

**BYLAWS OF
CALIFORNIA URBAN FOREST COUNCIL
A CALIFORNIA NOT FOR PROFIT CORPORATION**

**ARTICLE 1
OFFICE**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Marin County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

P.O. Box 823, Novato, CA 94948

Dated: December 17, 2020

Dated: _____

Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the state of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2
OBJECTIVES AND PURPOSES**

SECTION 1. NONPROFIT CORPORATION

The Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific public and charitable purposes of this corporation shall be to: (i) educate the public with regard to urban forestry, (ii) promote and advocate for urban forestry, and (iii) implement programs which develop responsive action among citizens centered on understanding the role of trees in an urban setting for the improvement of the quality of life.

Specific Purposes. Within the context of the general purposes stated above, this corporation shall educate, promote urban forestry, and implement programs which develop responsive action among citizens centered on understanding the role of trees in an urban setting for receiving benefits from trees and the improvement of the quality of life in communities.

SECTION 2. TAX-EXEMPT STATUS

The Corporation is organized exclusively for charitable and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United

States internal revenue law. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation and the Corporation shall not carry on any other activities not permitted to be carried on by:

(i) a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or

(ii) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

SECTION 3. NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

SECTION 4. DEDICATION OF ASSETS

The Corporation's properties and assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any member, director or officer of the Corporation. In the event of liquidation or dissolution, all properties, assets and obligations of the Corporation shall be distributed and paid over to an organization dedicated to public benefit and charitable purposes as described in the Internal Revenue Code, Section 501(c)(3).

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have a minimum of eight (8) and a maximum of twenty (20) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all directors, officers, agents, and the executive director of the corporation;
- (c) Supervise all officers, agents, and the executive director of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the secretary of the corporation and notices of meetings mailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for a term of two years. One-half of the directors shall be elected every other year, as specified in these bylaws, and until his or her successor is elected and qualifies. Directors may serve consecutive terms.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

SECTION 6. DIRECTORS MEETINGS

- (a) Place of Meetings. Meetings of the Board of Directors shall be held in any place within or outside California that has been designated by resolution of the Board of Directors in accordance with the proper notice of the meeting.
- (b) Meetings by Telephone or electronic media. Any meeting may be held by conference telephone or similar electronic media, as long as all directors participating in the meeting can hear one another and communicate with one another. All such directors shall be deemed to be present in person at such a meeting.
- (c) Regular Meetings. Regular meetings of directors shall be held no less than on a quarterly basis. The regular meetings of the Board of Directors shall be held as decided upon by the Board of Directors.
- (d) Notice of in-person meetings. Notice of the time and place of the in-person meetings shall be given to each director at least 30 days in advance by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail postage prepaid; (3) by telephone, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that notice promptly to the director; (4) by fax; or (5) by email. All such notices shall be given or sent to the director's address, e-mail address, or telephone number as shown on the records of the Corporation.
- (e) Notice of telephone or electronic meetings. Notice of the time and forum shall be given to each director at least 10 days in advance by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail postage prepaid; (3) by telephone, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that

notice promptly to the director; (4) by fax; or (5) by e-mail. All such notices shall be given or sent to the director's address, e-mail, or telephone number as shown on the records of the Corporation.

(f) Special Meetings.

- a. Authority to Call. Special meetings of the Board of Directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two (2) directors.
- b. Notice.
 - i. Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director at least 24 hours in advance by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail postage prepaid; (3) by telephone, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate that notice promptly to the director; (4) by fax; or (5) by email. All such notices shall be given or sent to the director's mail or e-mail address, or telephone or fax number as shown on the records of the Corporation.
 - ii. Notice Contents. The notice shall state: (1) the time of the meeting; (2) the place or media type, if the place or forum is different than the principal office of the Corporation; and (3) the purpose of the meeting.
- c. Special Meeting Decisions: In the event a decision is made in a special meeting voted on by e-mail or fax, the next regular meeting agenda shall include the decision topic so the board can discuss and record in the meeting minutes.

SECTION 7. DIRECTOR ELECTIONS

Elections for directors shall be held annually for open/vacant positions. Directors may be elected by members or directors as established by the Board of Directors. Members or directors may only cast one vote for each candidate. The candidates receiving the highest number of votes sequentially, up to the number of available director positions to be elected shall be elected. Each member or director shall cast only one ballot, with voting being by official ballot only.

If this corporation makes no provision for members, then in accordance with Article 13 of these Bylaws, the directors shall be elected by the Board of Directors.

(a) Quorum. A quorum shall consist of 33% of the Board of Directors then in office for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of the directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(b) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(c) Presiding Officer. Meetings of the Board of Directors shall be presided over by the chairperson of the board or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the president-elect of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The

secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

(d) No Delegation. Board Members may neither delegate nor proxy their respective responsibilities and rights as Board Members without attending a meeting. If a board member has permission to leave a meeting early, they may proxy their vote for an agenda item scheduled to be discussed after they leave.

(e) Action by Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent, or by a majority vote, in writing or e-mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the majority vote of the directors.

SECTION 8. REMOVAL

A director may be removed by a two-thirds vote of the board of directors then in office, if:

- (a) The director is unexcused from two or more meetings of the board of directors in a twelve-month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have power to excuse himself/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- (b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made, the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.

If any director is so removed, the Board of Directors shall endeavor to elect a new director(s) at the same meeting or at the following regular meeting and the new director(s) shall hold office for the remainder of the term(s) of the removed director(s).

SECTION 9. VACANCIES

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

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

Except for a vacancy created by the removal of a director by the members, if any, of this corporation, 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 (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waiver of notice complying with this article of these bylaws, or (3) a sole remaining director. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 10. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 11. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the California Nonprofit Public Benefit Corporation Law.

SECTION 12. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing 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 the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a president, secretary, treasurer, and president-elect, The Secretary or Treasurer may serve concurrently as President-Elect. The corporation may also have, as determined by the Board of Directors, a chairperson of the board, vice president and other subordinate officers as deemed necessary, Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

- (a) Any current board member may serve as officer of this corporation.
- (b) Officers shall be elected by the Board of Directors. The President shall appoint a nominations **ad-hoc committee** to contact current board members and develop the slate of officers. The ballot shall be formulated beginning **August 1st**. Elections shall be held at the December board meeting each year.
- (c) Terms shall be two years from January 1 to December 31 of the second year. Officers may be elected for subsequent terms.

SECTION 3. SUBORDINATE OFFICERS

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

SECTION 4. SUBORDINATE EMPLOYEES AND AGENTS

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

SECTION 5. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. The removal takes place immediately upon approval by two-thirds vote of the seated Board of Directors at a meeting of proper notice, or a written or e-mail vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 7. DUTIES OF PRESIDENT

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the president shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 8. DUTIES OF PRESIDENT-ELECT

In the absence of the president, or in the event of his or her inability or refusal to act, the president-elect shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The president-elect shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF SECRETARY

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a record of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Keep at the principal office of the corporation a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall identify such fact in the membership record together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership record, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors. Duties may be delegated to staff, as appropriate.

SECTION 10. DUTIES OF TREASURER

Subject to the provisions of Article 6 of these bylaws the treasurer shall:

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

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

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

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

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

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

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors. Duties may be delegated to staff, as appropriate.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The President, President-Elect, Secretary, Treasurer, and immediate past president shall constitute an executive committee. The Board of Directors shall delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the members thereof.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees, standing or ad hoc, as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

Meeting and assignment expenses may be reimbursed by approval of the board of directors.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations

pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Meeting and assignment expenses may be reimbursed by approval of the board of directors.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation or as otherwise specifically determined by resolution of the Board of Directors or as otherwise required by law.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the aforementioned purposes of this corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office in the state of California:

- (a) Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. ANNUAL REPORT

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 3. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 4. DIRECTORS' INSPECTION RIGHTS

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 5. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect at any reasonable time the latest monthly, quarterly, or annual financial profit and loss statement; audits; or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 6. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts. Reasonable fees may be charged for use of corporation office copy equipment and supplies.

SECTION 7. PERIODIC REVIEWS

To ensure the corporation operates in a manner consistent with the corporation's purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE 9 CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST

No director of the Corporation nor any other Corporation, firm, association, or other entity in which one or more of the Corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Corporation, unless: (1) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all Board Members prior to the Board of Directors' consideration of such contract or transaction; (2) such contact or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested directors; (3) before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it: (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (2) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

SECTION 2. LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

The Board of Directors may at any time adopt, amend, or repeal these Bylaws by a majority vote of those Board Members then in office unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except by approval of the members, if any, of this corporation.

ARTICLE 11 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the corporation, any amendment of the articles of incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the corporation, amendment of the articles of incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this article, this corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to the California Nonprofit Public Benefit Corporation Law.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its aforementioned purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

ARTICLE 13 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

SECTION 2. MEMBERSHIP CATEGORIES

The board of directors may designate membership categories and a commensurate dues structure to provide membership and member services for the corporation. Changes to the categories or dues structure shall be approved by a majority vote of the Board of Directors at a scheduled meeting, or by written or e-mail vote.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of CALIFORNIA URBAN FOREST COUNCIL, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 14 pages, as the bylaws of this corporation.

Dated: _____

_____, President

_____, Secretary/President-Elect

_____, Treasurer

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

_____, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____, Secretary _____