benefits of electrification of transportation-related to hydrogen and fuel cell technology and the accelerated development of such technologies as a solution to current energy, economic, and environmental challenges.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities
The Corporation has been formed under California Nonprofit Corporation Law for the purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 4.2 Prohibited Activities
The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes
The property of the Corporation is irrevocably dedicated to public good purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets Upon Dissolution
Upon the dissolution or winding up of the Corporation, its assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public good purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Members

The Corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law. Any act that would require the approval of members shall require only Board approval or authorization. Any and all rights that would vest in the members shall vest in the Board.

Section 6.2 Non-Voting Members

As provided in the Operating Protocols attached hereto as Exhibit A and as may be amended or modified henceforth (the “Operating Protocols”), The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate or other members are not “members” of the Corporation as defined in section 5056 of the California Nonprofit Corporation Law.

Section 6.3 Antitrust Compliance

As provided in the Operating Protocols, the Corporation and its members shall not violate or be in conflict with any federal, state or local antitrust law, rule or policy (collectively, the “antitrust laws”). The Corporation’s members will conduct their affairs with this intent. Each member is aware that there are significant civil and criminal penalties for violating the antitrust laws. To the extent possible, members of the Corporation will act in a manner substantially in compliance with the policy entitled “Antitrust Guidelines for Collaboration Among Competitors” issued by the Federal Trade Commission and the Department of Justice in April 2000 (the “Antitrust Guidelines”). The Antitrust Guidelines will be referenced in advance of the Corporation’s meeting and are available for reference on the Corporation’s member resources website.

ARTICLE 7 DIRECTORS

Section 7.1 Number and Qualifications

7.1.1 Number

The authorized number of directors of the Corporation (“Directors”) shall be determined as follows:

- As of the date of these Bylaws, the authorized number of Directors shall be a minimum of 10 and a maximum of 40.
- The authorized number of Directors may be increased or decreased pursuant to the Operating Protocols. Furthermore, the process pursuant to which Directors may be appointed or removed from the Board is also set forth in Operating Protocols. The Operating Protocols may be amended or modified at any time based upon the process set forth therein.

7.1.2 Qualifications

As further described in the Operating Protocols, qualification for Board level membership includes:

- strong alignment with the Corporation’s purpose;
- desire to help the Corporation meet its purpose through its stated strategic objectives;
- ability to participate with senior management level
- ability to financially support the Corporation at the Board level, *or* ability to bring a desirable profile, skill and/or talent to further the Corporation’s purpose.

Section 7.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the “Articles of Incorporation”), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the “Board”). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.3 Terms; Election of Successors

Directors shall be elected at each annual meeting of the Board for 1-year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he, she or they was or were elected and until the election and qualification of a successor, or until that Director’s earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the Board may arrange for terms to be staggered.

Section 7.4 Vacancies

7.4.1 Events Causing Vacancy.

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors; or (iv) as otherwise provided in the Operating Protocols.

7.4.2 Removal

The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law or failure of a Director or its organization to meet its membership financial obligation.

Directors may be removed without cause by a 2/3 majority of Directors then in office.

7.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4.4 Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the Chairperson, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

7.4.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy or may decide not to fill the vacancy as long as a minimum number of Directors meets Article 6, Section 7.1.1. If the Board decides to fill the open seat, they may do so by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a 2/3 of the Directors in office at a meeting held according to notice or waivers complying with section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 7.6 Special Meetings

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

Section 7.7 Notice of Meetings

7.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner;
- (b) First-class mail, postage paid; or
- (c) Personal delivery of oral or written notice.

All such notices shall be given or sent to the Director's address, facsimile number, or e-mail address as shown on the records of the Corporation. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

7.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, facsimile, e-mail or other electronic transmission (subject to the granting of requisite consent in accordance with Section 7.7.1 (a)) shall be delivered at least 48 hours before the time set for the meeting.

7.7.3 Notice Contents

The notice shall state the time and place for the meeting, including virtual meetings, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

7.8.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 7.9 Quorum and Action of the Board

7.9.1 Quorum

A 60% majority of Directors then in office (but no fewer than five Directors or half of the lower range of authorized number in Section 7.1.1, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

7.9.2 Minimum Vote Requirements for Valid Board Action

As explained in further detail in the Operating Protocols, every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a 2/3 majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and chair appointment to, Committees (but not advisory committees) as described in Section 8.1;
- (c) Removal of a Director without cause as described in Section 7.4.2; and
- (d) Any other actions as provided in the Operating Protocols.

Section 7.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

- Section 7.11 Adjournment
A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- Section 7.12 Notice of Adjournment
Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- Section 7.13 Conduct of Meetings
Meetings of the Board shall be presided over by the Chairperson, or, if there is no Chairperson or the Chairperson is absent, by the Vice Chair or, in the absence of the Vice Chair, the immediate Past Chairperson shall preside. In the absence of each of these persons, a chairperson of the meeting, 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, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.
- Section 7.14 Action Without Meeting
Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 7.14 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson.
- Section 7.15 Fees and Compensation of Directors
The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:
- (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
 - (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- Section 7.16 Non-Liability of Directors
The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- Section 7.17 Emergency Bylaws
- 7.17.1 When Applicable
Notwithstanding anything to the contrary herein, Section 7.17 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Sections 7.7 and 7.9:
- (a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought, or, regardless of cause, any fire, flood, or explosion;

- (b) An attack on this state or nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that an enemy attack is probable or imminent;
- (c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or
- (d) A state of emergency proclaimed by the governor of the state in which one or more Directors are resident, or by the President of the United States.

7.17.2

Emergency Actions

In anticipation of or during an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;
- (b) Relocate the principal office or authorize the officers to do so.

During an emergency, the Board may take either or both of the following actions necessary to conduct the Corporation's ordinary business operations and affairs:

- (a) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7
- (b) Deem that one or more officers present at a board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

During an emergency the Board may not take any action that is not in the Corporation's ordinary course of business. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8 COMMITTEES

Section 8.1

Committees of Directors

The Board consists of the following Board Committees ("Committees")

- (a) Leadership Team, shall serve as a follow up executive committee of the Board. The Leadership Team members are Chairperson of the Board, Vice Chair, Immediate Past Chair and the Executive Director. The Board may appoint additional members with expertise as approved by the Directors. The Leadership Team shall carry out the Board's resolutions, directions and path forward for the organization's vision, strategic objectives. Collectively, the Leadership Team shall act as the chief executive officer in making sure the organization is running smoothly, maintaining financial health including spending resources per the purpose of the organization, meeting the intent of the Board, and supporting the Executive Director. The Chair of the Board is the chair of the Leadership Team. The Leadership Team takes direction from the Board and reports back to the Board at every board meeting or as directed by resolution.
- (b) Bylaws Committee, which shall serve as the Corporation's governance gatekeeper. Responsibilities include: ensuring the Corporation's practices are aligned with the bylaws; providing an annual report to the Board advising of bylaw changes; shepherding any Board of Director directed bylaw changes; monitoring implementation of bylaw changes to align with operating protocols; and keeping historical bylaw documents, recorded changes and current bylaws up-to-date. The Bylaws Committee Chair shall report to the Board a minimum of once a year.
- (c) Budget and Finance Committee, which shall serve as the Corporation's financial "watch dog". Responsibilities include: establishing sustainable financial benchmarks; the review and approval of quarterly and year-end financial statements; making recommendations to the Board on financial actions such as benchmarks vs actual performance; overseeing resources needed to accomplish the Corporation's objectives; and managing budgets and trends that may affect the Corporation financially. The Budget and Finance Committee Chair shall report the current financial status of the Corporation at the annual Board meeting and present the new budget, and any request for additional financial resources at a formal Board meeting.
- (d) Membership Committee, which shall serve to build relationships with public and private members who are committed to the purpose of the Corporation. Responsibilities include: identifying likely public and private

organizations/companies' leaders who align with the Corporation's purpose; and reaching out to develop common goals and build relationships that lead to strengthening both organizations. The Membership Committee Chair shall present to the Board qualified new members for consideration and approval by the Board and give an annual report to the Board during the annual meeting.

The Board shall, by resolution, adopted by a 2/3 majority of the Directors then in office, approve a slate of Committee Chairs presented by the incoming Chairperson at the annual Board meeting. All committee terms are for one (1) calendar year (January – December). The incoming Chairperson of the Board is the Chair of the Leadership Team for the new term and the incoming Vice Chair is Chair of the Membership Committee. The Chairpersons of the Bylaws Committee and Budget & Finance Committee will be chosen from the Directors of the Board. Directors interested in being members of the Budget & Finance, Bylaws, and Membership Committees will contact the Chair of the Board or Executive Director to participate.

Furthermore, the Board may, by resolution adopted by a 2/3 majority of the Directors then in office, create additional Committees, including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal the Operating Protocols or adopt new Operating Protocols as set forth therein;
- (f) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (g) appoint any other Committees or the members of these Committees;
- (h) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (i) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 10.1.2.2 are satisfied.

Section 8.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committees shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committees may adopt such rules.

Section 8.3 Quorum Rules for Board Committees

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

Section 8.4 Revocation of Delegated Authority

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

Section 8.5 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including (if staff members or employees), the chief executive officer, the Treasurer, or the chief financial officer (if any). Members of the Budget and Finance Committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the Budget and Finance Committee. Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and firing of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA’s compensation on behalf of the Board.

Section 8.6 Advisory Committees

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

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation (“Officers”) shall be either a Chairperson, a Secretary, and a Treasurer or chief financial officer, or both. Other than the Chairperson, these persons may, but need not be, selected from among the Directors. The Board shall have the power to designate additional Officers, including a Vice Chair or Immediate Past Chair, who also need not be Directors, with such duties, powers, titles and privileges as the Board may fix, including such Officers as may be appointed in accordance with Section 9.6.6. Any number of offices may be held by the same person, except that the Secretary, the Treasurer and the chief financial officer (if any) may not serve concurrently as the Chairperson.

Section 9.2 Election of Officers

The Officers, except those appointed in accordance with Section 9.6.6, shall be elected by the Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the Board until his, her or their successor shall be elected, or his, her or their earlier resignation or removal. Officers may be elected for consecutive terms.

Section 9.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

- Section 9.4 Resignation of Officers
Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.
- Section 9.5 Vacancies in Offices
A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office or one appointed in accordance with Section 9.6.6, such vacancy shall be filled temporarily by appointment by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.
- Section 9.6 Responsibilities of Officers
- 9.6.1 Chairperson of the Board
The chairperson of the Board (the “Chairperson” or “Chair”), if any, shall be a Director and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to them by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the Chair shall, in addition, be the chief executive and shall have the powers and duties prescribed in Section 9.7.
- 9.6.2 Vice Chair
The vice chair of the Corporation (the “Vice Chair”) shall, in the absence or disability of the Chair, perform all the duties of the Chair and, when so acting, have all the powers of and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by the Board or delegated by the Chair with the approval of the Board.
- 9.6.3 Immediate Past Chair
The immediate past chair of the Corporation should, at the request of the Board of Directors and in the absence or disability of the Chair and it not being in the best interest of the Vice Chair to accelerate to Chair, perform all the duties of the Chair and, when so acting, have all the powers of and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by the Board.
- 9.6.4 Secretary
The secretary of the Corporation (the “Secretary”) shall, provided that such a person is hired by the Board subject to Section 9.7, be the Executive Director and attend to the following:
- 9.6.4.1 Bylaws
The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- 9.6.4.2 Minute Book
The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.
- 9.6.4.3 Notices
The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- 9.6.4.4 Corporate Records
Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his, her or their agent or attorney, these Bylaws and the minute book.
- 9.6.4.5 Corporate Seal and Other Duties
The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

- 9.6.5 Treasurer
The treasurer of the Corporation (the “Treasurer”) shall be the Vice Chair and attend to the following:
- 9.6.5.1 Books of Account
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- 9.6.5.2 Financial Reports
The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 9.6.5.3 Deposit and Disbursement of Money and Valuables
The Treasurer shall: deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Directors, whenever they request it, an account of all of his, her or their transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
- 9.6.5.4 Bond
If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.
- 9.6.6 Additional Officers
The Board may empower the Chairperson, or chief executive, to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.
- Section 9.7 Chief Executive
Subject to such supervisory powers as may be given by the Board to the Chairperson, the Board may hire a chief executive, also known as Executive Director, who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The chief executive (who may be referred to as the “chief executive officer” or “executive director”) shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the chief executive shall determine in his, her or their sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive may delegate his, her or their responsibilities and powers subject to the control of the Board. He, she or they shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the chief executive as an Officer.
- Section 9.8 Compensation of Officers
- 9.8.1 Salaries Fixed by Board
The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he, she or they is or are also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 7.15. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his, her or their own compensation as an Officer.
- 9.8.2 Fairness of Compensation
The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension or renewal of such person’s term of employment, and (iii) when such person’s compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 10 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERSSection 10.1 Transactions with Directors and Officers10.1.1 Interested Party Transactions

Except as described in Section 10.1.2, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

10.1.2 Requirements to Authorize Interested Party Transactions10.1.2.1 By the Board of Directors

The Corporation shall not be a party to any transaction described in 10.1.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section 10.1.2.

10.1.2.2 By a Committee

A Committee shall not approve a transaction described in 10.1.1 unless:

- (a) the Committee approves the transaction in a manner consistent with the standards set forth in section 10.1.2.1;
- (b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and
- (c) the Board, after determining in good faith that the two above-enumerated conditions of this section 10.1.2.2 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of the interested Director or Directors.

10.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) that fixes the compensation of a Director as a Director or Officer;
- (b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding year or \$100,000.

- Section 10.2 Loans to Directors and Officers
The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.
- Section 10.3 Interlocking Directorates
No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.
- Section 10.4 Duty of Loyalty; Construction with Article 11
Nothing in this Article 10 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article 10 shall be construed to override or amend the provisions of Article 11. All conflicts between the two articles shall be resolved in favor of Article 11.
- ARTICLE 11 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS.**
- Section 11.1 Definitions
For purpose of this Article 11,
- 11.1.1 “Agent”
means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;
- 11.1.2 “Proceeding”
means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- 11.1.3 “Expenses”
includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his or her position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 11.
- Section 11.2 Applicability of Indemnification Provisions
- 11.2.1 Successful Defense by Agent
To the extent that an Agent has been successful on the merits in the defense of any Proceeding referred to in this Article 11, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim.
- 11.2.2 Settlement or Unsuccessful Defense by Agent
If an Agent either settles any Proceeding referred to in this Article 11, or any claim, issue, or matter therein, or sustains a judgment rendered against him, then the provisions of Section 11.3 through Section 11.6 shall determine whether the Agent is entitled to indemnification.
- Section 11.3 Actions Brought by Persons Other than the Corporation
This Section 11.3 applies to any Proceeding other than an action “by or on behalf of the Corporation” as defined in Section 11.4. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 11.3 as “Third Party proceedings.”

- 11.3.1 Scope of Indemnification in Third Party Proceedings
Subject to the required findings to be made pursuant to Section 11.3.2, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- 11.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings
Any indemnification granted to an Agent in Section 11.3.1 above is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he, she or they reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he, she or they must have had no reasonable cause to believe that his, her, or their conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he, she or they reasonably believed to be in the best interest of the Corporation or that he, she or they had reasonable cause to believe that his, her, or their conduct was unlawful.
- Section 11.4 Action brought by or on behalf of the Corporation
This Section 11.4 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).
- 11.4.1 Scope of indemnification in proceeding by or on behalf of the Corporation
Subject to the required findings to be made pursuant to Section 11.4.2, and except as provided in Sections 11.4.3 and 11.4.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.
- 11.4.2 Required standard of conduct for indemnification in Proceeding by or on behalf of the Corporation
Any indemnification granted to an Agent in Section 11.4.1 is conditioned on the following. The Board must determine, in the manner provided in Section 11.5, that the Agent seeking reimbursement acted in good faith, in a manner he, she or they believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- 11.4.3 Claims settled out of Court
If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.
- 11.4.4 Claims and suits awarded against Agent
If any Agent is adjudged to be liable to the Corporation in the performance of the Agent’s duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 11.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:
- (a) The determination of good faith conduct required by Section 11.4.2 must be made in the manner provided for in Section 11.5; and
 - (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- Section 11.5 Determination of Agent’s good faith conduct
The indemnification granted to an Agent in Section 11.3 and Section 11.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

Section 11.6 Limitations

No indemnification or advance shall be made under this Article 11, except as provided in Section 11.2.1 or Section 11.5(b), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 11.7 Advance of expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 11.

Section 11.8 Contractual rights of Non-Directors and Non-Officers

Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 11.9 Insurance

The Board shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 11, against any liability asserted against or incurred by any 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 the liability under the provisions of this Article 11.

ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL

Section 12.1 Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 12.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

12.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 12.4 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation, including the trust funds, as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
 - (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 10 or Article 11.

Section 12.5 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 12.6 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 13 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 13.1 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 13.2 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 shall be signed by the Treasurer and countersigned by the Chair or Executive Officer.

Section 13.3 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 13.4 Gifts

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

ARTICLE 14 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 15 AMENDMENTS

Section 15.1 Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **Hydrogen Fuel Cell Partnership**, a California nonprofit public benefit corporation; that these Bylaws, consisting of *[17]* pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

William Elrick
Secretary

Exhibit A

Operating Protocols