

**AMENDED AND RESTATED BYLAWS
OF
SILICON VALLEY BICYCLE COALITION**

**ARTICLE I
NAME**

1.1 Name. The name of this corporation is Silicon Valley Bicycle Coalition (the “Corporation”).

**ARTICLE II
PURPOSE**

2.1 Purposes. The Corporation has been organized for the purposes set forth in the Articles of Incorporation.

2.2 Limitations. The Corporation shall not take any action that is inconsistent with the Articles of Incorporation.

**ARTICLE III
OFFICE**

3.1 Principal Office. The principal office of the Corporation for the transaction of its business, if any, shall be located in Santa Clara County, California, or in San Mateo County, California, or in such other place as may be specified by resolution of the Board (as defined in Section 6.1).

3.2 Other Offices. The Corporation may also have branch or subordinate offices at other places any other time as the Board may from time to time designate.

**ARTICLE IV
MEMBERSHIP**

4.1 Classes and Qualifications of Membership. The Corporation shall have only one class of members (each, a “Member” and collectively, the “Members”). Any person shall be eligible for membership and admitted as a Member on approval of the membership application by the Board or any committee or person authorized by the Board, and on timely payment of such dues and fees as the Board may fix from time to time. No person shall hold more than one membership.

4.2 Member Rights. Members shall have the right to vote on the election and, except as provided in Section 6.7, on the removal of Directors (as defined in Section 6.1). Members shall also have the right to vote on

- (i) the disposition of all or substantially all of the Corporation’s assets,
- (ii) any merger and its principal terms and any amendment of those terms,
- (iii) any election to dissolve the Corporation,
- (iv) certain amendments of the Corporation’s Articles of Incorporation or Bylaws (as provided in Section 13.1), and
- (v) such other matters as set forth in these Bylaws and the California Nonprofit Public Benefit Corporation Law, as amended (the “Nonprofit Corporation Law”). Members also have inspection rights as set forth in Section 11.2.

4.3 Other Persons Associated with the Corporation. The Corporation may refer to persons associated with it as “members,” even though such persons do not meet the

qualifications for membership as set forth in Section 4.1, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the Nonprofit Corporation Law. The Board may grant some or all of the nonvoting rights of Members, as set forth in these Bylaws, to any person who does not have the right to vote on any of the matters submitted to a vote of the Members, but no such person shall be a Member within the meaning of Section 5056 of the Nonprofit Corporation Law.

4.4 Dues, Fees, and Assessments. Each Member shall pay, within the time and on the conditions set by the Board, dues, fees, and assessments in amounts to be fixed from time to time by the Board. Those Members who have timely paid the required dues, fees, and assessments, and who are not suspended, shall be Members in good standing. The Board may require the payment of dues and fees in amounts to be fixed from time to time, by such persons associated with the Corporation as described in Section 4.3.

4.5 Transfer not Permitted. Members shall not transfer membership or any right arising from membership. Membership rights cease on the Member's death or dissolution or termination of membership under Section 4.7.

4.6 No Liability for Debts or Obligations. A Member of the Corporation shall not, as such, be personally liable for the debts, liabilities, or obligations of the Corporation.

4.7 Termination. A membership shall terminate on occurrence of any of the following events:

- (i) resignation of the Member, on reasonable notice to the Corporation;
- (ii) expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (iii) failure of the Member to pay dues, fees, or assessments as set by the Board within thirty (30) days after they are due and payable;
- (iv) any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or
- (v) expulsion of the Member under Section 4.8.

4.8 Suspension and Expulsion. The Corporation may suspend or expel a Member under this Section 4.8 based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that continued participation by the Member in the Corporation is not in the best interests of the Corporation and the furtherance of its purposes. A person whose membership is suspended shall not be a Member or have the right of a Member during the period of suspension. If grounds appear to exist for expulsion or suspension of a Member, the procedure set forth below shall be followed:

(a) Notice. The Board, or a committee or person authorized by the Board, shall give the Member at least fifteen (15) days' notice of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class, registered, or certified mail to the Member's last address as shown on the Corporation's records.

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

(c) Final Decision. The Board, committee, or person so authorized shall decide whether the Member should be suspended, expelled, or sanctioned in some other way. This decision shall be final and the Member shall be promptly notified of this decision.

(d) Refund of Dues. The Board, committee, or person so authorized may determine whether any person whose membership has been terminated or suspended shall receive a refund of any dues, fees, or assessments already paid.

(e) Challenges to Final Decision. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

ARTICLE V MEETINGS OF MEMBERSHIP

5.1 Place of Meeting. Meetings of the Members shall be held at any place designated by the Board. The Board may authorize Members who are not present in person to participate by conference telephone or electronic video communication.

5.2 Annual Meeting. An annual meeting of the Members shall be held each year. The Board shall fix the date and time and notify the Members as provided in Section 5.4. At this meeting, directors shall be elected and any other proper business may be transacted.

5.3 Special Meetings. The Board, Chair of the Board, Executive Director, or five percent (5%) or more of the Members may call a special meeting of the Members for any lawful purpose, in accord with Section 5510 of the Nonprofit Corporation Law.

5.4 Notice of Meetings.

(a) Manner and Timing of Notice. Whenever Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) but no more than ninety (90) days before the meeting date to each Member entitled to vote at that meeting. The notice shall comply with Section 5511 of the Nonprofit Corporation Law, and may be given either personally, by electronic transmission by the Corporation in accordance with Section 11.5, by mail, or by other means of written communication, charges prepaid.

(b) Contents of Notice. Notices shall specify the place, date, and time of the meeting, and the means of conference telephone or electronic video screen communication, if any, by which Members may participate, and (i) for a special meeting, the general nature of the business to be transacted; or (ii) for an annual meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members, but except as provided in Sections 5.4(c) and 5.5 of this Article, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(c) Notice of Certain Agenda Items. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) removing a director without cause;
- (ii) filling vacancies on the Board if the vacancy was caused by removal of the director by the Members;
- (iii) amending the Articles of Incorporation or Bylaws; or
- (iv) electing to wind up and dissolve the Corporation.

5.5 Quorum. Five percent (5%) of Members shall constitute a quorum for the transaction of business at any meeting of Members provided, however, that if any annual meeting is actually attended in person by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given pursuant to

Section 5.4. Subject to the foregoing, the Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the Members required to constitute a quorum, or such greater number as required by the Articles of Incorporation, these Bylaws, or the Nonprofit Corporation Law.

5.6 Adjournment. Any Member meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members at the meeting. Notice will be given in accord with Section 5511 of the Nonprofit Corporation Law.

5.7 Voting. Members entitled to vote at any meeting of Members shall be those Members in good standing as of the record date determined under Section 5.11. At a meeting, voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any Member at the meeting before the voting begins. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote. Cumulative voting and voting by proxy are prohibited. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number is required by the Articles of Incorporation, these Bylaws, or the Nonprofit Corporation Law. In any election of directors, the candidates receiving the highest number of votes shall be deemed elected. Each Member shall have the right to vote for as many nominees as there are vacancies on the Board to be filled by the Members.

5.8 Waiver of Notice or Consent by Absent Members.

(a) Written Waiver of Notice, Consent, or Approval of Minutes. The transactions of any meeting of Members, however called or noticed and 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 if, (ii) either before or after the meeting, each Member entitled to vote, not present, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Section 5.4, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Attendance at Meeting. A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

5.9 Action by Unanimous Written Consent. Any Member action may be taken without a meeting and without prior notice, if all Members consent in writing to the action. The written consents shall be filed with the minutes of the Member proceedings. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

5.10 Action by Written Ballot Without a Meeting. Any action, including the election of directors, which may be taken at any meeting of Members, may be taken without a meeting and without prior notice by complying with the provisions of this Section 5.10.

(a) Solicitation of Ballots. The Corporation shall distribute one written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 5.4(a), and, pursuant to Section 5.4(a) and Section 5513 of the

Nonprofit Corporation Law, may be sent and responses may be returned by electronic transmission. All solicitations of votes by written ballot shall:

- (i) indicate the number of responses needed to meet the quorum requirement;
- (ii) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and
- (iii) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall:

- (i) set forth the proposed action;
- (ii) provide the Members an opportunity to specify approval or disapproval of each proposal; and
- (iii) provide a reasonable time within which to return the ballot to the Corporation.

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

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

(d) Revoking Ballots. If a Member who has cast a written ballot desires to change his or her vote, the Member may do so if he or she notifies the Secretary in writing prior to close of the balloting period and casts a new ballot within the balloting period.

(e) Filing Ballots. All written ballots shall be filed with the Secretary and maintained in the corporate records.

5.11 Record Date. For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date as provided by Section 5611 of the Nonprofit Corporation Law.

ARTICLE VI BOARD OF DIRECTORS

6.1 Powers. Subject to the provisions of the Nonprofit Corporation Law, Articles of Incorporation, and these Bylaws, the Corporation’s activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors of the Corporation (the “Board”). Directors shall have no power as individual directors and shall act only as members of the Board.

6.2 Number of Directors. The number of authorized directors of the Corporation shall be not less than seven (7) nor more than fifteen (15) with the exact number of authorized directors to be fixed by resolution of the Board from time to time.

6.3 Qualification of Directors. No more than forty-nine percent (49%) of the directors serving on the Board may be interested persons, as defined in Section 5227 of the

Nonprofit Corporation Law. However, any violation of this Section 6.3 shall not affect the validity or enforceability of any transaction entered into by the Corporation.

6.4 Election and Term of Office. Directors shall be elected by action of the Members, as set forth in Section 5.7 of these Bylaws, at the annual meeting of the Members to serve for two-year terms. The terms of the directors shall be staggered so that approximately one-half is standing for election at any given annual meeting. A director shall hold office until a successor has been elected and qualified.

6.5 Vacancies. A vacancy or vacancies on the Board shall exist in the event that the actual number of directors is less than the authorized number for any reason. In addition, the Board may declare by resolution a vacancy in the office of any director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the Nonprofit Corporation Law.

6.6 Resignation. Except as provided below, any director may resign at any time by giving written notice to the Chair of the Board, the Executive Director, or the Secretary (each as defined in Section 9.1). The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective.

6.7 Removal. A director may be removed from office at any time with or without cause by a vote of a majority of the Members as provided in Section 5222 of the Nonprofit Corporation Law. The Board may also remove a director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached their duty under Section 5230 of the Nonprofit Corporation Law or violated any provision of the Bylaws. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

6.8 Filling Vacancies. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by

- (i) unanimous written consent of the directors then in office,
- (ii) a vote of a majority of the directors then in office at a meeting called in accordance with Section 7.3, or
- (iii) a sole remaining director.

However, vacancies created by the removal of a director by the Members may only be filled by the approval of the Members. Directors elected to fill newly created vacancies may be appointed to initial terms of one or two years as determined by the Board so as to maintain approximately equal number of directors' terms expiring each year. Otherwise, a director elected to fill an existing vacancy shall hold office for the unexpired portion of the term, or until his or her death, resignation, or removal from office.

6.9 Compensation and Reimbursement. Directors shall not receive any compensation for their services as directors. The Board may authorize the advancement or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director.

6.10 Conflict of Interest Policy. The Board shall adopt a policy that requires directors, officers, and key employees to disclose interests that constitute or could result in a conflict of interest (the "Conflict of Interest Policy"). The Conflict of Interest Policy shall also specify, in accordance with Sections 5233 and 5234 of the Nonprofit Corporation Law, the steps that must be taken by the Board to approve a decision or transaction that involves an actual or

apparent conflict of interest. The Board shall regularly and consistently monitor and enforce compliance with the Conflict of Interest Policy.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

7.1 Annual Meeting. An annual meeting of the Board shall be held each year on a date to be specified by the Board, and may coincide with one of the regular meetings or the annual meeting of the Members.

7.2 Regular Meetings. Regular meetings of the Board shall be held at such dates, times, and places as determined by the Board. The Board may conduct any portion of the meeting in executive session. While in executive session, only board members and individuals invited by the Chair of the Board may be present.

7.3 Special Meetings. Special meetings of the Board, for any purpose, may be called at any time by the Chair of the Board, the Executive Director, the Secretary, or any two directors. The meeting shall be held at a place within the State of California as designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

7.4 Telephone and Electronic Meetings. Any meeting may be held by conference telephone, electronic video screen, or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

7.5 Notice. Regular meetings may be held within or without the State of California without notice if the date, time, and place of the regular meetings are fixed by action of the Board. Notice of the date, time, and place within the State of California of a special meeting, or of a regular meeting if the date, time, or place of regular meetings are not designated by the Board, shall be given to each director, and the Executive Director, by one of the following methods:

- (i) upon four (4) days' notice if by first-class mail; or
- (ii) forty-eight (48) hours before the meeting if by personal delivery of written notice;
- (iii) by telephone, whether directly to the director, to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director, or by voice-messaging system;
- (iv) by facsimile transmission; or
- (v) by email.

All such notices shall be given or sent to the director's address, email address, or telephone number as shown on the records of the Corporation. The notice shall state the date and time of the meeting, and the place if other than the principal office of the Corporation. It need not specify the purpose of the meeting.

7.6 Voting. Each director present and voting at a meeting shall have one vote on each matter presented to the Board for action at that meeting. No director may vote at any meeting by proxy.

7.7 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or attends the meeting without protesting the lack of notice, either before or at the commencement of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

7.8 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business. An action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, except as provided by Section 5211 of the Nonprofit Corporation Law or as elsewhere provided in these Bylaws. No business shall be considered by the Board at any meeting at which a quorum is not present. The directors at a duly held meeting at which a quorum is initially present may continue to transact business, despite the departure of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

7.9 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment to another time or place need not be given unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

7.10 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all directors, individually or collectively, consent in writing to the action; provided, however, that the consent of any "interested director" as defined in Section 5233 of the Nonprofit Corporation Law shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the directors, and, pursuant to these Bylaws and Section 5513 of the Nonprofit Corporation Law, may be communicated by electronic transmission. All such consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VIII COMMITTEES

8.1 Board Committees. The Board may, by resolution of a majority of directors then in office, provided that a quorum is present, create one (1) or more committees ("Board Committees"), each consisting of two (2) or more directors, to serve at the pleasure of the Board. The Board shall create an audit committee if required by the California Nonprofit Integrity Act of 2004 (the "Nonprofit Integrity Act"). Except for an audit committee required by, and as may be permitted by, the Nonprofit Integrity Act, only directors may serve on any Board Committee. However, the Board Committee may invite individuals who are not members of the Board to participate in Board Committee meetings, provided these individuals will not have voting power and will not be held out as members of the Board Committee. Any such Board Committee, to the extent provided in the Board resolution, shall have all the authority of the Board, subject to the limitations specified in Section 5212 of the Nonprofit Corporation Law.

8.2 Meetings and Action of Board Committees. Meetings and actions of Board Committees 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 Board Committees and the calling of special meetings of such Board Committees may be determined either by Board resolution or by resolution of the Board Committee. Minutes of each meeting of any Board Committee shall be kept and filed with the corporate records. The Board may adopt rules for the governance of any Board Committee, provided they are consistent with these Bylaws; or, in the absence of rules adopted by the Board, the Board Committee may adopt such rules.

8.3 Advisory Committees. The Board may create and appoint individuals to one (1) or more advisory committees ("Advisory Committees"), each consisting of two (2) or more directors, non-directors, or a combination of directors and non-directors. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation. Advisory Committees shall be restricted to making recommendations to the Board or Board Committees and implementing Board or Board Committee decisions and policies under the

supervision and control of the Board or Board Committee. The Board may, at any time, revoke or modify any or all of the advisory capacities delegated to the Advisory Committee.

8.4 Advisory Boards. There may exist one (1) or more advisory boards (“Advisory Boards”), consisting of persons who are not officers or directors of the Corporation. Any such Advisory Board shall act only in an advisory capacity, shall have no legal authority to act for the Corporation, and shall clearly be held out as an “advisory board.”

ARTICLE IX OFFICERS

9.1 Officers. The officers of the Corporation shall be a chair of the Board (the “Chair of the Board”), a vice chair of the Board (the “Vice Chair of the Board”), a president who shall be called the executive director (the “Executive Director”), a secretary (the “Secretary”), and a treasurer (the “Treasurer”), and such other officers as the Board may determine. Any Member of this organization may serve as an officer, but the Chair of the Board and the Vice Chair of the Board must be directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the Executive Director or the Chair of the Board.

9.2 Other Officers. The Board may authorize the Chair of the Board, the Executive Director, or other officer, to appoint any other officers that such officer deems appropriate. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board.

9.3 Election and Term. The officers of the Corporation, except those appointed under Section 9.2 of these Bylaws, shall be elected by the Board at the annual meeting for one (1) year terms and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

9.4 Resignation. Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect upon receipt of notice or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

9.5 Removal. Any officer may be removed with or without cause by the Board or by any officer on whom the Board may confer that power of removal, without prejudice to any rights of an officer under any contract of employment.

9.6 Vacancies. A vacancy in any office for any reason shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not wait to be filled at the annual meeting.

9.7 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board, if present, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board.

9.8 Vice Chair of the Board. In the absence of the Chair of the Board, the Vice Chair of the Board shall preside at Board meetings, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or by the Board.

9.9 Executive Director. The Executive Director shall be the chief executive officer of the Corporation and shall supervise, direct, and control the Corporation’s activities and affairs. The Executive Director shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.10 Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of Board Committees and Advisory Committees. The minutes of meetings shall include, without limitation, the time and place that the meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given; and the names of those present at Board and Board Committee meetings. The Secretary shall give or cause to be given notice of all meetings of the Board and of Board Committees as required by law or by these Bylaws. The Secretary shall keep or cause to be kept at the Corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.11 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account, including accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. 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 the Board may designate; shall disburse or cause to be disbursed the Corporation's funds as the Board may order; shall render to the Executive Director, Chair of the Board, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

9.12 Compensation Policy. The Board shall adopt a policy that sets forth guidelines for the determination, review, and approval of the compensation of its officers and key employees (the "Compensation Policy"). The Board shall regularly and consistently monitor and enforce compliance with the Compensation Policy.

ARTICLE X INDEMNIFICATION AND INSURANCE

10.1 Definitions. For purposes of this Article, "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 other agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a predecessor corporation of the Corporation or another enterprise at the request of such predecessor corporation; "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "Expenses" includes, without limitation, attorneys' fees and any expenses incurred in establishing a right to indemnification under Section 10.2 of this Article. A Member is not an Agent simply because he or she is a Member, but may be considered an Agent for the purposes of this Article if the Member also serves the Corporation in some additional capacity, such as being a director, officer, employee, or other agent.

10.2 Right of Indemnity. To the fullest extent permitted by law and as provided by these Bylaws, this Corporation may indemnify any person who was or is a party or is threatened to be made a party by reason of the fact that such person is or was an Agent of the Corporation, against all Expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the Proceeding.

10.3 Approval of Indemnity. On written request to the Board by any Agent seeking indemnification, to the extent that the Agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d) of the Nonprofit Corporation Law. Otherwise, the Board shall promptly determine, by a majority vote of a quorum

consisting of directors who are not parties to the Proceeding, whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) of the Nonprofit Corporation Law has been met and, if so, may authorize indemnification.

10.4 Advancement of Expenses. The Board may authorize the advance of Expenses incurred by or on behalf of an Agent in defending any Proceeding, before final disposition of the Proceeding, if (a) the Board finds that the requested advances are reasonable in amount under the circumstances, and (b) the Agent submits a written undertaking to repay the advance unless it is ultimately determined that the Agent is entitled to be indemnified by the Corporation for those Expenses.

10.5 Insurance. The Corporation shall have the right to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Corporation would have the power to indemnify the Agent against such liability under this Article, provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any Agent of the Corporation for a violation of Section 5233 of the Nonprofit Corporation Law.

ARTICLE XI RECORDS, REPORTS, COMMUNICATIONS, AND INSPECTION RIGHTS

11.1 Inspection by Directors. Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents, and physical properties. 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.

11.2 Members' Right to Inspect.

(a) Articles of Incorporation and Bylaws. The Corporation will provide, upon written request of any member, a copy of the Articles of Incorporation and Bylaws, as amended to date.

(b) Tax Information. The Corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

(c) Accounting Books and Minutes. The Corporation shall keep adequate and correct books and records of accounts and written minutes of the proceedings of its Members, Board, and Board Committees. All such records shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Corporation. On written demand of the Corporation, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes and proceedings of the Members, the Board, and the Board committees at any reasonable time for a purpose reasonably related to the Member's interest as a member.

(d) Membership Lists. The Corporation shall keep an adequate and correct record of each Member's name and address. The record shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. Subject to Sections 6330-6332 of the Nonprofit Corporation Law and unless the Corporation provides a reasonable alternative as provided below, any Member may, for a purpose reasonably related to the Member's interest as a Member:

- (i) inspect and copy the records of Members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation; and/or

- (ii) obtain from the Secretary, on written demand and tender of a reasonable charge, an alphabetized list of names, addresses, and voting rights of Members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of the demand, specified by the Member.

Either such demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the Member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled. The Corporation may, within ten (10) business days after receiving a demand under this Section 11.2, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this Section 11.2, it may deny the Member access to the membership list.

(e) Other Rights. Any inspection and copying under this Section 11.2 may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts.

11.3 Financial Reporting. The Corporation shall produce and distribute the financial and other reports required by the Nonprofit Corporation Law, including, without limitation, the annual report required by Section 6321 and the statement of transactions or indemnification required by Section 6322, and if required, produce and make publicly available the financial statements required by the Nonprofit Integrity Act. The Board shall cause the annual report to be sent to all directors and Members of the Corporation within one hundred and twenty (120) days after the end of the Corporation's fiscal year. The Corporation shall furnish any Member who so requests a copy of any report filed by the Corporation with the California Attorney General. The Corporation may impose reasonable charges for copying and mailing this report to a Member.

11.4 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year, unless otherwise specified by the Board.

11.5 Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws (including, without limitation, the written consents contemplated by Section 7.10) include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided

- (i) the Corporation has obtained a valid consent from the recipient to the use of such means of communication;
- (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE XII GIFTS, GRANTS, CONTRACTS, AND INVESTMENTS

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

12.2 Grants. The Board shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by the Corporation, including, without limitation, those made in connection with fiscal sponsorship relationships.

12.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories or agency organizations as the Board may authorize.

12.4 Contracts. The Board may authorize any officer(s) or agent(s), in the name of and on behalf of the Corporation, to enter into any contract or execute any instrument. Any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board to the contrary, the Chair of the Board, the Executive Director, and the Treasurer are authorized to execute such instruments on behalf of the corporation.

12.5 Payment of Money. 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 may be signed by the Chair of the Board, the Executive Director, or the Treasurer.

ARTICLE XIII AMENDMENTS

13.1 Amendment of Bylaws. Except as otherwise provided by law and in this provision, these Bylaws may be amended or repealed or new bylaws adopted by approval of the Board, unless doing so would materially and adversely affect the Members' rights as to voting or transfer. The Board may not, without the approval of the Members, adopt, amend, or repeal a Bylaw provision that

- (i) specifies or changes the fixed number of directors of the Corporation or the maximum or minimum number of directors,
- (ii) increases or extends the terms of directors,
- (iii) changes the structure of the Board from fixed to variable or vice versa,
- (iv) increases the quorum for Members' meetings,
- (v) changes Members' proxy rights,
- (vi) authorizes cumulative voting,
- (vii) increases the number of directors appointed by the Board rather than elected by the Members, or
- (viii) authorizes the Board to fill a vacancy created by the removal of a director by the Member.

If any amendment would result in the termination of all memberships or any class of memberships, such amendment shall comply with provisions of Section 5342 of the Nonprofit Corporation Law.

Amended and restated on March 18, 2010.