

*ECOS Bylaws*  
*revised November 16, 2009*  
*revised February 16, 2009*  
*revised March 3, 2004*  
*revised December 1991*

## **BYLAWS OF THE ENVIRONMENTAL COUNCIL OF SACRAMENTO, INC.**

### **Article I NAME AND LOCATION**

**Section 1. Name.** The name of this organization shall be the **Environmental Council of Sacramento, Inc.** or "ECOS." ECOS is a nonprofit corporation incorporated in the State of California.

**Section 2. Location.** The principal office of ECOS shall be located in Sacramento County, California. The Board of Directors of the ECOS may change the location of the principal office and establish offices in other locations.

**Section 3. Change of Address.** The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within Sacramento County by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

Dated: 11/16/2009

### **Article II PURPOSES**

**Section 1. Objectives And Purposes.** The purpose of ECOS shall be:

- (a) To protect and preserve the environmental integrity and resources within the County of Sacramento, and the greater metropolitan Sacramento area;
- (b) To educate the public regarding the environmental sensitivity of this area and the need to protect this area, through mailings, public forums, discussion groups, and by direct communication with public officials concerning policy issues relating to the goals of ECOS but such communications shall be limited by the regulations established for organizations operating under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

### **Article III MEMBERS**

**Section 1. Determination And Rights Of Members.** ECOS shall have three classes of membership: (a) Voting organizational memberships; (b) Non-voting associate organizational memberships; (c) Individual memberships.

**Section 2. Qualifications.** (a) Voting organizational members shall be those organizations that: (1) are recognized entities that have been organized and have been in existence for at least 12 months; (2) have at least 50 members or if it is a non-membership organization have at least 50 individual contributors or donors and (3) have been determined by the ECOS Board of Directors to have a substantial interest in the protection and enhancement of the environmental quality of Sacramento County and the greater Sacramento metropolitan area consistent with the stated purposes and objectives of ECOS; (b) Non-voting associate organizational members shall be those organizations which are not voting organizational members, but have been determined by the ECOS Board of Directors to have a substantial interest in the protection and enhancement of the environmental quality of Sacramento County and the greater Sacramento metropolitan area consistent with the stated purposes and objectives of ECOS; (c) Any person is qualified to become an individual member of this corporation.

**Section 3. Admission of Members.** (a) Voting organization and non-voting associate organizational shall make application in writing to the Board of Directors of ECOS setting forth their qualifications; (b) All voting organizational, non-voting associate organizational and individual members shall submit their annual dues with their membership application. If membership is not accepted, the dues will be refunded; (c) The ECOS Board may solicit voting organizational and non-voting associate organizational memberships as it deems appropriate; (d) The ECOS Board always

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retains the discretion to reject any application for membership if in the Board's determination the member application does not fulfill the qualifications set forth in Section 2 above; (e) Voting organizational member whose representative fails to attend three ECOS Board meetings in a row may be removed from the Board and its membership shall be deemed a non-voting associate organizational membership. Removal of a voting organizational member of the Board for failing to attend three ECOS meetings in a row shall be at the direction of the Board.

**Section 4. Fees, Dues and Assessment.** (a) No fee shall be charged for making application for membership in the corporation; (b) The annual dues payable to the corporation by members shall be in such amount as may be determined from time by resolution of the Board of Directors; (c) Memberships shall be nonassessable.

**Section 5. Number of Members.** There is no limit on the number of members the corporation may admit.

**Section 6. Membership Book.** The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any Director of member or the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

**Section 7. Non-liability of Members.** A member of this corporation is not, as such, liable for the debts, liabilities, or obligations of the corporation.

**Section 8. Non-transferability of Membership.** No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the termination of the organization or the member's death.

**Section 9. Termination of Membership.** *Grounds for Termination.* The membership of a member shall terminate upon the occurrence of any of the following events:

(a) Upon the member's notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(b) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Following the determination that a member should be expelled under this section, the following procedure shall be implemented: (1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen days before the proposed effective date of the expulsion. (2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meeting of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(c) Upon a failure to renew a voting organization's membership by paying dues on or before their due date, such termination to be effective sixty days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A voting organization member may avoid such termination by paying the amount of delinquent dues within a sixty day period following the member's receipt of the written notification of delinquency.

Individual and non-voting organizational members shall be removed from the membership list if either fail to renew their membership by paying dues 60 days after their membership date.

**Section 10. Rights On Termination of Membership.** All rights of a member in the corporation shall cease on termination of membership as herein provided.

**Section 11. Amendments Resulting in the Termination Of Memberships.** Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the

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termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

#### **Article IV** **MEETING OF MEMBERS**

**Section 1. Place Of Meetings.** Meeting of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

**Section 2. Annual ["and Other Regular"] Meetings.** The Board of Directors shall set the place and time for the annual meetings, for the purpose of electing Directors and transacting other business as may come before the meeting. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing Directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

If the day fixed for the annual meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

**Section 3. Notice of Meetings.** (a) *Time of Notice.* Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten nor more than ninety days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given twenty days before the meeting; (b) *Manner of Giving Notice.* Notice of a members' meeting shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication; (c) *Contents of Notice.* Notice of a membership meeting shall state the place, date, and time of the meeting and in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. No action shall be taken at a regular meeting that changes the rights and obligations of voting organizational members unless that change has been previously approved by the Board of Directors and recommended to the membership for change. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members; (d) *Special Notice Rules for Approving Certain Proposals.* If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver notice: (1) Removal of directors without cause; (2) Filling of vacancies on the Board by members; (3) Amending the Articles of Incorporation; and (4) An election to voluntarily wind up and dissolve the corporation.

**Section 4. Quorum For Meetings.** A quorum shall consist of 10 percent of the voting members of the corporation. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

**Section 6. Majority Action as Membership Action.** Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

**Section 7. Voting Rights.** Each individual member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or by ballot. Election of Directors, however, shall be by ballot.

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**Section 8. Proxy Voting.** Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the corporation, provided, however, that no proxy shall be valid after eleven months from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 (b) of the California Nonprofit Public Benefit Corporation Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Directors was given to the members. In any election of Directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

**Section 9. Conduct of Meeting.** Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by either of the Vice-Presidents of the corporation or, in the absence of all of these persons, by a Chairman chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

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

**Section 10. Action By Written Ballot Without A Meeting.** Any action which may be taken at any regular meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 3 (b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall 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 the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted as votes either for or against the election of a Director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

**Section 11. Reasonable Nomination and Election Procedures.** This corporation shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include: (a) A reasonable means of nominating persons for election as Directors; (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualification's and the reasons for the nominee's candidacy; (c) A reasonable opportunity for all nominees to solicit votes (d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the corporation shall, within ten business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably

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specify, any materials which the nominee shall furnish and which is reasonably related to the election, unless the corporation within five business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (1) inspect and copy the record upon five business days prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand any payment of a reasonable charge, a list of the names, address and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the corporation distributes any written election material soliciting votes for any nominee for Director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing Directors by any member present at the meeting in person or by proxy. However, if the corporation has five hundred or more members, any of the additional nomination procedures specified in subsection (a) and (b) of Section 5521 of the California Non profit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this corporation has five thousand or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and election persons to the Board of Directors.

**Section 12. Record Date For Meeting.** The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

## **Article V**

### **BOARD OF DIRECTORS**

**Section 1. Authority and Responsibility.** The governing body of the ECOS shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the corporation, shall actively prosecute the corporation objectives; and shall supervise the disbursement of the corporation funds. The Board may adopt such rules and regulations for the conduct of its business and shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

**Section 2. Number Of Directors.** The authorized number of Directors shall be not less than ten not more than one hundred with the exact number to be fixed by resolution of the Board.

**Section 3. Duties.** It shall be the duty of the Directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws; (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; (d) Meet at such times and places as required by these Bylaws; (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof; (f) actively participate in at least one committee.

**Section 4. Terms of Office.** Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. Directors who are appointees of voting organizational members shall serve at the pleasure of the appointing authority.

**Section 5. Selection of Board Members.** (a) Voting organizational Members. Each member organization shall have one voting member of the Board of Directors who shall serve at the pleasure of that organization. The selection of an organization's representative shall be provided in writing to the Secretary of the Board of Directors annually. Any

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member organization that fails to submit the selection of a representative, in writing, to the Secretary by February 1 of each year will not be eligible to vote at subsequent board meetings until such written notice is received. Each member organization may designate an alternate board representative. An alternate serving as board representative shall have all the powers, duties, and responsibilities accorded in these bylaws as the selected board representative. Any change in the voting organizational member's representative or alternate shall be submitted in writing to the Secretary of the Board of Directors at least five days prior to any Board meeting; (b) Ten individual members shall be elected at the annual meeting by the general membership to serve a one year term on the Board; (c) Officers elected by the Board of Directors shall become voting ex-officio members of the Board; (d) Non-voting associate member organizations shall not be voting members of the Board of Directors. A representative of an associate member organization may attend Board meetings and participate in discussions. An associate organizational member has a right to bring matters before the Board via a motion by a voting member of the Board or by the President; (e) If a voting organizational Board Director is elected as an officer on the Board, the voting organizational member shall select another representative to the ECOS Board pursuant to (a) above. (f) If an individual Board Director is elected as an officer on the Board, the ECOS Board may select an individual member to fill the vacancy created.

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

**Section 7. Restriction Regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, not more than 49 percent of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either: (a) any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full - or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or (b) any brother, sister, ancestor, descendant, spouse, brother-in law, sister-in-law, son-in law, daughter-in law, mother-in law, or father-in law of any such person.

**Section 8. Place of Meetings.** Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

**Section 9. Regular and Annual Meeting.** Regular meetings of Directors shall be held on the first Wednesday of each month, at 7:00 p.m., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the second Wednesday of each month, or, unless the Board, by resolution, sets forth a different time, and date.

**Section 10. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

**Section 11. Notice of Meetings.** Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four days' notice by first-class mail or forty-eight hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each Director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting is held no more than twenty-four hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four hours from the time of the original meeting.

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**Section 12. Contents of Notice.** Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

**Section 13. Waiver of Notice and Consent to Holding Meetings.** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting has been duly held after proper call and notice, provided a quorum, as herein after defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 14. Quorum for Meetings.** A quorum shall consist of one-third of the elected and selected number of Directors.

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

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

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

**Section 15. Majority Action as Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committee (Section 5212)), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238), require a greater percentage or different voting rules for approval of a matter by the Board.

**Section 16. Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice-Presidents of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

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

**Section 17. Action by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors with out a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

**Section 18. Vacancies.** Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized Directors is increased, and (3) after the election of any Director as an

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officer of the corporation.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. Additionally, any Board member may be removed by a majority vote of the Board of Directors for failing to attend three meetings in a row.

If this corporation has any members, then if the corporation has less than fifty members, individual Directors may be removed without cause by a majority of all members, or, if the corporation has fifty or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director.

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

**Section 19. Non-liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 20. Indemnification By Corporation of Directors, Officers, Employees and Other Agents.** To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgement against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgement against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**Section 21. Insurance for Corporate Agents.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **Article VI** **OFFICERS**

**Section 1. Officers.** The officers of this corporation shall be a President, President Elect, Past President, a Secretary, and a chief financial officer who shall be designated the Treasurer and the Chairs or Co-Chairs of the committees designated under subsection (b) of Section 2 of Article VII of these Bylaws.

**Section 2. Qualification, Election, And Term of Office.** Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors as follows:

(a) A nominating committee composed of three board members (may include organizational representatives) or members of the corporation, who will not be running for election, shall be appointed by the President in August of each year. The Executive Committee shall serve as the initial nominating committee under these by-laws.



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(b) The nominating committee shall call for nominations in the newsletter in September and at the September Board meeting. A ballot including all nominees and a brief statement of their credentials shall be mailed to the Board of Directors or to the Executive Committee members initially by the first week of November. All nominees must be members of ECOS.

(c) The cutoff date for ballot returns shall be the fourth Monday of November.

(d) The nominating committee shall tabulate the results and announce them at the December Board meeting.

1. An officer's term extends for one year. There shall be no limit on the number of terms an officer may serve.

2. As stated in Section 5 of Article 5 of these by-laws;

(i) If a person elected an officer is the representative of an organization, that organization shall have the right to appoint a replacement for their organizational seat on the Board.

(ii) If a person elected an officer is an individual member Director elected by the members, the Board shall have the right to select a replacement from the membership for the seat on the Board.

**Section 3. Subordinate Offices.** The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

**Section 4. Removal and Resignation.** Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

**Section 5. Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

**Section 6. Duties of President.** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Executive Committee and Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President is authorized to expend up to \$250.00 annually at his or her discretion from the annual budget. Any expenditures over this amount shall be approved by the Executive Committee.

**Section 7. Succession.** In the absence of the President, or in the event of his or her inability or refusal to act, the President Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Board of Directors shall provide an order of precedence after the President Elect for succession to the office of President or for the temporary exercise of the President's functions.

**Section 8. Duties of Secretary.** The Secretary shall:

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

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

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

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

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

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to his or her from time to time by the Board of Directors.

**Section 9. Duties of Treasurer.** Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

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

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

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

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

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

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **Article VII** **COMMITTEES**

**Section 1. Executive Committee.** (a) The Executive Committee shall be composed of the officers and two at-large Directors appointed by the President. The Executive Committee shall be delegated any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

(1) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.

(2) The filling of vacancies on the Board or on any committee which has the authority of the Board.

(3) The fixing of compensation of the Directors for serving on the Board or on any committee.

(4) The amendment or repeal of bylaws or the adoption of new Bylaws.

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

(6) The appointment of committees of the Board or the members, thereof.

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

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

(b) The Executive Committee shall meet at least once a month at a regular meeting time and location to be announced in the Board meeting agendas. Meetings shall be open to all Directors and members and to the public at the discretion of the Committee. Matters pertaining to existing or pending litigation shall be conducted in executive session.

(c) The Executive Committee may make amendments to the corporation's annual operating budget to a maximum of

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\$1000 without Board approval. Any budgetary changes in excess of \$1000 shall be considered recommendations of the Executive Committee and must be approved by a majority vote of the Board of Directors to be effective.

(d) By a majority vote, the board may at any time revoke or modify any or all of the authority so delegated.

**Section 2. Other Committees.** (a) The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. The Board shall delegate such powers to these other committees as it sees fit.

(b) The Board shall designate those committees for which the Chairs or Co-Chairs who shall serve as officers of the corporation under Article VI. Unless otherwise designated by resolution of the Board, those officers shall include the Chairs or Co-Chairs of the Land Use Committee, the Transportation, Air Quality and Climate Change Committee, the Organizational Development Committee, and the Habitat Committee. The Board of Directors may designate the Habitat 2020 as the committee responsible for habitat preservation. This subsection is not a limitation on the authority of the Board to rename, reorganize, establish or abolish any committee.

**Section 3. Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee.

## **Article VIII**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Section 1. Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instance. Unless so authorized no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in and amount.

**Section 2. Checks and Notes.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer of the corporation.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gifts, bequest, or devise for the charitable or public purposes of this corporation.

## **Article IV**

### **CORPORATE RECORDS, REPORTS AND SEAL**

**Section 1. Maintenance of Corporate Records.** The corporation shall keep at its principal office in the State of California: (a) Minutes of all meetings of Directors, committees of the Board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

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

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**Section 2. Corporate Seal.** The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.

**Section 3. Director's Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

**Section 4. Member's Inspection Rights.** Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member: (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

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

(c) To inspect at any reasonable time the books, records, or minutes of proceeding of the members or of the Board or committees of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

**Section 5. Right to Copy and Make Extracts.** Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

**Section 6. Annual Report.** The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation and, if this corporation has members, to any member who requests in writing, which report shall contain the following information in appropriate detail: (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year. (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year. (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year. (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year. (e) Any information required by Section 7 of this Article.

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

**Section 7. Annual Statement of Specific Transactions to Members.** This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

- (1) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest; or
- (2) any holder of more than 10 percent of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars or which was one of a number of transaction with the same person involving, in the aggregate, more than fifty thousand dollars.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

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## **Article X** **FISCAL YEAR**

**Section 1. Fiscal Year of the Corporation.** The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

## **Article XI** **BYLAWS**

**Section 1. Amendment.** Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows: (a) Subject to the power of the members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaws amendment would materially and adversely affect the rights of members, if any, as to voting or transfer provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended; or repealed except as provided in subparagraph (b) of this section; or (b) by approval of the members, if any, of this corporation.

## **Article XII** **AMENDMENT OF ARTICLES**

**Section 1. Amendment of Articles Before Admission of Members.** Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

**Section 2. Amendment of Articles after Admission of Members.** After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

**Section 3. Certain Amendments.** Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **Article XIII** **PROHIBITION AGAINST SHARING** **CORPORATE PROFITS AND ASSETS**

**Section 1. Prohibition Against Sharing Corporate Profits And Assets.** No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

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**CERTIFICATE**

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

DATE: November 16, 2009

Andy Sawyer  
*Secretary*