

BYLAWS
Of
[REDACTED]
A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in the City of [REDACTED] in [REDACTED] County, California.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the City of [REDACTED] in 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

ARTICLE 2 PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) To promote public education by informing community residents, local governmental agencies, educational institutions, local businesses, public utilities and other organizations on the need for urban forests and greater appreciation for trees within the [REDACTED] community.
- (b) To promote the spread of trees within specified portions of the community.
- (c) To promote the cooperation and support of local residents as well as public and private sector organizations in the planting, protection and maintenance of community trees.
- (d) To inform community residents and affected organizations on new developments within the area of urban forestry.
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- (e) To promote civic beautification and environmental enhancement efforts in the local area by participating in a broad range of conservation and environmental activities which relate to creation and preservation of urban forests, parks enhancements, etc.
- (f) To foster relations with the local municipality, area educational institutions, local businesses, public utilities, and other organizations regarding the goals and objectives of the corporation.
- (g) To advise supporters of books, periodicals, articles and other programs which focus on tree-related subjects.

(h) To solicit, receive, administer and disburse monies, gifts, legacies, devises, and conveyances of real and personal property for the purposes of the corporation.

(i) To maintain the public benefit, nonprofit, tax-exempt status of the corporation, independent from government, but working in partnership with the local municipality, community groups, educational institutions and other organizations.

ARTICLE 3 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation expressly makes no provision for members. 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. All rights which would otherwise vest in its members shall vest in the Board of Directors. The corporation shall have the right to refer to persons or organizations associated with it as "members", but no such reference shall constitute a person or organization as a member within the meaning of the California Nonprofit Corporation Law.

ARTICLE 4 DIRECTORS

SECTION 1. NUMBER V

The corporation shall have nine (9) to fifteen (15) directors and collectively they shall be known as the Board of Directors.

The number of directors may be changed by amendment of this Bylaw, or repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Individual directors must be "members" of the organization after paying annual membership fees.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation 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 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 officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees 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 or emailed to them at such addresses shall be valid notices thereof.

(f) Amend or repeal these Bylaws as necessary to carry on the purposes of this corporation.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than as director unless such other compensation is reasonable and is allowed under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTIONS REGARDING INTERESTED DIRECTORS.

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

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

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

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all directors given either before or after the meeting and filed with the Secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear or communicate with one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held bi-monthly, on the first Monday of January, March, May, July, September and November @ 5:15 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the following Monday.

Since the corporation makes no provision for members, then, at the annual meeting of directors held on the first Monday of March, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting by majority vote (board quorum), or, if requested by any director, by ballot.

SECTION 9. SPECIAL MEETINGS

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 directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally' or by telephone or telegraph. If sent by mail or telegraph, the notice shall be deemed to be delivered on its deposit *in* the mails or on its delivery by the telegraph company. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein after defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of serving Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

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

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212, approval of contracts or transactions in which a director has a material financial interest (Section 5233 and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 15. CONDUCT OF MEETINGS

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 Vice President 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.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

Meetings of the Board of Directors shall be open to the public but closed executive sessions may be permitted upon the vote of a majority of the board members present to resolve sensitive issues.

SECTION 16. ACTION BY UNANIMOUS 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 in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. 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.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law or has missed three (3) or more board meetings without prior notice of planned absence.

Directors may be removed without cause by a majority of the directors then in office. Such removal shall take effect immediately.

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. The acceptance of such resignation shall not be necessary to make it effective, except as provided in the next sentence. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Any board member who misses three consecutive meetings without an excuse of illness, necessary out-of-area travel or death of a close family member may be removed from the board by a majority of the remaining directors.

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 waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

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 if removal from office should such occur prior to the next annual election.

SECTION 18. NON-LIABILITY OF DIRECTORS

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

SECTION 19. 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 the 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 requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. 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 (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated as Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. 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

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, for a term of one year and shall serve at the pleasure of the board, holding office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Recognizing that the continued participation of former board members who have special experience and expertise will benefit the [REDACTED], the Board may have one or more Emeritus Board Members to provide continuity on and continued support to the Board. In that regard, the Board, in its sole discretion, may recognize any former board member who has served with distinction and rendered meritorious service to [REDACTED] by electing such individual an Emeritus Board Member by a majority vote of the board members then in office.

Unless otherwise determined by the Board, Emeritus Board Members may serve for a term of 2 years with no limit on successive terms, subject to removal with or without cause by the Board. Election as an Emeritus Board Member will constitute recognition of service and experience and will publicly acknowledge that the individual so elected is particularly suited for providing advice to the Board.

Emeritus Board Members shall have no vote and shall not be counted for purposes of a quorum and the number of trustees. Emeritus Board Members shall be entitled to notice of and may attend all meetings of the Board of Trustees. Emeritus Board Members may serve as a member of any committee.

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. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time.

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.

SECTION 5. 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 6. 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. 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 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to all of the restrictions on, the President. The Vice President shall have other powers and perform 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 8. 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 book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and 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.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, 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.

SECTION 9. DUTIES OF TREASURER

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

With the coordination of the Executive Director, oversee all funds and securities of the corporation.

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.

SECTION 10. EXECUTIVE DIRECTOR

The Board of Directors shall appoint an individual (who may also be serving as a director and/or officer of this corporation) to act in the capacity of Executive Director to manage the daily business and administrative affairs of the corporation, except with respect to:

- (a) The filling of vacancies on the board or on any committee which has the authority of the board.
- (b) The fixing of the compensation of the directors for serving on the board or on any committee, of any officers of the corporation or of any corporate employees.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The appointment of committees of the board or the members thereof.
- (e) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (f) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in the applicable section of the California Nonprofit Public Benefit Corporation Law.

He or she shall be the chief operating officer of the corporation and shall employ and supervise its employees. He or she may, 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 or the Executive Committee.

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.

SECTION 11. COMPENSATION

No officer, with the possible exception of the Executive Director, may receive compensation or fees for his/her service.

ARTICLE 6 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The (Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and immediate Past-President(or other person designated by the directors then in office if there is no immediate past-president). Committee chairpersons of such other committees as the board may establish from time to time may also be members of the Executive Committee. The Board will evaluate the need and value to have the committee chairperson of each committee as a sitting member of the Board of Directors. The Board may delegate to the Executive 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 the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the board.
- (c) The fixing of the compensation of the directors for serving on the board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

(h) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

The Executive Committee shall have the authority to make financial expenditures and decide on program and fund-raising matters within the overall plan adopted by the Board of Directors, and shall have the authority to make emergency policy decisions. With the approval of the Board of Directors, the Executive Committee shall appoint (if a volunteer) or hire (if an employee) an Executive Director.

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 may have certain fixed committees and such committees as may from time to time be designated by resolution adopted by a majority of the Board of Directors. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

The corporation shall have at least three (3) fixed committees: The Finance Committee, The Executive Committee and The Technical Advisory Committee.

(a) Finance Committee.

(1) The President, with the approval of the Executive Committee, shall appoint a Finance Committee which shall be responsible to the Board of Directors. The committee shall have a maximum of five (5) members and shall serve for an as yet unspecified period of time. Under normal circumstances, the Chairperson of this committee will be the serving Treasurer.

(2) The committee shall be responsible for providing advice to the Executive Committee and Board of Directors on matters relating to finances (e.g., dues and fees), budgets, fund raising, capital expenditures acquisition, etc. The committee shall present to the Executive Committee such plans and recommendations on any and all measures related to generation of revenue for the corporation. These matters will be reviewed and approved/disapproved by the Executive Committee before presentation to the Board of Directors.

(b) Nominating Committee.

(1) The President, with the approval of the Executive Committee, shall appoint a chair and a nominating committee consisting of at least three (3) members of the Board of Directors or of committees.

(2) The committee shall solicit nominations from members and interested persons and organizations. A nomination slate shall be completed and noticed to the Board of Directors at least 15 days before the annual meeting except in the case of the first annual election. At that meeting, the nominating committee shall report its recommendations for those directors and officers to be elected by a majority vote of the board of directors . Alternative nominations can be offered from the floor at the annual meeting upon petition of three (3) board members and the consent of the nominee.

(c) Technical Advisory Committee.

(1) The President, with the approval of the Executive Committee, shall appoint a Technical Committee which shall be responsible to the Executive Committee. The committee shall have a maximum of seven (7) members and shall serve for an as yet unspecified period of time.

(2) The committee shall be responsible for providing technical advice to the Executive Committee and Board of Directors on matters relating to the planning, planting, preservation and management of trees and urban forest resources.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of the 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.

ARTICLE 7 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

Except as specifically determined by resolution of the Board of Directors, or as otherwise required by law, all checks (or other evidence of indebtedness of the corporation) over \$200.00 shall be signed by two of the following parties: the Executive Director, the President, the Treasurer or the Secretary. Checks under \$200.00 need only be signed by one of the aforementioned parties.

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 purposes of this corporation.

ARTICLE 8 CORPORATE RECORDS, REPORTS, FILINGS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal and secondary offices in the State of California:

(a) Minutes of all meetings of directors and committees of the board, 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, if any, and business transactions and accounts of its assets, liabilities, receipts, disbursements,

gains and losses, in written and/or computer-based form;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times during office hours.

SECTION 2. 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 or otherwise be retained in the possession of the Secretary of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. 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 4. 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 including the right to copy and to make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

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

ARTICLE 9 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 last day of December in each year.

ARTICLE 10 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 11 AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors, subject to the restrictions in Section 2 of this Article.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and 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 either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS.

No 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 public 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.

ARTICLE 13 DISSOLUTION OF ORGANIZATION

SECTION 1. DESIGNATION OF RECEIVING ENTITY UPON DISSOLUTION.

All directors 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. Designation of the specific entity to be provided with such assets will be made by the Board of Directors should dissolution be found to be later required.

