

**BYLAWS OF
SALINAS RIVER CHANNEL STREAM MAINTENANCE PROGRAM'S RIVER
MANAGEMENT UNIT ASSOCIATION, INC.
A California Nonprofit Mutual Benefit Corporation
As Revised and Approved August 28, 2018**

**ARTICLE I
OFFICES**

Section 1. **Principal Office.** The address of the corporation's principal office is 512 Pajaro Street, Salinas, California 93901. The Board of Directors (below called the "Board") is granted authority to change the location of the principal office. Any change shall be noted on the Bylaws opposite this Section 1, or this Section 1 may be amended to state the new location.

**ARTICLE II
MEMBERSHIP**

Section 1. **Classification and Qualification of Members.** The Corporation shall have two classes of members, regular members (referred to herein as "members") and Honorary Members. Members of the Corporation are those persons as defined in Corporations Code Section 5065 who are (i) landowners of riverine land or operators of riverine land located within a River Management Unit ("RMU") along the Salinas River mainstem, San Lorenzo Creek, Bryant Canyon Channel, or Gonzales Slough tributaries, in the County of Monterey, California, who desire to further the Corporation's purpose of funding and securing funding for floodplain management, public infrastructure safety and maintenance, and stream maintenance activities by landowner and operator members to improve the conditions for all farming and public facilities along the Salinas River in Monterey County, California; (b) have paid a membership fee, as determined by the Board, (c) whose application for membership has been approved by the Membership Committee, which shall be appointed by the Board in conformity with Section 14 of Article III of these Bylaws; and (d) whose membership has not terminated pursuant to any provision of these Bylaws. Each qualifying person is entitled to one membership. Honorary Members of the Corporation are those persons as defined in Corporations Code Section 5065 who are not otherwise eligible to be members of the Corporation but who, in the opinion of the Board of Directors, have provided benefit to or performed services for the Corporation warranting their appointment as Honorary Members. Any subsidiary of the Corporation may not be admitted to membership of the Corporation. A person, as defined in Corporations Code Section 5065 may not hold more than one membership in each class. "Operators" are tenants of such riverine land who is authorized in writing by the landowners of such land to apply for and become a member of the Corporation. A "River Management Units" or "RMUs" shall refer to the seven (7) delineated areas located along the Salinas River in Monterey County, California, from River Mile 94 to River Mile 2, designated by the Resource Conservation District of Monterey County.

The Corporation has the right to refer to Honorary Members as "members," however, no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Nonprofit Corporation Law or the above provisions of this Section 1 unless that person or entity has applied for regular membership as above set forth and has become and remains a regular member. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in this Article II, upon an Honorary Member who does not have the right to vote on any of the matters set forth in

the third paragraph of this Section 1 or for the selection of delegates who possess any such voting rights, but no such Honorary Member shall be a member within the meaning of Section 5056 or this Section 1.

If the corporation is wound up and dissolved, the members of record at the time a certificate evidencing the corporation's election to wind up and dissolve is filed with the Secretary of State or, if no election to wind up and dissolve is made, at the time an order for winding up and dissolution of the corporation is entered, shall receive the assets of the corporation remaining after (a) return of any assets held upon a valid condition requiring return, transfer, or conveyance, which condition has occurred or will occur; (b) disposition of any assets held in a charitable trust in compliance with the provisions of any trust under which those assets are held; (c) payment, or adequate provision for payment, of all taxes, penalties, debts, and liabilities; and (d) compliance with other provisions of applicable law. Such remaining assets shall be distributed pro rata per membership.

Any person, as defined in Corporations Code Section 5065, and who meets the qualifications set forth in this Section 1, is eligible to be a member of the Corporation, except that, in the case of a natural person, the person will not be eligible for membership unless over the age of 18 years. Any person, eligible for membership and qualified for membership under this Section 1 of these Bylaws, will be admitted to membership only on the approval of the Board of Directors of an application submitted by that person in the form and manner as prescribed by the Board of Directors and the membership fee as specified in Section 3 of this Article II.

Two or more persons or entities eligible to be members shall have indivisible interests in a single membership if they have submitted an application to the Membership Committee and that application has been approved by the Board. When a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, spouses as community property, tenants by the entirety, or otherwise, their acts with respect to voting have the following effect: if only one member votes, that act binds all members; if more than one member vote, the act of the majority so voting binds all members.

Each member shall have the right to vote, as set forth in Section 2 of this Article II, for the election of a director within such member's RMU(s), on a disposition of all or substantially all of the assets of the corporation, on a merger and on dissolution. Members shall also have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 2. **Voting Rights.** Subject to Sections 5, 6 and 13 of this Article II, each member shall be entitled to cast one (1) vote on each matter submitted to a vote of the members. Honorary Members are not entitled to vote on any matter submitted to a vote of the members.

Section 3. **Membership Fee; Periodic Dues; and Assessments.** Each member shall pay a membership fee and periodic dues and assessments in such amounts and at such times as shall be determined resolution of the Board of Directors of the Corporation. Dues are payable for the first year on admission to membership and annually thereafter at the time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except if the member is, by contract or otherwise, liable for the dues. The amount of each levy and the method of collection of assessments will be fixed from time to time by resolution of the Board of Directors of the Corporation. Assessments will be made payable at the times or intervals, and on notice, as prescribed by the Board. Any member, on learning of an assessment, may avoid liability for it by promptly resigning from membership, providing that the member is not otherwise liable for the assessment by contract or otherwise.

Section 4. **Transfer of Membership.** The Board may provide for the transfer of memberships, subject to such restrictions or limitations and fees as the Board deems appropriate, including transfer upon the death, dissolution, merger, or reorganization of a member.

Section 5. **Termination of Membership.**

(a) Causes. The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

(1) The voluntary resignation of a member, with notice as prescribed by Section 5(b) of this Article II;

(2) When a membership is issued for a period of time, the expiration of that period;

(3) The death of a member;

(4) The dissolution of corporate members; and

(5) The nonpayment of dues or assessments, subject to the limitations set forth in Section 5(c) of this Article II.

(b) Resignation by Giving Notice. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Corporation personally or deposited in United States first class mail, postage prepaid.

(c) Nonpayment of Dues or Assessments. The membership of any member who fails to pay his or her dues or assessments within 30 days of the due date automatically terminates at the end of that 30-day period, provided that the member was given (1) 15 days prior written notice of the termination stating the reasons for termination, and (2) a timely opportunity to be heard on the matter of the termination. The notice will be given personally to the member or sent by registered mail to the last address of the member as shown on the records of the Corporation. The opportunity to be heard, at the election of the member, may be oral or in writing, and must occur not less than 5 days before the effective date of the termination. The hearing shall be conducted at 512 Pajaro Street, Salinas, California, by a committee composed of the President and Secretary of the Corporation. The hearing will be presided over by the President of the Corporation who will perform the following duties:

(1) Read the charges against the subject member.

(2) Require that the charges be verified by the testimony of the person or persons making them.

(3) Hear any other witnesses against the subject member.

(4) Allow the subject member to cross-examine each witness following the testimony of that witness.

(5) Allow the subject member to make a statement in his or her own behalf.

(6) Allow the subject member to call witnesses in his or her own behalf.

(7) Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination not take place.

(d) **Effect of Termination.** Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

Section 6. Good Standing. Any member who shall fail to pay any installment of fees, periodic dues, or assessments for more than thirty (30) days after their due date shall not be in good standing and shall not be entitled to vote as a member.

Section 7. Place of Meetings. Meetings of members shall be held either at the principal office of the corporation or at any other place within or without the State of California that is designated either by the Board or by the written consent of all persons entitled to vote at the meeting, given either before or after the meeting and filed with the Secretary. If authorized by the Board in its sole discretion and subject to the requirement of consent in Corporations Code Section 20(b) and guidelines and procedures that the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation as provided in Corporations Code Sections 20 and 21 or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy) and vote at a meeting of members, whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, in accordance with the following paragraph.

A meeting of members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication. If a meeting is so held: (a) the corporation shall implement reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (b) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action shall be maintained by the corporation. Any requests by the corporation to a member pursuant to clause (b) of Corporations Code Section 20 for consent to conduct a meeting of members by electronic transmission by and to the corporation, shall include a notice that absent consent of the member pursuant to Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with the first paragraph of this Section 7.

Guidelines and procedures adopted by the board referred to above shall include appropriate safeguards and restrictions of the kinds required by Corporations Code §§ 20 and 21, including appropriate passwords or other means of identification of members for purposes of transmissions to and by them.

Section 8. **Annual Meetings.** Annual meetings of members shall be held on a date and at a time which shall be fixed by the Board. In any year in which directors are elected by members, the election shall be held at the annual meeting. Any other proper business may be transacted at the meeting.

Section 9. **Special Meetings.** Special meetings of members may be called for any lawful purpose at any time by the Board, the Chairman of the Board, the President, not less than 5 percent of the members, or. Upon request in writing to the corporation addressed to the attention of the Chairman of the Board, the President, any Vice President, or the Secretary by any person(s) (other than the Board) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than 35 nor more than 90 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the person(s) entitled to call the meeting may give the notice.

Section 10. **Notice of Annual or Special Meetings.** Written notice of each annual or special meeting of members shall be given not less than 10 or more than 90 days before the date of the meeting to each member entitled to notice of it; provided, however, that if notice is given by mail and is not mailed by first-class, registered, or certified mail, the notice shall be given not less than 20 days before the meeting. The notice shall state the place, date and hour of the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting, and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for action by the members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Any approval of the members, other than unanimous approval by those entitled to vote, under the following sections of the California Corporations Code shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

- (a) Corp. Code § 7222: removal of directors or reduction in number of directors;
- (b) Corp. Code § 7224: filling vacancies on the board resulting from removal by members;
- (c) Corp. Code § 7233: contracts in which a director has a material financial interest;
- (d) Corp. Code § 7812: certain amendments of the articles of incorporation;
- (e) Corp. Code § 8610: election to wind up and dissolve; and
- (f) Corp. Code § 8719: certain distributions during winding up other than cash to a class of members.

Notice of a members' meeting shall be given either personally, (subject to the provisions and requirements of the last paragraph of Section 7 of this Article II) by electronic transmission by the corporation, or by mail or by other means of written communication, addressed to a member at the address of the member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

If any notice or report addressed to a member at the address of the member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at that address, all future notices or reports shall be deemed to have been duly given without further mailing if the notice or report shall be available for the member upon written demand at the principal office of the corporation for a period of one year from the date of the giving of the notice or report to all other members.

Notice given by electronic transmission by the corporation as provided above shall be valid only if it complies with Corporations Code Section 20. Further, notwithstanding the foregoing, notice shall not be given by electronic transmission by the corporation as provided in this section after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means; or (b) the inability to so deliver the notice to the member becomes known to the secretary, any assistant secretary, the transfer agent or any other person responsible for giving the notice.

Section 11. **Quorum.** A majority of the voting power, represented at the meeting in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the 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 or voting by class is required by law, by the Articles, or by these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do 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 by such greater number, if any, required by the Nonprofit Mutual Benefit Corporation Law, the Articles or these Bylaws.

Section 12. **Adjourned Meetings and Notice Thereof.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented at the meeting in person or by proxy, but in the absence of a quorum (except as provided in Section 11 of this Article II) no other business may be transacted at the meeting. No meeting may be adjourned for more than 45 days.

It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at it, other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate). If, however, after adjournment, a new

record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the adjourned meeting, is entitled to vote at the meeting, as in the case of the meeting as originally called.

Section 13. Voting. The only members entitled to notice of any meeting or to vote at any meeting shall be persons in whose name memberships stand on the records of the corporation on the record date or dates determined in accordance with Section 14 of this Article II. In the election of directors, a member shall be entitled to cast one (1) vote for a director in each RMU that such member is the owner or operator of riverine land located within such RMU. In all other matters, each member shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

Elections need not be by ballot; provided, however, that an election of directors must be by ballot if demanded by a member at the meeting before the voting begins.

In any election of directors, the candidate receiving the highest number of votes in an RMU is elected as the director of such RMU.

If a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, voting trustees, persons entitled to vote under a voting agreement or otherwise, or if two or more persons (including proxy holders) have the same fiduciary relationship respecting the same membership, unless the Secretary of the corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

- (a) If only one votes, that act binds all; or
- (b) If more than one vote, the act of the majority so voting binds all.

Voting shall in all cases be subject to the provisions of Chapter 6 of the California Nonprofit Mutual Benefit Corporation Law.

Section 14. Record Date. The Board may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than 60 days nor less than 10 days before the date of the meeting, nor more than 60 days prior before any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than thirty (30) days.

If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in this Section 14 or Section 10 of this Article II shall be at the close of business on the day

on which the Board adopts the resolution relating thereto, or the sixtieth day before the date of such other action, whichever is later.

Section 15. Consent of Absentees. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote who was not present in person or by proxy, provides a waiver of notice or a consent to the holding of the meeting or an approval of the minutes of the meeting in writing. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Mutual Benefit Corporation Law to be included in the notice but not so included, if the objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, except as provided in Section 7511(f) of the California Nonprofit Mutual Benefit Corporation Law.

Section 16. Action Without Meeting. Subject to Sections 7511, 7513, and 7514 of the California Nonprofit Mutual Benefit Corporation Law, any action except election of directors that, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if (a) the written ballot of every member is solicited by the corporation in conformity with those Code sections, (b) the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (c) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes is fixed as provided in Section 14 of this Article II, the record date for determining members entitled to cast written ballots pursuant to this Section 16, when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first. If approved by the board of directors, written ballots and any related material may be sent by electronic transmission by the corporation and responses may be returned by electronic transmission to the corporation as those terms are used and subject to the applicable provisions of Section 7 of this Article II.

Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all members individually or collectively consent in writing (including by electronic transmission to the corporation) to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

Section 17. Proxies. Every person entitled to vote a membership has the right to do so either in person or by one or more persons authorized by a written proxy executed by the member and filed with the Secretary. Except as otherwise provided in Corporations Code Section 7613, a duly executed proxy is not revoked and continues in full force and effect in accordance with its terms until revoked by the person executing it before the vote pursuant thereto. A proxy may be revoked either (a) by a writing delivered to the Secretary of the corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; but no proxy shall be valid after the expiration of 11 months from the date of its execution unless it otherwise provides and except that the maximum term of any proxy shall be three years from its date of execution. The dates contained on proxies

presented to a meeting presumptively determine the order of their execution, regardless of postmark dates on envelopes in which they may have been mailed, but if there is no date on a proxy, the postmark date on the envelope in which it was mailed shall be presumed in the absence of information to the contrary to be the date of execution of the proxy.

Section 18. **Inspectors of Election.** In advance of any meeting of members, the Board may appoint inspectors of election to act at the meeting and any adjournment of it. If inspectors of election are not appointed in advance of a meeting, or if any persons so appointed fail to appear or refuse to act, the presiding officer of the meeting may, and on the request of any member or member's proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot without a meeting as provided for in Section 16 of this Article II, the Board may also appoint inspectors of election.

Whether the election is at a meeting or by written ballot without a meeting, the powers and duties of the inspectors shall be as prescribed by Section 7614(b) of the California Nonprofit Mutual Benefit Corporation Law and shall include: determining the number of memberships outstanding and the voting power of each; determining the memberships represented at the meeting (or consenting); determining the existence of a quorum; determining the authenticity, validity, and effect of proxies (if proxies are allowed); receiving votes, ballots, or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Section 19. **Conduct of Meeting.** The President shall be the Presiding Officer at all meetings of the members. The Presiding Officer shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The Presiding Officer's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote on the ruling is made to the members entitled to vote and which are represented in person or by proxy (if proxies are allowed) at the meeting, in which case the decision of a majority of the voting power represented at the meeting shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the Presiding Officer shall have all of the powers usually vested in the chair of a meeting of members.

Section 20. **Number of Members.** There is no limit on the number of members that the Corporation may admit. There is no limit on the number of Honorary Members that the Corporation may admit.

Section 21. **Membership Book.** The Corporation shall keep a membership book containing the name, address, and class of each member in written form. The book must also note if a membership has terminated and the date on which that membership ceased. The book will be kept at the principal office of the Corporation and is subject to the rights of inspection required by law and as set forth in these Bylaws.

ARTICLE III DIRECTORS

Section 1. **Powers.** Subject to limitations of the Articles, of these Bylaws, and of the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the members or by a majority of members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees 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. Without prejudice to these general powers, but subject to the provisions just stated, the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents, and employees of the corporation, prescribe qualifications, powers, and duties for them that are not inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security or otherwise provide for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the corporation and to make rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt and use a corporate seal, to prescribe the forms of certificates of membership if certificates are to be issued and to alter their respective forms from time to time as the Board may deem best.
- (d) To authorize the issuance of memberships of the corporation from time to time.
- (e) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities for debt.
- (f) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

Section 2. **Number of Directors.** The authorized number of directors shall be not less than three (3) nor more than seven (7) until changed by amendment of the Articles or by a Bylaw duly adopted by approval of the members. The exact authorized number of directors, within those limits, shall be as stated in the next sentence as duly amended from time to time. The exact authorized number of directors shall be seven (7) until changed as provided in this Section 2. There shall be only one (1) director per RMU.

Section 3. **Election and Term of Office.** Directors shall be elected at the annual meeting of the members, but if an annual meeting is not held, or the directors are not elected at an annual meeting of members, the directors may be elected at any special meeting of members held for that purpose. Each director shall serve for a term of two (2) years and until a successor has been elected and qualified.

Section 4. **Vacancies.** Any director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board, except those existing as a result of removal of elected directors may be filled by approval of the Board, or, if the number of directors then in office is less than a quorum, by the unanimous written consent of the directors then in office, by the affirmative vote of a majority of directors then in office at a meeting held pursuant to notice or waivers of notice, or by a sole remaining director.

A vacancy or vacancies in the Board shall be deemed to exist if a director dies, resigns or is removed, or if the authorized number of directors is increased, or if the members fail, at any regular or special meeting of members at which any director or directors are or are to be elected, to elect the full authorized number of directors to be voted for at that meeting.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors except vacancies in designated or ex officio directorships, if any.

No reduction of the authorized number of directors shall remove any director before expiration of the director's terms of office.

Section 5. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California designated from time to time by the Board. In the absence of designation by the Board, regular meetings shall be held at the principal office of the corporation.

Section 6. Regular Meetings. Immediately following each annual meeting of members the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.

Other regular meetings of the Board shall be held without call or notice on dates and at times fixed by the Board.

Section 7. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally by telephone, (including a voice messaging system or other system or technology designed to record and communicate messages) or by electronic transmission by the corporation as provided by Corporations Code § 20) or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director at the director's address as shown on the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if the director's address is not shown on the corporation's records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed

to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 8. **Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is required by law or by the Articles or these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting or by such greater number, if any, required by the Nonprofit Mutual Benefit Corporation Law, the Articles or these Bylaws.

Section 9. **Participation in Meetings by Conference Telephone and Electronic Transmission.** Members of the Board may participate in a directors' meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation in accordance with Corporations Code Sections 20 and 21. Participation in a directors' meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the corporation (other than conference telephone and electronic video screen communication) constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other participating members concurrently; and
- (b) Each member is provided the means of participating in all matters before the board including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- (c) The corporation adopts and implements some means of verifying both of the following:
 - (i) A person participating in the meeting is a director or other person entitled to participate in the board meeting and
 - (ii) All actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

Section 10. **Waiver of Notice.** Notice of a meeting need not be given to any director who provides a waiver of notice to holding the meeting or an approval of its minutes in writing, whether before or after the meeting, or who attends the meeting without protesting, prior before or at its commencement, the lack of notice to that director. All the waivers, consents, and approvals as to a Board meeting shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice

of any adjournment to another time or 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 12. **Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 13. **Rights of Inspection.** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 14. **Committees.** The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except authority to:

- (a) Approve any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or on any committee;
- (c) Fix compensation of directors for serving on the Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Appoint other committees of the Board or members of other committees;
- (g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- (h) As to any assets held in charitable trust, approve any self-dealing transaction as defined in Section 5233(a) of the California Corporations Code except as provided in Corporations Code Section 5233(d)(3).

Any committee to which any authority of the Board is delegated may only be created, and its members appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present. Any such committee may be designated an Executive Committee or given another name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of these committees shall be conducted. In the absence of prescription by the Board, a committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or a committee shall otherwise provide, the regular and special meetings and other actions of that committee shall be governed by the provisions of this Article III applicable to meeting and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 15. **Fees and Compensation.** Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

ARTICLE IV OFFICERS

Section 1. **Officers.** The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person unless the Articles or these Bylaws provide otherwise.

Section 2. **Election.** Each officer of the corporation, except officers elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold office until resignation, removal, or other disqualification from service, or until his or her successor shall be elected.

Section 3. **Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require. Each such officer shall hold office for the period, have authority and perform duties as provided in these **Bylaws** or as the Board or the appointing officer may from time to time determine.

Section 4. **Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any removal of an officer shall be without prejudice to his or her rights, if any, under any contract of employment.

Any officer may resign at any time by giving written notice to the corporation addressed and sent to the Board, the President, or the Secretary, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any officer's resignation shall take effect on the date the resignation is received by the addressee or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to that office, provided that vacancies may be filled as they occur and not on an annual basis.

Section 6. **Chairman of the Board.** The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform other powers and duties assigned by the Board.

Section 7. **President.** Subject to powers, if any, given by the Board to the Chairman of the Board, if there be such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. The President shall preside at all meetings of the members and, in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and other powers and duties prescribed by the Board.

Section 8. **Vice Presidents.** In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President. A Vice President so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have other powers and perform other duties respectively prescribed for them by the Board.

Section 9. **Secretary.** The Secretary shall keep or cause to be kept, at the principal office or other place ordered by the Board, a book of minutes of all meetings of members, the Board, and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given of the meeting, the names of those present at Board and committee meetings, the number of members present or represented at members' meetings, and the proceedings of the meetings. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

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

Section 10. **Treasurer.** The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business or financial transactions of the corporation, and shall send or cause to be sent to the members of the corporation financial statements and reports as law or these Bylaws require to be sent to them. The books of account shall at all times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with depositaries designated by the Board. The Treasurer shall disburse the funds of the corporation as ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have other powers and perform other duties prescribed by the Board.

ARTICLE V OTHER PROVISIONS

Section 1. **Inspection of Corporate Records.** Subject to Sections 8330, 8331, and 8332 of the California Nonprofit Mutual Benefit Corporation Law, a member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, upon five business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection is requested; or

- (b) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Secretary shall make the membership list available on or before the later of 10 business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The corporation may, within 10 business days after receiving a demand, as set forth above in paragraph (a) or (b) of this Section 1, deliver to the person(s) making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. Any rejection of the corporation's offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to paragraph (a) or (b) of this Section 1.

The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon written demand on the corporation of any member at any reasonable time for a purpose reasonably related to the member's interests as a member.

Section 2. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original or a copy of its Articles and of these Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. If the corporation has no office in the State of California, it shall upon the written request of any member furnish to that member a copy of the Articles or Bylaws as amended to date.

Section 3. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by any one of the Chairman of the Board, the President or any Vice President, and by a second person who is the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may also be signed by any other person or persons in the manner from time to time determined by the Board. Unless so authorized by the Board, 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 for any purpose or amount.

Section 4. Membership Certificates. Subject to the provisions of Section 7313 of the California Nonprofit Mutual Benefit Corporation Law, every member of the corporation shall be entitled to a certificate signed in the name of the corporation by any one of the Chairman of the Board, the President or a Vice President, and by a second person who is the Treasurer an Assistant Treasurer, the Secretary or an Assistant Secretary, certifying the fact of membership and the class of membership owned by the member. Any or all of the signatures on the certificate may be facsimiles. If any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be an officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if that person were an officer, transfer agent, or registrar at the date of issue.

Except as provided in this section, no new certificate for membership shall be issued in place of an old one unless the old one is surrendered and cancelled at the same time. The Board may, however, if any certificate for membership is alleged to have been lost, stolen, or destroyed, authorize the issuance of a new certificate in place of the old one, and the corporation may require that the corporation be given a bond (or other adequate security) sufficient to indemnify it against any claim that may be made against it (including expense or liability) on account of the alleged loss, theft, or destruction of the old certificate or the issuance of a new certificate.

Section 5. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority granted in this Section may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by that officer.

Section 6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 7. Amendments. These Bylaws may be amended or repealed by approval of the members or by approval of the Board; provided, however, that members must approve any action that would: (a) materially and adversely affect the rights of members as to voting, dissolution, or redemption, or transfer of memberships; (b) increase or decrease the number of memberships authorized in total or for any class; (c) effect an exchange, reclassification, or cancellation of all or any part of the memberships (other than within the maximum and minimum of a variable board); (d) authorize a new class of membership; or (e) specify or change a fixed number of directors or the maximum or minimum number of directors or change from a fixed to a variable number of directors or vice versa. The power of members to approve the repeal or amendment of Bylaws is subject to the further approval of the members of a class if that action would: (a) materially and adversely affect the rights, privilege, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer of memberships in a manner different than that action affects another class; (b) materially and adversely affect that class as to voting, dissolution, redemption, or transfer of memberships by changing the rights, privileges, preferences, restrictions, or conditions of another class; (c) increase or decrease the number of memberships authorized for that class; (d) increase the number of memberships authorized for another class; (e) effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or (f) authorize a new class of memberships.

A Bylaw conferring some or all of the rights of a member of any class upon any person or entity who does not have the right to vote on any of the matters set forth in Section 1 of Article II may be adopted only by approval of the members.

ARTICLE VI INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VI, “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 which was a predecessor corporation of the corporation or of another enterprise at the request of that predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5(c) of this Article VI.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law (made applicable pursuant to Section 7238 of that Law), or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that that person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law (made applicable pursuant Section 7238 of that Law) or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that that person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- (a) In respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the corporation in the performance of the person’s duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless the action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article VI or in

defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. **Required Determinations.** Except as provided in Section 4 of this Article VI, any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VI, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to the proceeding;
- (b) Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
- (c) The court in which the proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by the corporation.

Section 6. **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the corporation before the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount advanced unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 7. **Other Indemnification.** No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than those directors and officers may be entitled by contract or otherwise.

Section 8. **Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VI, except as provided in Section 4 or 5(c), in any circumstances in which it appears:

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

Section 9. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in that 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 that liability under the provisions of this Article VI.

Section 10. **Nonapplicability to Fiduciaries of Employee Benefit Plans.** This Article VI does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan

in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article VI. The corporation shall have power to indemnify that trustee, investment manager, or other fiduciary to the extent permitted by Section 7140(e) of the California Public Benefit Corporation Law.

Section 11. Meetings of the Board. On written request to the board by any agent of the corporation seeking indemnification under these bylaws or the California Nonprofit Mutual Benefit Corporation Law, the Board shall promptly convene a meeting and in good faith decide whether the applicable standard(s) have been met and, subject to any required findings and other constraints, if any, upon its power to provide such indemnification, if they have been met, shall promptly authorize such indemnification.

Section 12. Federal and State Exculpatory Provisions. Nothing in this Article VI shall limit or otherwise adversely affect the rights of qualifying agents of this corporation under the Federal Volunteer Protection Act of 1997, as amended, Section 5047.5 of the California Corporations Code or similar provisions of other laws or public policies limiting such liability, as now in effect or as any thereof may be amended.

Section 13. Separability. Each and every paragraph, sentence, term, and provision of this Article is separate and distinct so that if any paragraph, sentence, term, or provision shall be held to be invalid or unenforceable for any reason, its invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision of this Article. To the extent required, any paragraph, sentence, term, or provision of this Article may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article and any agreement between the corporation and the claimant, the broadest possible indemnification permitted under applicable law.

ARTICLE VII EMERGENCY PROVISIONS

During any emergency as defined in Corporations Code Section 7140, including a natural catastrophe, an attack on this state or nation, an act of terrorism or other manmade disaster, or a state of emergency proclaimed by the Governor or by the President, as a result of which a quorum of the Board or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board or of that committee may be called by any officer or director. Notice of a meeting so called need be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication, or radio. The director or directors in attendance at the meeting of the Board so called, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee so called, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in the order of priority and subject to conditions and for the period of time (not longer than reasonably necessary after the termination of the emergency) as provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for that meeting.

The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during the emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any

emergency, may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers so to do.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that:

1. I am the duly elected and acting secretary of SALINAS RIVER CHANNEL STREAM MAINTENANCE PROGRAM'S RIVER MANAGEMENT UNIT ASSOCIATION, INC., a California nonprofit mutual benefit corporation;

2. The foregoing Bylaws comprised of 22 pages, including this page, constitute the Bylaws of the corporation duly adopted by the Board of Directors thereof on June 26, 2017, and amended on August 28, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation this 28th day of August, 2018.


_____, Secretary