

**BYLAWS
OF THE
CALIFORNIA SOCIETY OF AMERICAN FORESTERS**

a California Nonprofit Public Benefit Corporation

ARTICLE 1

Offices

Section 1.1 Principal Executive Office.

The principal executive office of the California Society of American Foresters (“CSAF”) will be located at: 973 Cabernet Ct., Murphys, California, 95247-9632. The Board of Directors of CSAF (the “Board”) may change the location of this office. Any such change should be noted on these Bylaws by the Secretary, opposite this Section 1.1, or this Section 1.1 may be amended to state the new location, and CSAF shall provide notice to Members (as defined below) of such change.

Section 1.2 Other Offices.

Other offices may at any time be established at any place or places specified by the Board.

ARTICLE 2

Membership

Section 2.1 Voting Members.

The voting members of CSAF will be the general members (each referred to in these Bylaws as a “Member” and collectively the “Members” or the “Membership”). A Member of CSAF shall not be a voting member of another state society of foresters that is a voting affiliate of the Society of American Foresters (the “National Society”).

The Board may establish the dues, fees, or other conditions for Membership in CSAF.

Section 2.2 Nonvoting Members.

CSAF shall not have nonvoting members.

Section 2.3 Termination of Memberships.

The Membership of any Member may be terminated upon the occurrence of any of the following events:

- (a) The voluntary resignation of the Member.

(b) In the case of a Membership issued for a period of time, when the period of time has elapsed, unless the Membership is renewed.

(c) The failure of the Member to pay dues or fees within the times set forth by the Board or as otherwise provided in accordance with these Bylaws.

(d) The failure of the Member to conduct CSAF's matters in a professional manner.

(e) By approval of the Board.

Termination of a Membership shall not relieve the Member from any obligation for charges incurred, services or benefits actually received, dues, assessments, or fees for which the Member is obligated to CSAF.

Before a Membership is terminated by CSAF in accordance with paragraph (c) above, CSAF will send notice by prepaid first-class or registered mail or email to the most recent address or email address, as applicable, of the member as shown on CSAF's records, setting forth the action to be taken and the reasons for the action. CSAF will send such notice at least ten (10) days before the proposed effective date of termination. If contesting such termination, the Member whose Membership is being terminated must send a written response by prepaid first-class or registered mail or email to CSAF within five (5) days of receipt of notice of such termination. The Board or a committee will decide whether or not the Membership should be terminated or the Member suspended or sanctioned in some other way. The decision of the Board or committee will be final.

Section 2.4 Transfer of Memberships.

No Member may transfer for value his or her Membership or any Membership right. All rights of Membership cease upon a Member's death or dissolution.

ARTICLE 3

Meetings of Members

Section 3.1 Place of Meetings.

Meetings of the Members (each a "Member Meeting") will be held at any place within the State of California designated by the Board. In the absence of any such designation, Member Meetings will be held at the principal office of CSAF.

Section 3.2 Annual Meeting.

There will be a regular meeting consisting of no less than five percent (5%) of the Members on or about the last Saturday of January of each year (the "Annual Meeting"), unless the Board fixes another date and so notifies the Members as provided in Section 3.3. At the Annual Meeting, results of the ballot election of Directors (as defined below) (pursuant to Section 3.11) will be announced, reports of the affairs of CSAF will be considered, and any other

business may be transacted that is within the power of the Members. The Annual Meeting may include guests as determined by the Board.

Section 3.3 Notice of Annual Meeting.

Written notice of each Annual Meeting will be given to each Member, either personally, or by mail or email addressed to the Member at the Member's address appearing on the books of CSAF, or by other means of written communication by CSAF. All such notices will be given to each Member entitled to the notice not less than thirty (30) days or more than ninety (90) days before the Annual Meeting. Any such notice will be deemed to have been given at the time when delivered personally or deposited in the mail or provided by other means of written communication. An affidavit of giving of any such notice in accordance with the foregoing provisions, executed by the Secretary, Assistant Secretary or any transfer agent of CSAF, will be *prima facie* evidence of the giving of the notice.

The notice of the Annual Meeting will specify:

- (a) the place, date, and hour of the Annual Meeting;
- (b) those matters which the Board, at the time the notice is given, intends to present for action by the Members at the Annual Meeting;
- (c) if Directors are to be elected, the names of all those who are nominees at the time the notice is given;
- (d) the general nature of a proposal, if any, to take action when approval of the Members is required with respect to (i) removal of Directors without cause; (ii) the filling of vacancies on the Board; (iii) amendment of the Articles of Incorporation; or (iv) voluntary dissolution of CSAF; and
- (e) such other matters, if any, as may be expressly required by law.

Section 3.4 Special Meetings.

A special Member Meeting for any lawful purpose or purposes may be called at any time by the Chair of the Board or by the Board. In addition, a special Member Meeting for the purpose of removal of Directors and election of their replacements may be called by fifteen percent (15%) or more of the Members.

Section 3.5 Notice of Special Meetings.

Upon request in writing that a special Member Meeting be called, directed to the Chair of the Board or Secretary by any person (other than the Board) entitled to call a special Member Meeting, the officer forthwith will 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 thirty (30) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty-five (25) days after the receipt of the request, the persons entitled to call the meeting may give the notice. Notice of any special Member Meeting will be given in the same manner as for Annual Meeting.

In addition to the matters required by Section 3.3(a) and, if applicable, Section 3.3(c) of these Bylaws, notice of any special meeting will specify the general nature of the business to be transacted, and the fact that no other business may be transacted at the meeting.

Section 3.6 Quorum.

The presence of no less than fifteen percent (15%) of the Members entitled to vote at any Member Meeting will constitute a quorum for the transaction of business. Any Member Meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the holders of a majority of the votes entitled to vote, but in the absence of a quorum no other business may be transacted at such meeting, except that the Members present at a duly called or held meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

Section 3.7 Adjourned Meeting and Notice.

Except as provided below, when a Members' meeting, either regular or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting CSAF may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting will be given to each Member who on the record date for the adjourned meeting is entitled to vote at the adjourned meeting.

Section 3.8 Record Date.

(a) The Board may fix a time or times in the future as a record date or dates for the purpose of determining the Members entitled to notice of any Member Meeting, to vote at such meeting, to cast written ballots with respect to corporate action, to receive any report, or to exercise rights in respect of any other lawful action. The record date so fixed with respect to those entitled to notice of a meeting will be not more than ninety (90) days nor less than thirty (30) days before the date of any such meeting, and the record date so fixed for purposes of voting at a meeting, casting written ballots, receiving reports, or for any other purpose shall not be more than sixty (60) days prior to the date of the meeting, the date the first written ballot is mailed or solicited, or the date of any other action, as the case may be. When a record date is so fixed, only Members of record at the close of business on that date are entitled to notice of and to vote at any such meeting, to cast written ballots, to receive any report, or to exercise other rights, as the case may be, notwithstanding any transfer of any Membership on the books of CSAF after the record date, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by law.

(b) If no record date is fixed by the Board:

(i) The record date for determining Members entitled to notice of a Member Meeting will 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 date on which the meeting is held.

(ii) The record date for determining Members entitled to vote at a Member Meeting will be the day of the meeting.

(iii) The record date for determining Members entitled to cast written ballots with respect to corporate action will be the day the first written ballot is mailed or solicited.

(iv) The record date for determining Members for any other purpose will be at the close of business on the day on which the Board adopts the resolution relating to the matter, or the 60th day prior to the date of such other action, whichever is later.

(c) A determination of Members of record entitled to notice of or to vote at a Member Meeting will apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting; except that if the Board did not fix a record date for determining Members entitled to vote at the initial meeting, the record date with respect to voting at the adjourned meeting will be the day of the adjourned meeting.

Section 3.9 Voting.

(a) Except as may be otherwise provided in the Articles of Incorporation or these Bylaws, each Member entitled to vote will be entitled to one vote on each matter submitted to a vote of the Members. Voting at a Member Meeting may be by voice vote or by ballot; provided, however, that all elections for Directors must be by ballot upon demand made by a Member at any election before the voting begins.

(b) If a quorum is present, the affirmative vote of the majority of the voting power represented and voting at the meeting (which affirmative vote also constitutes at least a majority of the required quorum) will be the act of the Members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws. The term “voting power” for the purpose of these Bylaws will mean the power to vote for the election of Directors at any time any determination of voting power is made and does not include the right to vote upon the happening of some condition or event that has not yet occurred.

(c) In any election of Directors, the candidates receiving the highest number of votes are elected, subject to any lawful provision specifying election by classes.

Section 3.10 Validation of Defectively Called or Noticed Meetings.

The transactions of any Member Meeting, 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, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting will constitute a waiver of notice of and presence at such 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 these Bylaws or by the California Nonprofit Corporation Law to be included in the notice if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Member Meeting need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, unless otherwise provided in the Articles of Incorporation or these Bylaws, except the general nature of the proposals listed in Section 3.3(d) of these Bylaws must be specified, to the extent applicable, in any such waiver, consent, or approval.

Section 3.11 Approval by Written Ballot.

(a) Subject to paragraph (e) below, any action that may be taken at any Member Meeting, whether regular or special, may be taken without a meeting if CSAF distributes a written ballot to every Member entitled to vote on the matter. Such ballot will set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to CSAF.

(b) Approval by written ballot pursuant to this section will be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots will be solicited and counted in a manner consistent with the requirements of the first paragraph of Section 3.3. All such solicitations will indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, will state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) Written ballots may not be revoked.

(e) Directors may be elected by written ballot except when cumulative voting for Directors is authorized.

(f) The provisions of this section do not apply to a ballot distributed at a Member Meeting.

Section 3.12 Action Without a Meeting.

Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members will individually or collectively consent in writing to the action. The written consent or consents will be filed with the minutes of the proceedings of the Members. The action by written consent will have the same force and effect as the unanimous vote of the Members.

ARTICLE 4

Board of Directors

Section 4.1 Powers.

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to actions required to be approved by the Members, the activities and affairs of CSAF will be managed and all corporate powers will be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of CSAF to a management company, the Executive Committee or other committee (however composed), or other person, provided that the activities and affairs of CSAF will be managed and all corporate powers will be exercised under the ultimate direction of the Board.

Section 4.2 Number of Directors.

The authorized number of Directors of the Board of CSAF (“Directors”) shall not be less than five (5) Members nor more than fifteen (15) Members until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 4.2 duly adopted by the Members. The Board shall be composed of the Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, and any other Director duly nominated and elected under these Bylaws. The exact number of Directors will be fixed from time to time, within the limits specified in the Articles of Incorporation or in this Section 4.2, by the Board or the Members. The fixed number of Directors will be deemed automatically increased to the extent within the permitted range solely as necessary to permit the appointment of additional Directors, but the number of authorized Directors will not be automatically decreased upon the resignation or removal of a Director. No reduction of the authorized number of Directors will have the effect of removing any Director prior to the expiration of a Director’s term of office.

Section 4.3 Restriction on Interested Directors.

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (1) any person being compensated by CSAF for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) 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. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by CSAF.

Section 4.4 Election and Term of Office.

The Directors will be elected by written ballot in October of each year unless a later date is designated by the Board with thirty (30) day notice provided to Members. Members shall be provided a thirty (30) day period to vote. Provisions will be made for those Members who choose not to cast their vote electronically. The written ballots shall be counted by December 1 of such year. Election results will be reported to the National Society not later than December 8

of such year. Any paper written ballots shall be counted by a committee, which shall promptly certify the results of the election to the Chair, the Board, and the Secretary. Except as to certain Directors who are also officers elected by the Members, as set forth in Article 7 of these Bylaws, each Director shall serve a one (1) year term; provided, however, that each Director, including a Director elected to fill a vacancy, will hold office (i) until the expiration of the term for which elected, and (ii) until a successor has been elected and qualified, or unless otherwise removed. A Director may succeed himself or herself in office.

Directors elected by the Members will be nominated and elected in accordance with the procedures set forth in these Bylaws or as otherwise set forth by the Board or a committee to which the Board has delegated such authority and communicated to the Members.

Section 4.5 Vacancies and Removal.

A vacancy in the Board will be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for Directors, or has missed three (3) consecutive meetings of the Board (any meeting of the Board, a "Board Meeting") within a twelve (12) month period; (iii) an increase in the authorized number of Directors; (iv) the failure of the Members, at any Annual Meeting or other regular Member Meeting at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting; or (v) the affirmative vote of all of the Members eligible to vote to remove a Director.

Vacancies in the Board, except for a vacancy created by the removal of a Director, may be filled by a majority of the Directors present at a Board Meeting at which a quorum is present, or if the number of Directors then in office is less than a quorum, (a) by the unanimous written consent of the Directors then in office, (b) by the vote of a majority of the Directors then in office at a Board Meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining Director. A vacancy in the Board created by the removal of a Director may be filled only by the Members. The Members may elect a Director at any time to fill a vacancy not filled by the Directors. Each Director appointed or elected to fill a vacancy will hold office until his or her successor is elected by ballot vote, or at a meeting, of the Members.

Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If a resignation is to be effective at a future time, the successor may be elected to take office when such resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when CSAF would then be left without a duly elected Director or Directors in charge of its affairs.

No reduction of the authorized number of Directors will have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6 Place of Board Meetings.

Regular Board Meetings may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, the Annual Board Meeting (as defined below) will be held at the principal executive office of CSAF. Special Board Meetings will be held at any place within or outside the State of California that has been designated in the notice of such Board Meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of CSAF. Notwithstanding the above provisions of this Section 4.6, a regular or special Board meeting may be held at any place consented to in writing by all the Board Members, either before or after the Board Meeting. If consents are given, they will be filed with the minutes of the Board Meeting.

Section 4.7 Annual Board Meeting.

Immediately prior to the Annual Meeting of Members, the Board will hold a regular Board Meeting for the purpose of validating election results and appointing certain officers of CSAF and otherwise organizing and for the transaction of other business (the “Annual Board Meeting”).

Section 4.8 Other Regular Board Meetings.

Other regular Board Meetings will be held at such times and places as are fixed by the Board at the Annual Board Meeting. Such regular Board Meetings may be held without notice.

Section 4.9 Special Board Meetings.

Special Board Meetings for any purpose may be called at any time by the Chair of the Board, the Secretary, or any two Directors.

Written notice of the time and place of special Board Meetings will be delivered personally to each Director or communicated to each Director by telephone, telegraph, facsimile, electronic mail message, or mail, charges prepaid, addressed to the Director at the Director’s address as it is shown upon the records of CSAF or, if it is not so shown on such records or is not readily ascertainable, at the place at which Board Meetings are regularly held. In case such notice is mailed, it will be deposited in the United States mail at least five (5) days prior to the time of the holding of the Board Meeting. In case such notice is delivered, personally or by telephone, telegraph, facsimile or electronic mail message, it will be so delivered at least forty-eight (48) hours prior to the time of the holding of the Board Meeting. Any such transmission of notice, as above provided, will be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient’s designated voice mailbox or address on such a system.

Notice of a Board Meeting need not be given to any Director who signs a waiver of notice or a consent to holding the Board Meeting or an approval of the minutes of the Board Meeting, whether before or after the Board Meeting, or who attends the Board Meeting without protesting, prior to the Board Meeting or at its commencement, the lack of notice to such

Director. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the Board Meeting.

Section 4.10 Action at a Board Meeting: Quorum and Required Vote.

(a) Presence of a majority of the authorized number of Directors at a Board Meeting constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.

(b) Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present will be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law.

(c) A Board 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 such Board Meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority of Directors.

(d) Directors may participate in any Board Meeting through use of conference telephone or similar communications equipment, as long as all Directors participating in such Board Meeting can hear one another. Participation in a Board Meeting pursuant to this subsection (d) constitutes presence in person at such Board Meeting.

Section 4.11 Adjourned Board Meeting and Notice.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Board Meeting to another time and place. If the Board Meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place will be given prior to the time of the adjourned Board Meeting to the Directors who were not present at the time of the adjournment.

Section 4.12 Action Without a Board Meeting.

Any action required or permitted to be taken by the Board may be taken without a Board Meeting, if all Directors will individually or collectively consent in writing to such action. Such written consent or consents will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as the unanimous vote of such Directors. For purposes of this section only, “all Directors” does not include any “interested Directors” as defined in Section 5233 of the California Corporations Code.

Section 4.13 Fees and Compensation.

Directors and Members of committees of the Board may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board.

ARTICLE 5

Certain Director Election Procedures

Section 5.1 Director Eligibility.

Each Director shall be a Member of CSAF in good standing for the duration of his or her directorship, and each candidate nominated to the Board shall be a Member in good standing at the time of such candidate's nomination.

Section 5.2 Nominations.

The Secretary will forward to each Member, with the notice of meeting required by Section 3.3 of these Bylaws, a list of candidates nominated by the Board or a committee as designated by the Board, along with the names of any persons duly nominated by the Members as of that time.

Section 5.3 Publications.

If the corporation at any time owns or controls a magazine, newsletter, or other publication, and publishes material in the publication soliciting votes for any nominee for Director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominees for a purpose reasonably related to the election.

Section 5.4 Mailing Election Material.

On written request by any nominee for election to the Board and accompanying payment of the reasonable costs of mailing (including postage), CSAF will, within ten (10) business days after the request (provided payment has been made), mail to all Members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless CSAF within five (5) business days after the request allows the nominee, at CSAF's option, the rights set forth in ARTICLE 11.

Section 5.5 Refusal to Publish or Mail Material.

CSAF may not decline to publish or mail material that it is otherwise required by these Bylaws to publish or mail on behalf of any nominee, on the basis of the content of the material, except that CSAF or any of its agents, officers, Directors, or employees may seek a court order allowing them to delete material that the court finds will expose the moving party to liability. The nominee on whose behalf such material was published or mailed will be liable and will indemnify and hold harmless CSAF, its agents, officers, Directors, and employees and each of them against and from all demands, costs, including reasonable legal fees and expenses, claims, damages, and causes of action arising out of such material or any such mailing or publication.

Section 5.6 Use of Corporate Funds to Support Nominee.

Without authorization of the Board, no corporate funds may be expended to support a nominee for Director after there are more people nominated for Director than can be elected.

ARTICLE 6

Committees

Section 6.1 Committees of Directors.

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate Members of any committee, who may replace any absent committee member at any meeting of the committee. The appointment of committee members or alternate committee members requires the vote of a majority of the Directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board or in these Bylaws, including Section 6.3, will have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the Members of a nonprofit public benefit corporation.
- (b) Fill vacancies on the Board or in any committee that has the authority of the Board.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board or the members of such committees.
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (h) Approve any transaction between CSAF and one or more of its Directors in which the Director or Directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

Section 6.2 Audit Committee

If CSAF (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and

contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, CSAF will do the following:

The Board will, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate an Audit Committee. The Audit Committee may include persons who are not Directors, but the Audit Committee members shall not include any staff members and shall not include the Chair or the Treasurer. If CSAF has a finance committee, it must be separate from the Audit Committee. If CSAF has a finance committee, finance committee members may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a finance committee member and finance committee members will constitute less than one-half of the membership of the Audit Committee.

Audit Committee members shall not receive any compensation from CSAF in excess of the compensation, if any, received by the Directors for service on the Board and shall not have a material financial interest in any entity doing business with CSAF. Subject to the supervision of the Board, the Audit Committee will be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee will confer with the auditor to satisfy the Audit Committee members that the financial affairs of CSAF are in order, will review and determine whether to accept the audit, will assure that any nonaudit services performed by the auditing firm conform with standards for auditor independence referred to in Section 12586(e)(1) of the California Government Code, and will approve performance of nonaudit services by the auditing firm. If CSAF is under the control of another corporation, the Audit Committee may be part of the Board of the controlling corporation.

Section 6.3 Executive Committee.

CSAF will have an Executive Committee of the Board comprised of (i) those Directors who are also officers of CSAF, (ii) the chairs of the Standing Committees (as defined below), provided that such chairs are also Directors, and (iii) such other Directors as the Board may approve. Quorum will consist of at least two-thirds (2/3) of the Executive Committee members. The Executive Committee will have all the authority of the Board of Directors allowed by Section 6.1, above, except to the extent otherwise determined by the Board.

Section 6.4 Other Standing Committees That Include Other Than Board Members.

In addition to the Audit Committee and the Executive Committee, the Board may designate one or more committees whose members may be composed of directors and non-Directors (each a "Standing Committee" and together the "Standing Committees"). Any such Standing Committee shall not have the authority of the Board to make decisions on behalf of CSAF, and will be restricted to making recommendations to the Board or Board committee, implementing Board or Board committee decisions and policies under the supervision and control of the Board or a Board committee, and/or managing day-to-day operations of CSAF, as provided for in Section 4.1 above.

The Chair, unless otherwise determined by the Board, will appoint all Standing Committee chairs annually at the Annual Board Meeting. The Standing Committees, other than

the Executive Committee, need not be composed entirely of Directors. The Standing Committees' chairs, in consultation with the Chair, will appoint Members to the Standing Committees. Each Director may serve on at least one Standing Committee and each Standing Committee will have at least three (3) members, except for the Audit Committee which will have a minimum of two (2) members. Each Standing Committee will create a committee charter and recommend such charter and any amendments thereto for the adoption by the Board.

Section 6.5 Meetings and Actions of Committees.

Meetings and actions of all committees will be governed by, and held and taken in accordance with, the provisions of Section 4.6 through Section 4.12 of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that (i) minutes need not be kept for meetings of committees other than the Audit Committee and any other committee that exercises authority of the Board (e.g. the Executive Committee); and (ii) the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board or the chair of such committee. Notice of special meetings of committees will also be given to any and all alternate members, who have the right to attend all meetings of the committee. The Board may adopt rules for the governance of any committee as long as such rules are not inconsistent with the provisions of these Bylaws.

ARTICLE 7

Officers

Section 7.1 Officers.

The officers of CSAF will consist of the Chair of the Board, Chair Elect of the Board, Past Chair of the Board, Secretary, and Treasurer. Each officer, except those officers elected in accordance with this Article 7, shall be appointed by the Board at the Annual Board Meeting and shall serve at the discretion of the Board until his or her successor shall be appointed, or his or her earlier resignation or removal. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board. The Board may appoint, and may empower the Chair, another officer or a committee to appoint, such other officers as the activities of CSAF may require, each of whom will have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

All officers of CSAF elected by the Members will hold office from the date of the Annual Meeting at which such officer's election or appointment is announced to the date of the next succeeding Annual Meeting unless such officer is elected for a longer term pursuant to these Bylaws, and until the successors to such officers are elected and qualified; provided that all officers, as well as any other employee or agent of CSAF, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and CSAF, be removed at any time at the pleasure of the Board, 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,

and upon the removal, resignation, death, or incapacity of any officer, the Board, or the Chair or another officer in cases where the Chair or another officer has been vested by the Board with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board, the Chair, or the Secretary, without prejudice, however, to the rights, if any, of CSAF under any contract to which such officer is a party. Any resignation will take effect on the date of the receipt of such notice 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.

The salary and other compensation of the officers, if there be a salary or other compensation, will be fixed from time to time by resolution of or in the manner determined by the Board. The Board or an authorized committee of the Board will, in compliance with Section 12586(g) of the California Government Code, review and approve the compensation, including benefits, of the Chair and the Treasurer to assure that it is just and reasonable. This review and approval will occur initially upon the hiring of the officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees. If CSAF is affiliated with other charitable corporations, review and approval may be obtained from the Board, or an authorized committee of the Board, of the charitable corporation that makes retention and compensation decisions regarding a particular individual.

Section 7.2 Chair of the Board; Chair Elect of the Board; Past-Chair of the Board.

(a) The Chair of the Board (also referred to herein these Bylaws as the "Chair"), the Chair Elect of the Board (also referred to herein these Bylaws as the "Chair Elect"), and the immediate Past-Chair of the Board (also referred to herein these Bylaws as the "Past-Chair") shall be elected to serve as officers as follows: Each year, in accordance with these Bylaws, the Members shall elect one (1) individual to serve first as the Chair Elect for a term of one (1) year, second as the Chair for a subsequent term of one (1) year, and third as the Past-Chair for a subsequent term of one (1) year. For the avoidance of doubt, such individual shall be elected to serve as an officer (as set forth above) for an aggregate of three (3) years.

(b) The Chair Elect of the Board will be a Director of the Board and will serve as Chair Elect for a one (1) year term. The Chair Elect will, in the absence of the Chair or in the event of the Chair's inability or refusal to act, perform the duties of the Chair, and when so acting, will have all the powers of and be subject to all the restrictions upon the Chair. A Chair Elect will perform such other duties as from time to time may be assigned to him or her by the Board.

(c) The Chair of the Board will be a Director of the Board and will serve as Chair for a one (1) year term. The Chair will, when present, preside at all Board Meetings and perform all the duties commonly incident to that office and such other duties as the Board may from time to time determine. The Chair will prepare and present at the Annual Meeting of the Members a report on CSAF's activities.

(d) The Past-Chair of the Board will be a Director of the Board and will serve as Past-Chair for a one (1) year term. The Past-Chair will perform special duties as assigned by the Board or the Chair, including serving as the chair of the nominating committee, should there be such a committee.

Section 7.3 Duties of the Secretary and Acting Secretaries.

The Secretary will be a Director of the Board and will be elected to a one (1) year term. The Secretary will, and will record or cause to be recorded, and will keep or cause to be kept, at the principal executive office and such other place as the Board may order, a book of minutes of actions taken at all meetings of Directors, committees, and Members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such Director and committee meetings, the number of votes present or represented at Members' meetings, and the proceedings of all such meetings. The Secretary will give, or cause to be given, to the Members (i) notice of all the meetings of the Members, of the Board, and of the committees of CSAF, and (ii) any other communications required by these Bylaws or by law to be given to the Members. Election results will be reported to the National Society's national office not later than December 8 of such year. Any paper Ballots shall be counted by a committee as designated by the Board, which shall promptly certify the results of the election to the Chair, the Executive Committee, the Board, the National Society CEO (by December 8 of such year), and all candidates for office. The Membership shall be informed of the election results as soon as reasonably possible. The Secretary will keep, or cause to be kept, at the principal executive office a record of the Members of CSAF, showing the names of all Members, their addresses, and the class of Membership held by each. The Secretary will have such other powers and perform such other duties as may be prescribed by the Board or by these Bylaws.

The Secretary will deliver to the National Society (i) an agenda for the Member Meetings to the National Society CEO, (ii) a copy of the minutes of Member Meetings and Board Meetings within thirty (30) days following such meeting, (iii) a copy of any report presented at Member Meetings and Board Meetings within thirty (30) days following such meeting, and (iv) results of an election of Directors within thirty (30) days following such election and as otherwise set forth herein or determined by the Board. In response to an annual request from the National Society, the Secretary will provide all information required by the Internal Revenue Service (the "IRS"), and, in the event that IRS reporting requirements are changed, the Secretary will provide the National Society the information required on any additional forms required by the IRS. The Secretary will report the adoption of new or amended bylaws to the National Society CEO.

The Chair may appoint an Acting Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, provided that such Acting Secretary shall not become a Director of the Board by virtue of such appointment. The Acting Secretary will perform such other duties and have such other powers as the Board or the Chair will designate from time to time.

Section 7.4 Duties of the Treasurer and Acting Treasurers.

The Treasurer will be a Director of the Board and will be elected to a one (1) year term. The Treasurer will, and will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of CSAF, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer will deposit or cause to be deposited all moneys and other valuables in the name and to the credit of CSAF with such depositories as may be designated by the Board. The Treasurer will disburse the funds of CSAF as may be ordered by the Board, will render to the Chair and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of CSAF, and will have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. The Treasurer will prepare and present at the Annual Board Meeting a written report of CSAF's financial status, including an income and expense statement for such year's operations and a balance sheet as of the end of the National Society's fiscal year, i.e., December 31. Upon certification by the Auditing Committee, the Treasurer will deliver copies of the written report to the Chair and to the Board. The Treasurer, on an annual basis, will provide all information required by the California State Franchise Board and the California Attorney General Office. The Treasurer will perform such other duties as may be assigned by the Board or the Chair.

The Board or the Chair may appoint an Acting Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, provided that such Acting Treasurer shall not become a Director of the Board by virtue of such appointment. The Acting Treasurer will perform such other duties and have such other powers as the Board or the Chair will designate from time to time.

ARTICLE 8

Indemnification of Directors, Officers, Employees, and Other Agents of CSAF; Purchase of Liability Insurance

(a) For the purposes of this article, "agent" means any person who is or was a Director, officer, employee, or other agent of CSAF, or is or was serving at the request of CSAF as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of CSAF or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(iii) of this article.

(b) CSAF will 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 CSAF to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in

charitable trust) by reason of the fact that such person is or was an agent of CSAF, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of CSAF 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 CSAF or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) CSAF will 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 CSAF to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of CSAF, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of CSAF, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification will be made under this paragraph (c):

(i) In respect of any claim, issue, or matter as to which such person will have been adjudged to be liable to CSAF in the performance of such person's duty to CSAF, unless and only to the extent that the court in which such proceeding is or was pending will determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court will determine;

(ii) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(iii) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of CSAF has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent will be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article will be made by CSAF 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 paragraph (b) or (c), by:

(i) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;

(ii) Approval or ratification by the affirmative vote (or written ballot in accordance with Section 3.11 of these Bylaws) of a majority of the votes represented and voting

at a duly held Membership meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); for such purpose, any Membership held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or

(iii) The court in which such proceeding is or was pending upon application made by CSAF, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by CSAF.

(f) Expenses incurred in defending any proceeding may be advanced by CSAF prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it will be determined ultimately that the agent is entitled to be indemnified as authorized in this article.

(g) Nothing contained in this article will affect any right to indemnification to which persons other than Directors and officers of CSAF or any subsidiary of CSAF may be entitled by contract or otherwise.

(h) No indemnification or advance will be made under this article, except as provided in paragraph (d) or paragraph (e)(iii), in any circumstance when it appears:

(i) That it would be inconsistent with a provision of the Articles of Incorporation, 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

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of CSAF to purchase indemnity insurance, CSAF will purchase and maintain insurance on behalf of any agent of CSAF against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not CSAF would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that CSAF will have no power to purchase and maintain such insurance to indemnify any agent of CSAF for a violation of Section 5233.

(j) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of CSAF as defined in paragraph (a). CSAF will have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporations Code.

ARTICLE 9

Execution of Corporate Instruments, and Voting of Stocks and Memberships Held by CSAF

Section 9.1 Execution of Corporate Instruments.

The Board may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature will be binding upon CSAF.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of CSAF, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of CSAF, and other corporate instruments or documents, and certificates of shares of stock owned by CSAF, will be executed, signed, or endorsed by the Chair.

All checks and drafts drawn on banks or other depositories on funds to the credit of CSAF, or in special accounts of CSAF, will be signed by such person or persons as the Board will authorize to do so.

Section 9.2 Ratification by Members.

The Board may, in its discretion, submit any contract or act for approval or ratification of the Members at any regular Member Meeting, or at any special Member Meeting called for that purpose; and any contract or act that will be approved or ratified by the holders of a majority of the voting power of CSAF will be as valid and binding upon CSAF and upon the Members as though approved or ratified by each and every Member of CSAF, unless a greater vote is required by these Bylaws or by law for such purpose.

Section 9.3 Voting of Stocks Owned by Corporation.

All stock of other corporations or Memberships in other corporations owned or held by CSAF for itself, or for other parties in any capacity, will be voted, and all proxies with respect to such stock or Memberships will be executed, by the person authorized to do so by resolution of the Board, or in the absence of such authorization, by the Chair of the Board or by any other person authorized to do so by the Chair of the Board.

ARTICLE 10

Financial and Reporting Matters

Section 10.1 Fiscal Year

The fiscal year of CSAF will begin on January 1 and end on December 31, which dates may be changed by the Board. If changed by the Board, the new term of the fiscal year of SFAF may be written in the margin of this Section 10.1 of these Bylaws in the corporate minute book.

Section 10.2 Annual Report.

Except as provided below, [CSAF staff]¹ will cause to be sent to its Members and to the Board no later than one hundred twenty (120) days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of CSAF 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 CSAF, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of CSAF, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 6322 of the California Corporations Code.

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

This article does not apply to CSAF when it receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, with the exceptions that a report meeting the above requirements must be furnished annually to all Directors and to any Member who requests it in writing and that the information referred to in paragraph (e) above must be furnished to all Members and Directors within one hundred twenty (120) days after the close of CSAF's fiscal year.

If CSAF solicits in writing contributions from five hundred (500) or more persons, it need not send the report described above to Members, with the exception of the information referred to in paragraph (e) above, if it:

- (i) Includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to CSAF at a name and address which is set forth in the statement;
- (ii) Promptly mails a copy of its latest annual report to any person who requests a copy; and
- (iii) Causes its annual report to be published not later than one hundred twenty (120) days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

¹ NOTE: Who will be responsible for providing this (staff, Chair, a committee, etc.)?

Section 10.3 Audited Financial Statements.

If CSAF (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, CSAF will do the following:

(a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any nonaudit services performed by the firm conducting the audit, the firm and its individual auditors will adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book) and any standards prescribed by the California Attorney General for auditor independence in the performance of nonaudit services, including standards different from those set forth in the Yellow Book. If CSAF is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements will be available for inspection by the California Attorney General and by Members of the public no later than nine months after the close of the fiscal year to which the statements relate. If CSAF is a charity, it will make its annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by the latest revision of Section 6104(d) of the Internal Revenue Code and associated regulations.

If CSAF is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and, independent of the audit requirement set forth in Section 12586(e)(1) of the California Government Code, it prepares financial statements that are audited by a certified public accountant, the audited financial statements will be available for inspection by the California Attorney General and will be made available to Members of the public in conformity with Section 12586(e)(1) of the California Government Code.

ARTICLE 11

Maintenance and Inspection of Corporate Records

CSAF will keep at such place or places designated by the Board, or, in the absence of such designation, at the principal office of CSAF, 1) complete and accurate books and records of accounts and financial statements; 2) minutes of the Member Meetings and Board Meetings; and 3) the original or a copy of its Articles of Incorporation and Bylaws, each as amended to date. The minutes and accounting books and records will be open to inspection on the written demand of any Member at any reasonable time for a purpose reasonably related to the Member's interests as a Member. Every Director has the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of CSAF. The inspection may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents.

ARTICLE 12

Amendments

Section 12.1 Power of Members.

New bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of the Members constituting two-thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present or by written ballot in conformity with these Bylaws; provided that such affirmative vote constitutes not less than fifteen percent (15%) of the Members.

Section 12.2 Power of Directors.

Subject to the right of the Members as provided in Section 12.1 to adopt, amend, or repeal these Bylaws, and subject to limitations in the California Nonprofit Corporation Law on the powers of Directors to adopt, amend, or repeal bylaws relating to certain matters, these Bylaws may be adopted, amended, or repealed by the Board.

ARTICLE 13

Standard of Care

A Director will perform the duties of a Director, including duties as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of CSAF and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director will be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of CSAF whom the Director believes to be reliable and competent as to the matters presented;
- (b) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) a Board committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director believes such committee merits confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article XIV below, a person who performs the duties of a Director in accordance with this Article XIII will have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the

generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

ARTICLE 14

Prohibited Transactions

Section 14.1 Loans.

Except as permitted by Section 5236 of the California Corporations Code, CSAF shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer; provided, however, that CSAF may advance money to a Director or officer of CSAF or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 14.2 Self-Dealing Transactions.

Except as provided in Section 14.3, below, the Board shall not approve or permit CSAF to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which CSAF is a party and in which one or more of its Directors has a material financial interest, unless the transaction is described in California Corporations Code Section 5233(b).

Section 14.3 Approval.

CSAF may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. CSAF also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) CSAF is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to CSAF at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE 15

Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time will govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of the California Society of American Foresters, a California nonprofit corporation, and the above Bylaws, are the Bylaws of CSAF as adopted at a meeting of the corporation's members held on _____, 2017, and by the corporation's Board of Directors.

Dated: _____, 2017.

[NAME], Secretary

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BYLAWS

OF THE

CALIFORNIA SOCIETY OF AMERICAN FORESTERS

a California Nonprofit Public Benefit Corporation