

RESTATED BYLAWS

OF

CALIFORNIA ENERGY EFFICIENCY INDUSTRY COUNCIL,

doing business as

THE CALIFORNIA EFFICIENCY + DEMAND MANAGEMENT COUNCIL, INC.,

a California Nonprofit Mutual Benefit Corporation

ARTICLE I

OFFICES

Section 1.1 Principal Office. The principal office for the transaction of the business of this corporation may be established at any place or places within or outside the State of California by resolution of the Board of Directors of this corporation (the “Board”; each member of the Board, a “Director”).

Section 1.2 Other Offices. The Board may establish branch or subordinate offices at any place or places where this corporation is qualified under the law to conduct its activities.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The purposes of this corporation are to promote the common business interests of persons engaged in the business of energy efficiency services, programs and technologies by promoting energy efficiency policies, programs, and technologies that create sustainable jobs and foster long term economic-growth, stable energy infrastructures and environment improvement, consistent with the purposes of a corporation described by Section 501(c)(6) of the Internal Revenue Code of 1986 and Section 23701e of the California Revenue and Taxation Code.

ARTICLE III

MEMBERSHIP

Section 3.1 Classes and Qualifications of Membership. This corporation shall have two classes of members, designated as Full Members and Sustaining Members.

(a) Full Member. Any company, corporation, or other business entity that manufactures or provides energy efficiency and/or demand management products or services, including professional consulting services and research, shall be eligible for all full member benefits on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time. Applicants must be organized, either under the laws of the United States or a state thereof or under the laws of a foreign country. Further, the applicant must support this corporation's mission.

(b) Sustaining Member. Any company, corporation, or other business entity that manufactures or provides energy efficiency and/or demand management products or services, including professional consulting services and research, shall be eligible for all sustaining member benefits on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time. Applicants must be organized, either under the laws of the United States or a state thereof or under the laws of a foreign country. Further, the applicant must support this corporation's mission.

(c) Authorized Representative. Each member shall designate a single authorized representative to represent the interests of that member, in all matters relating to this corporation, including, but not limited to, attending meetings of the members, receiving notices and other communications sent by this corporation to the members, and voting on matters placed before the members for a vote (the "Authorized Representative"). The Authorized Representative for a member may be changed at any time, subject to reasonable restrictions as developed and/or implemented by the Board from time to time, by written notification submitted to this corporation. Any act of or communication from an Authorized Representative shall be, and this corporation shall be entitled to accept and rely upon as, the act or communication of or from the member, and all communications to be sent to the member by this corporation, including electronic communications in compliance with Section 10.11 of these Bylaws, shall be sent to the member's Authorized Representative as it appears in the records of this corporation. In the case of any uncertainty or discrepancy regarding whether an individual constitutes the Authorized Representative of a member, the Board shall have the authority to make a determination as to such authorization as it pertains to this corporation, and any such determination of the Board shall be final and binding.

Section 3.2 Rights of Membership. All members shall have the right to vote, as set forth in these Bylaws on the election of Directors, on the disposition of all or substantially all of this corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve this corporation. In addition, those members shall have all the rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 3.3 Nonvoting "Members". The Board may, in its discretion, admit individuals to one or more classes of nonvoting members and refer to such individuals as "members" even though they are not members within the meaning of Section 5056 of the

California Nonprofit Corporation Law and Section 3.1 of these Bylaws. Such class or classes of nonvoting members shall have such rights and obligations as the Board finds appropriate. Notwithstanding the above, references to “members” in these Bylaws shall mean members within the meaning of Section 5056 of the California Nonprofit Corporation Law and Section 3.1 of these Bylaws.

(a) Associates. The Board may admit Associates whose rights and privileges shall be determined by the Board.

(b) Suppliers. The Board may admit Suppliers whose rights and privileges shall be determined by the Board.

Section 3.4 Membership Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by this corporation, the dues, fees, and assessments in amounts to be fixed from time to time by this corporation. The dues, fees, and assessments shall be equal for all members of each class, but this corporation may, in its discretion, set different dues, fees, and assessments for each class. Should a member decide to drop their membership after the date upon which the payment is due, they will be assessed a prorated portion of the dues from the time period in which services were rendered.

Section 3.5 Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 3.6 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

(a) Resignation of the member;

(b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(c) The member’s failure to pay dues, fees, or assessments as set by the Board within a reasonable period of time after they are due and payable, including any past dues, fees, or assessments assumed by the member in a merger or acquisition of another member;

(d) Any event that renders the member ineligible for membership, or failure to satisfy the membership qualifications; or

(e) Termination of membership under Section 3.8 of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of this corporation, or has engaged in conduct materially and seriously prejudicial to this corporation’s purposes and interests.

Section 3.7 Suspension of Membership. A member may be suspended, under Section 3.8 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe this corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to this corporation's purposes and interests.

Section 3.8 Procedures for Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under Sections 3.6 or 3.7 of these Bylaws, the following procedure shall be followed:

(a) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on this corporation's records.

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

(c) The Board, committee, or person shall decide whether the member shall be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.

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

Section 3.9 Reinstatement of Membership. Any member who was terminated due to the occurrence of an event detailed in Section 3.6(a) – (d) of these Bylaws may be reinstated in accordance with the appropriate procedures for new members. However, no such applicant shall be reinstated until the applicant has discharged past indebtedness to this corporation.

Section 3.10 Transfer of Membership. No membership or any right arising from membership shall be transferred. All rights of membership cease on the member's death, suspension, termination, or dissolution.

Section 3.11 Rights of Inspection of Membership Records. Unless this corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written

demand on this corporation, which must state the purpose for which the inspection rights are requested; or

(b) Obtain from the Secretary, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

This corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If this corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection or copying under this Section may be made in person or by the member's agent or attorney. This right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of this corporation.

Section 3.12 Rights of Inspection of Accounting Records and Minutes. On written demand made to this corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of this corporation.

ARTICLE IV

MEETINGS OF THE MEMBERS

Section 4.1 Place Of Meeting. Meetings of the members shall be held at any place within or outside the State of California that has been designated from time to time by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of such designation, regular meetings shall be held at the principal office of this corporation. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

(a) If authorized by the Board in its sole discretion, and subject to the requirements of consent in California Corporations Code Section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of the members may, by electronic transmission by and to this corporation or by electronic video screen communication, participate in a meeting of the members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of the members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to this corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

(b) A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to this corporation or by electronic video screen communication (1) if this corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to this corporation or electronic video screen communication, a record of that vote or action is maintained by this corporation. Any request by a corporation to a member pursuant to California Corporations Code Section 20(b) for consent to conduct a meeting of the members by electronic transmission by and to this corporation shall include a notice that absent consent of the member pursuant to California Corporations Code Section 20(b), the meeting shall be held at a physical location in accordance with this Section 4.1 of these Bylaws.

Section 4.2 Annual Meeting. In any year in which Directors are to be elected at a meeting of the members rather than by written ballot, an annual meeting of the members shall be held on such date and time as may be selected by the Board at least 30 days in advance of such date provided that the Board notifies members of such meeting as provided in Section 4.4 of these Bylaws. At the meeting, Directors shall be elected and other proper business may be transacted.

Section 4.3 Special Meetings.

(a) Special meetings of the members for any lawful purpose or purposes may be called at any time by the Chair of the Board, the Executive Director, or five percent or more of the members.

(b) A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair of the Board, the Executive Director, any Vice Chair, or the Secretary of this corporation. The officer receiving the request shall cause notice to be given, under Section 4.4 of these Bylaws, promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board; provided, however, that the meeting date

shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of the members may be held when the meeting is called by the Board.

(c) No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting of the members.

Section 4.4 Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given under this Section 4.4, to each member entitled to vote at that meeting. The notice shall specify the place, date, and time of the meeting, and the means of electronic transmission by and to this corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when the notice is given.

(a) Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(1) Removing a Director without cause;

(2) Filling vacancies on the Board;

(3) Amending the Articles of Incorporation (the “Articles”);

(4) Electing to wind up and dissolve this corporation;

(5) Approving a contract or transaction between this corporation and one or more Directors, or between this corporation and any entity in which a Director has a material financial interest; or

(6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when this corporation is in the process of winding up.

(b) Notice of any meeting of the members shall be in writing and shall be given at least ten, but no more than 90, days before the meeting date. The notice shall be given either personally; by electronic transmission by this corporation; by first-class, registered, or certified mail; or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of this corporation or at the address given by the member to this corporation for purposes of notice. If no address appears on this

corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to this corporation's principal office; or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(c) Notice given by electronic transmission by this corporation shall be valid only if consistent with Section 10.11(a) and (b) of these Bylaws.

(d) Notwithstanding the foregoing, notice shall not be given by electronic transmission by this corporation after either of the following: (i) this corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability so to deliver the notices to the member becomes known to the Secretary, any Assistant Secretary, or any other person responsible for the giving of the notice.

(e) An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of this corporation, and if so executed, shall be filed and maintained in this corporation's minute book.

Section 4.5 Quorum. One-third of the voting power shall constitute a quorum for the transaction of business at any meeting of the members. Except as otherwise required by law, the Articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn 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 4.6 Voting. Members in good standing on the record date as determined under Section 4.10 of these Bylaws shall be entitled to vote at any meeting of the members.

(a) Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any member at the meeting.

(b) Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

(c) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law, the Articles, or these Bylaws.

Section 4.7 Waiver of Notice. The transactions of any meetings of members, however called or notice and wherever held, shall be as valid as though taken at a

meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 4.4(a) of these Bylaws, the waiver of notice, consent, or approval, shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 4.8 Actions By Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting if all members individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 4.9 Actions By Written Ballot. Any action that members may take at any meeting of the members may also be taken without a meeting by complying with the following provisions:

(a) This corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by this corporation, and responses may be returned to this corporation, by electronic transmission that meets the requirements of Section 10.11 of these Bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of Directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to this corporation. If this corporation has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In any election of Directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(b) Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise

indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) A written ballot may not be revoked.

(d) All written ballots shall be filed with the Secretary of this corporation and maintained in the corporate records for at least <#> years.

Section 4.10 Record Date for Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:

(a) Sending notice of a meeting shall be no more than 90 days nor less than 10 days before the date of the meeting;

(b) Voting at a meeting shall be not more than 60 days before the date of the meeting;

(c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and

(d) Taking any other action shall be no more than 60 days before that action.

Section 4.11 Record Date for Actions Not Set By Board. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of the members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of Sections 4.10 and 4.11 of these Bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Section 4.12 Proxies.

(a) Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member, and filed with the Secretary of this corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or their member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

(b) If this corporation has 100 or more members, any form of proxy distributed to 10 or more members shall give the member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of Directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(c) Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of Directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the members. Such matters include amendments to the Articles; amendments to the Articles or Bylaws changing proxy rights; removal of Directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of this corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve this corporation; contracts or transactions between this corporation and one or more Directors or between this corporation and an entity in which a Director has a material financial interest; or a plan of distribution of assets other than money to members when this corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

(d) No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Section 7613 of the California Nonprofit Mutual Benefit Corporation Law. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either:

(1) It is revoked by the member executing it before the vote is cast under that proxy, (i) by a writing delivered to this corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by the member's personal attendance and voting at the meeting; or

(2) Written notice of the death or incapacity of the maker of the proxy is received by this corporation before the vote under the proxy is counted.

Section 4.13 Adjournment. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to this corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, this corporation may transact any business that might have been transacted at the original meeting.

ARTICLE V

DIRECTORS

Section 5.1 Powers of Directors. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles and these Bylaws, 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. The Board may delegate the management of the activities of this corporation to any person or persons, management company or committees, however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to do the following:

(a) Select and remove, at the pleasure of the Board, all officers, agents and employees of this corporation; prescribe powers and duties for them as may not be inconsistent with the law, the Articles or these Bylaws; and fix their compensation;

(b) Change the principal office or the principal business office of this corporation in California from one location to another; cause this corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and conduct its activities in or outside California;

(c) Conduct, manage and control the affairs and activities of this corporation and make such rules and regulations for these purposes, not inconsistent with law, the Articles or these Bylaws, as the Board deems appropriate; and

(d) Borrow money and incur indebtedness on this corporation's behalf, and cause to be executed and delivered for this corporation's purposes, in the

corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.

Section 5.2 Standard of Care. A Director shall perform the duties of a Director, including duties as a member of any Board committee, in good faith, in a manner that the Director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall 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 this corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within that person's professional or expert competence; or

(c) A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors and persons described in subsection (a) and (b) of this Section 5.2 as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any 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 that reliance to be unwarranted.

Section 5.3 Number of Directors. The authorized number of Directors shall consist of at least three but no more than sixteen Directors, until changed by amendment to these Bylaws. The exact number of authorized Directors shall be fixed, within those limits, by the Nominating Committee and approved by a resolution adopted by the Board.

Section 5.4 Selection and Term of Office. Directors shall be elected at an annual meeting of the members, or by written ballot, as determined by the Board. Each Director shall serve for a term of approximately two years and shall continue to serve until a successor Director has been elected and qualified, unless the Director has resigned or been removed from office. The terms of Directors shall be staggered so that approximately half of the Directors shall be elected each year. Where there are multiple candidates for a Director position, none of which receives an affirmative vote from a majority of the voting power represented at the meeting or by written ballot, entitled to vote and voting on the matter, the candidate receiving the largest number of affirmative votes, provided such number is greater than 30 percent of the total votes, shall be elected to the Director position.

Section 5.5 Nominations of Directors.

(a) *Nominations by the Nominating Committee.* Each year, the Board shall appoint a Nominating Committee consisting of at least two Directors and two members, which shall nominate qualified candidates for election to the Board at least 90 days before the date of any election of Directors. The Nominating Committee shall

make its report at least 21 days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the Nominating Committee.

(b) *Nominations by Members.* Members representing 2 percent of the voting power may nominate candidates for Directors by petition. The petition must be signed by those members within 11 months preceding the next time Directors are to be elected, and delivered to an officer of this corporation. On timely receipt of the petition signed by the required number of members, the Secretary shall cause the names of candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

(c) *Nominee's Right to Solicit Votes.* The Board shall establish procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(d) *Use of Corporate Funds.* If more people have been nominated for Director than can be elected, no corporate funds may be expended to support a nominee without the Board's authorization.

Section 5.6 Qualifications of Directors. Any Authorized Representative of a member whose interests align with the purposes of this corporation may be elected to serve as a Director. Continued employment with such member is required to remain a Director. At no time shall the Board include two Directors employed by the same member; provided, however, if two members merge or otherwise reorganize and each employs a Director, the Board shall strive to come into compliance with this provision as soon as practicable.

Section 5.7 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board at any one time may be interested persons as that term is defined below. An "interested person" is (a) any person currently being compensated by this corporation 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 for services they provided in their capacity as a Director; and (b) any sibling, ancestor, descendant, spouse, sibling-in-law, child-in-law, or parent-in-law of a person described in clause (a). Any violation of the provisions of this Section shall not, however, affect the validity or enforceability of any transaction entered into by this corporation.

Section 5.8 Vacancies, Resignations, and Removal.

(a) A vacancy or vacancies in the Board shall be deemed to exist in case of (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of 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 been convicted of a felony, or, if this

corporation holds assets in charitable trust, been found by a final order or judgment of any court to have breached any duty arising under Section 7238 of the California Nonprofit Mutual Benefit Corporation Law; (iii) the vote of the members or, if this corporation has fewer than 50 members, the vote of a majority of all members, to remove any Director(s), provided that any Director elected by the vote of members of a class of members or members within an organizational unit or geographic grouping, voting as such, rather than by the members of this corporation, may be removed only by the vote of that class, unit, or grouping of members; (iv) the increase of the authorized number of Directors; (v) the vote by a majority of the Directors who meet all of the required qualifications to be a Director to declare vacant the office of any Directors who fails or ceases to meeting any required qualification that was in effect at the beginning of that Director's current term of office; or (vi) a failure of the members, at any meeting of the members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at that meeting.

(b) Except as provided herein, any Director may resign by giving written notice to the Chair of the Board, the Executive Director, or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation is to become effective at a later time, the Board may elect a successor Director before such time, to take office as of the date when the resignation becomes effective.

(c) Any Director may be removed, with or without cause, by approval the members. Any vacancy caused by the removal of a Director shall be filled as provided in Section 5.8(d). The office of any Director who was elected after the date of adoption of these Bylaws who does not attend three successive Board meetings may be declared vacant and the Director removed from office by Board resolution unless (i) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board at a regular or special meeting (if such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present during the period of leave); or (ii) the Director suffers from an illness, disability, or special circumstance that prevents him or her from attending meetings and the Board by resolution waives the removal procedure set forth in this subsection. Any Director who has been removed from the Board pursuant to the procedure set forth in the preceding sentence may only be reinstated as a Director by resolution of the majority of Directors then in office.

(d) Except for a vacancy created by the removal of a Director by the members, vacancies in the Board may be filled by approval of the Board or by a sole remaining Director if only one Director remains. Each Director so selected shall hold office until the expiration of the term of the Director whom he or she replaced and shall continue to serve until a successor has been elected and qualified. The members may elect a Director or Director at any time to fill any vacancy or vacancies not filled by the Board.

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

Section 5.9 Rights of Inspection. Each 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 this corporation. The inspection may be made by the Director in person or by the Director's agent or attorney.

Section 5.10 Fees and Compensation. Directors may receive such compensation, if any, for their services as Directors, officers or members of Board committees, and such reimbursement of expenses, as the Board may establish by resolution to be just and reasonable as to this corporation at the time that the resolution is adopted.

Section 5.11 Approval of Executive Compensation. The Board (or authorized Board Committee) shall review and approve the compensation, including benefits, of the Executive Director or chief executive officer and of the Treasurer to assure that such compensation is just and reasonable and given in return for services actually rendered to this corporation. This review and approval shall occur upon the hiring of the officer, whenever the officer's term of employment (if any) is renewed or extended, and whenever the officer's compensation is modified (unless the modification extends to substantially all employees).

ARTICLE VI

MEETINGS OF THE BOARD

Section 6.1 Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this corporation.

Section 6.2 Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, the selection of Directors (when required by these Bylaws) and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on such date and at such time as is fixed by the Board.

Section 6.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Board may be held at least quarterly without call or notice on such dates and at such times as may be fixed from time to time by the Board

Section 6.4 Special Meetings.

(a) Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board, the Executive Director, the Vice Chair, the Secretary, or any two Directors.

(b) Notice of the date, time, and place of special meetings shall be given to each Director by (i) personal delivery of oral or written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the Director or to a person at the Director's office who

would reasonably be expected to communicate that notice promptly to the Director; (iv) facsimile; (v) email; or (vi) other electronic means. Any such notice shall be addressed or delivered to each Director at such Director's address, phone number, facsimile number, or electronic mail address as it is shown upon the records of this corporation or as may have been given to this corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Board are regularly held.

(c) Notice of a special meeting sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notice of a special meeting given personally or by telephone, facsimile, electronic transmission or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting.

(d) Notice of a special meeting shall state the time and date of the meeting and the place, if the place is other than this corporation's principal office. The notice need not specify the purpose of the meeting.

Section 6.5 Quorum. A majority of the number of Directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 6.10 of these Bylaws. However, under no circumstances shall a quorum be less than the greater of (a) one-fifth of the number of authorized Directors, or (b) two. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Director(s) from that meeting, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 6.6 Voting. Each Director present shall be entitled to one vote on each matter placed before a meeting. No Director may vote by proxy. At an annual meeting, the Directors whose terms are expiring may be reelected, and, until the election of their successors, shall be entitled to vote upon all matters, including the election of their successors.

Section 6.7 Participation in Meetings by Conference Telephone. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in such meeting are able to hear one another. Participation in a meeting through use of electronic transmission by or to this corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if each Director can communicate with all of the

other Directors concurrently and each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by this corporation.

Section 6.8 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, provides a signed waiver of notice; signs a written consent to the holding of the meeting or an approval of the minutes of the meeting; or attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Any such waiver of notice does not need to specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.9 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent, individually or collectively, in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board and the written consent or consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 6.9 only, “all Directors” shall not include any “interested director” as described in Section 7233 of the California Nonprofit Mutual Benefit Corporation Law or a “common director” as described in Section 5234 of the California Nonprofit Public Benefit Corporation Law who abstains in writing from providing consent, when (i) the facts described in Section 5233(d)(1) or (d)(2) are established or the provisions of Section 7233(a) or (b) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon Directors or in other records of this corporation; and (iii) the noninterested or noncommon Directors approve the action by a vote that is sufficient without counting the votes of the interested Directors or common Directors.

Section 6.10 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. At the adjourned meeting, the Board may transact any business that may have been transacted at the original meeting.

Section 6.11 Conduct of Meetings. Meetings of the Board shall be presided over by the Chair of the Board, or if there is no Chair of the Board or the Chair of the Board is absent, by the Vice Chair or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall, if present, assure that minutes of any meeting of the Board are recorded and maintained. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles or with any provisions of law applicable to this corporation.

ARTICLE VII

COMMITTEES

Section 7.1 Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any member of any committee may be removed, with or without cause, at any time by the Board. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee and fill vacancies in a committee. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except with respect to:

(a) The establishment of the exact number of authorized Directors within the range specified in Section 5.3 of these Bylaws;

(b) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(c) The filling of vacancies on the Board or on any committee of the Board;

(d) The fixing of compensation of the Directors for serving on the Board or any committee;

(e) The amendment of the Articles;

(f) The amendment or repeal of these Bylaws or the adoption of new or restated Bylaws;

(g) The amendment or repeal of any resolution of the Board that, by its express terms, is not so amendable or repealable;

(h) The creation of other committees of the Board or appointment of members to any committee of the Board;

(i) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

(j) With respect to any assets held in charitable trust, the approval of any contract or transaction between this corporation and one or more of its Directors or between this corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article VI of these Bylaws applicable to meetings and actions of the Board; provided that, a Board committee member may only be removed from a Board committee by a two-thirds vote of the Directors then in office. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 7.2 Executive Committee. The Executive Committee shall be a standing Board committee composed of the Chair of the Board, Vice Chair, Secretary, and Treasurer; provided, however, that each such person is a Director. Except for the power to amend the Articles and these Bylaws, and subject to the limitations set forth in Section 7.1 of these Bylaws and by resolution of the Board, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of this corporation in the intervals between meetings of the Board, subject to the direction and control of the Board. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting. The Chair of the Board shall serve as chairperson of the Executive Committee.

Section 7.3 Advisory and Other Committees. The Board may from time to time create advisory committees and other committees that are not Board committees (collectively, "Other Committees") as deemed appropriate, consisting of Directors or persons who are not Directors, but such Other Committees shall not be deemed Board committees and shall not exercise any powers of the Board. Other Committees may be delegated with implementation of certain specified tasks under the direction and control of the Board. Notice of, and procedures for, meetings of Other Committees shall be as prescribed by the chair of each such committee, and meetings of any Other Committee may be called by the Chair of the Board, the Board, the Executive Director, or the chair of the Other Committee.

ARTICLE VIII

OFFICERS

Section 8.1 Officers. The officers of this corporation shall be a Chair of the Board, a Vice Chair, an Executive Director, a Secretary and a Treasurer. This corporation may also have, at the discretion of the Board, such other officers as may be elected or appointed in accordance with the provisions of Section 8.3 of these Bylaws. Other than the Executive Director, these persons must be selected from among the Directors. Any number of 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.

Section 8.2 Election. The officers of this corporation, except those officers employed for compensation by this corporation and such officers as may be elected or appointed in accordance with the provisions of Section 8.3 or Section 8.5 of these Bylaws,

shall be chosen annually by the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. All officers of this corporation shall serve at the pleasure of the Board.

Section 8.3 Subordinate Officers. The Board may elect, and may empower the Chair of the Board to appoint, such other officers as the business of this corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as provided in these Bylaws or as the Board may from time to time determine. Such subordinate officers may include one or more Assistant Secretaries and Assistant Treasurers.

Section 8.4 Removal and Resignation.

(a) Without prejudice to the rights of any officer under an employment contract, any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board, Executive Director, or Secretary of this corporation, but without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party. Any such resignation shall take effect on the date such notice is received or at any later time specified therein. Unless specified otherwise in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs in the manner prescribed in these Bylaws for election or appointment to such office; provided, however, that such selection may be made immediately and need not be made on an annual basis.

Section 8.6 Chair of the Board. The Chair of the Board shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time prescribed by the Board. If there is no Executive Director, the Chair of the Board shall be the general manager and chief executive officer of this corporation and shall have the powers and duties of the Executive Director set forth in these Bylaws.

Section 8.7 Executive Director. The Executive Director is the general manager and chief executive officer of this corporation and has, subject to the control of the Board, general supervision, direction and control of the business, activities, and officers of this corporation. The Executive Director shall perform such duties as are provided in these Bylaws and as are delegated to them by the Board or the Executive Committee. Without prejudice to the complete authority of the Board to manage the affairs and properties of this corporation, the Executive Director shall hire, direct and discharge all agents and employees and fix compensation subject to approval of the Board. The Executive Director shall have charge of publications, records, property, correspondence and daily activities of this corporation and shall report regularly thereon to the Board and the Executive Committee. The Executive Director will also be responsible for all legal reporting and accounting functions.

Section 8.8 Vice Chair. In the absence or disability of the Chair of the Board, and subject to any limitations imposed by the Board, the Vice Chair is appointed to and shall perform all the duties of the Chair of the Board. When so acting, the Vice Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board.

Section 8.9 Secretary. The Secretary shall keep, or cause to be kept, at the principal office of this corporation or such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and any committees thereof. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was regular or special and, if special, how it was authorized; the notice given, if any; the names of the persons present at the meeting; and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of this corporation in the State of California, the original or a copy of this corporation's Articles and Bylaws, as amended to date which shall be open to inspection by the members at all reasonable times during office hours. If this corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall also have such other powers and duties as may from time to time be prescribed to them by the Board or the Chair of the Board.

Section 8.10 Assistant Secretaries. The Board may appoint one or more Assistant Secretaries. Subject to any limitations imposed by the Board, each Assistant Secretary shall have all the powers and duties of the Secretary in the event of the Secretary's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to him or her by the Board, the Chair of the Board, or the Secretary.

Section 8.11 Treasurer. The Treasurer of this corporation shall keep and maintain, or cause to be kept and maintained, full and accurate books and records of accounts of this corporation's properties and transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily including in financial statements. The Treasurer shall have oversight and auditing authority over these functions according to the specifications contained within a separate financial procedures document that is to be developed and maintained by the Treasurer. The Treasurer shall send, or cause to be sent, to the Directors of this corporation such financial statements and reports as are required to be sent by law, by these Bylaws or by the Board. The Treasurer shall have such other powers and perform such other duties as may be prescribed to him or her by the Board or the Chair of the Board.

Section 8.12 Assistant Treasurers. The Board may appoint one or more Assistant Treasurers. Subject to any limitations imposed by the Board, each Assistant Treasurer shall have all the powers and duties of the Treasurer in the event of the Treasurer's absence or disability, and each shall also have such other powers and duties as may from time to time be prescribed to them by the Board, the Chair of the Board, or the Treasurer.

Section 8.13 Duties May Be Delegated. In case of the absence of any officer of this corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for a specified period of time, all or part of the powers or duties of such officer to any other officer or to any Director.

ARTICLE IX

INDEMNIFICATION

Section 9.1 Definitions. For the purposes of this Article IX, “agent” means any person who is or was a Director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of this corporation 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” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Sections 9.4 or 9.5(b) of these Bylaws.

Section 9.2 Indemnification in Actions by Third Parties. This corporation shall, to the maximum extent of the law, 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 this corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of this corporation, 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 this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 9.3 Indemnification in Actions by or in the Right of this Corporation. This corporation shall, to the maximum extent of the law, 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 this corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law made applicable pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that

such person is or was an agent of this corporation, 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 this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 9.3:

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

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

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

Section 9.4 Indemnification Against Expenses. To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 9.2 or 9.3 of these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 9.5 Required Determination. Except as provided in Section 9.4 of these Bylaws, any indemnification under this Article IX shall be made by this corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 9.2 or 9.3 of these Bylaws by:

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

(b) Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application made by this corporation or 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 this corporation.

Section 9.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article IX in defending any proceeding covered by Article IX may be advanced by this corporation 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 shall be

determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.

Section 9.7 Other Indemnification. No provision made by this corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 9.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article IX, except as provided in Section 9.4 or 9.5(b) of these Bylaws, in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

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

Section 9.9 Insurance. This corporation shall have the power, and shall use its best efforts, to purchase and maintain insurance on behalf of any agent of this corporation 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 this corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX.

Section 9.10 Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article IX 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 this corporation as defined in Section 9.1 of these Bylaws. This corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (e) of Section 7140 of the California Mutual Benefit Corporation Law.

ARTICLE X

OTHER PROVISIONS

Section 10.1 Amendments.

(a) Subject to the members' rights under Article III of these Bylaws, the Board may, by an affirmative vote of two-thirds of the Directors then in office, adopt, amend, or repeal Bylaws unless doing so would:

(1) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;

(2) Increase or decrease the number of members authorized in total or for any class;

(3) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or

(4) Authorize a new class of membership.

(b) Once members have been admitted to this corporation, the Board may not, without the members' approval, specify or change any Bylaw that would:

(1) Fix or change the authorized number of Directors;

(2) Fix or change the minimum or maximum number of Directors; or

(3) Change from a fixed number of Directors to a variable number of Directors or vice versa.

(c) If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

(d) Without the approval of the members, the Board may not adopt, amend, or repeal any Bylaw that would:

(1) Increase or extend the terms of Directors;

(2) Allow any Director to hold office by designation or selection rather than by election by the members;

(3) Increase the quorum for members' meetings;

(4) Repeal, restrict, create, expand, or otherwise change proxy rights; or

(5) Authorize cumulative voting.

(e) New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members; provided, however, that any such adoption, amendment, or repeal also requires approval by the members of a class if that action would:

(1) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution,

redemption, or transfer in a manner different than the action affects another class;

(2) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;

(3) Increase or decrease the number of memberships authorized for that class;

(4) Increase the number of memberships authorized for another class;

(5) Effect an exchange, reclassification, or cancellation of all or part of the memberships of that class; or

(6) Authorize a new class of memberships.

Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a Director's term beyond that for which the Director was elected.

Section 10.2 Maintenance of Corporate Records. This corporation shall keep the following:

(a) Adequate and correct books and records of account;

(b) Minutes of the proceedings of its members, Board, and committees of the Board; and

(c) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 10.3 Maintenance and Inspection of Articles and Bylaws. This corporation shall keep at its principal California office the original or a copy of the Articles and Bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If this corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws, as amended to the current date.

Section 10.4 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof may

be signed by any person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee of this corporation shall have any power or authority to bind this corporation by any note, mortgage, evidence of indebtedness, contract, conveyance, or engagement, or to pledge its credit or to render it liable for any purpose or amount. Notwithstanding the foregoing, and subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by (a) the Chair of the Board; (b) the Executive Director; or (c) the Vice Chair and either the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation may be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 10.5 Representation of Shares of Other Corporations. The Executive Director or any other officer or officers authorized by the Board or by the Executive Director are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 10.6 Contracts with Directors. No Director of this corporation nor director of any other corporation, firm, association or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon; or (b) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all Directors prior to the Board's consideration of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

Section 10.7 Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer. Notwithstanding the foregoing, this corporation may advance money to a Director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer, in the absence of such advance, would be entitled to reimbursement for such expenses by this corporation.

Section 10.8 Annual Report. The Board shall cause an annual report to be prepared within 120 days after the end of this corporation's fiscal year. The annual report shall contain the following information, in appropriate detail, for the fiscal year:

(a) A balance sheet as of the end of the fiscal year, an income statement, and a statement of cashflows for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of this corporation that they were prepared without audit from this corporation's books and records;

(b) A statement of the place where the names and addresses of current members are located; and.

(c) Any information required by Section 10.9 of these Bylaws.

This corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this Section 10.8, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, this corporation may send the report and any accompanying material sent pursuant to this Section by electronic transmission.

This Section shall not apply if this corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 10.9 Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, this corporation shall annually prepare and mail or furnish to each Director and member, within 120 days after the end of this corporation's fiscal year, a statement of any transaction or indemnification of the following kind occurring during the previous fiscal year:

(a) Unless approved the members under Section 7233(a) of the California Nonprofit Mutual Benefit Corporation Law, any transaction (i) in which this corporation, its parent, or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest and (iii) which involved more than \$50,000, or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to this corporation, the nature of their interest in the transaction and, where practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

For purpose of this Section 10.9(a), an "interested person" is either of the following: (i) any Director or officer of this corporation, its parent, or its subsidiary (but mere common directorship shall not be considered such an interest); or (ii) any holder of more than 10 percent of the voting power of this corporation, its parent, or its subsidiary.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during

the fiscal year to any officer or Director of this corporation under Article X of these Bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Nonprofit Corporation Law, or the loan or guaranty is not subject to Section 7235(a) of the California Nonprofit Mutual Benefit Corporation Law.

Section 10.10 Fiscal Year. The fiscal year of this corporation shall end on December 31.

Section 10.11 Electronic Communications.

(a) An electronic transmission by this corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with this corporation; (ii) posting on an electronic message board or network that this corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication;

(2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

(b) Notwithstanding the foregoing, an electronic transmission by this corporation to an individual member who is a natural person, and if an officer or Director of this corporation, only if communicated to the recipient in that person's capacity as a member shall be authorized only if the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (i) any right of the recipient to have the record provided or made available on paper or in nonelectronic form; (ii) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from this corporation; and (iii) the procedures the recipient must use to withdraw consent.

(c) An electronic transmission to this corporation shall be valid only if:

(1) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which this corporation has provided from time to time to members and Directors for sending communications to this corporation, (ii) posting on an electronic message board or network which this corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (iii) other means of electronic communication;

(2) As to which this corporation has placed in effect reasonable measures to verify that the sender is the member (in person or by proxy) or Director purporting to send the transmission; and

(3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 10.12 Construction And Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of California Energy Efficiency Industry Council, doing business as California Efficiency + Demand Management Council, a California nonprofit mutual benefit corporation; and

2. The foregoing Restated Bylaws consisting of 31 pages constitute the Bylaws of such corporation as duly adopted by the Board of Directors on October 8, 2020, and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this November 6, 2020.



Matt O'Keefe, Secretary