

**BYLAWS
OF
MarinCAN,**

**A CALIFORNIA NONPROFIT
PUBLIC BENEFIT CORPORATION**

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ARTICLE I

NAME

The name of this corporation is MarinCAN.

ARTICLE II

OFFICES OF THE CORPORATION

Section 2.1 Offices of the Corporation. The principal office for the transaction of the activities and affairs of the corporation (“**Principal Office**”) is located at 3501 Civic Center Drive, Suite 308, San Rafael, CA 94903. The Board of Directors (“**Board**”) may from time to time change the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES

Section 3.1 General Purpose. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California, and is organized for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Sections 214 and 23701d of the California Revenue and Taxation Code, as amended. References in these Bylaws to a Section number which do not specify a particular Code shall refer to Sections of these Bylaws.

Section 3.2 Specific Purposes. The purposes of this corporation are to build and serve as a hub that spurs environmental innovation while leveraging, amplifying, and supporting existing organizations and bold climate solutions Countywide. The corporation will advance this purpose by collaborating with and increasing capacity of Marin County public and private entities to dramatically reduce greenhouse gas emissions below zero and meet their adopted reduction goals while creating a thriving, equitable, and resilient future for all residents.

ARTICLE IV

MEMBERS

Section 4.1 Members. This corporation shall have no members. All rights which would otherwise vest in members under the California Nonprofit Public Benefit Corporation Law shall vest in the Board.

Section 4.2 Other Persons Associated With the Corporation. The corporation may refer to persons or entities associated with it as “members,” but no such reference shall constitute anyone being a member within the meaning of Section 5056 of the California Corporations Code.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 General Corporate Powers. Subject to any limitations in the corporation’s Articles of Incorporation and the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 5.2 Authorized Number and Qualifications. The Board shall consist of no more than nineteen Directors, ideally including: ten community members (representing diverse communities and interests, see section 5.3); two County Supervisors; two City/Town Council members (selected by Marin County Council of Mayors and Councilmembers (MCCMC) Climate Action Committee); two City/Town/County sustainability or planning staff (selected with input from the Marin Climate and Energy Partnership (MCEP)); and three Directors selected climate-related agencies (MCE Clean Energy, Marin Municipal Water District (MMWD), Transportation Authority of Marin (TAM), Marin Resource Conservation District (RCD), etc.). The exact number of members shall be established from time to time by action of the Board and the Board shall strive to ensure that the number of community members serving is at least half the total board number.

Section 5.3 Selection of Board Members; Diversity, Equity, and Inclusion. The Board shall develop, solicit public review, and then apply criteria for selecting Directors (“**Selection Criteria**”) and keep records, which shall be available to the public, of how the Selection Criteria were applied. Selection Criteria may be updated periodically by the Board after soliciting and receiving public input. The Board shall consist of persons representing various genders, ages, races, ethnicities, national origins, and sexual orientations, including but not limited to the following: one youth member (between the ages of 15-25), one member who is Lesbian, Gay, Bisexual, Transgender, Queer, Questioning, Intersex, Asexual (LGBTQQIA+), one member who is undocumented or under-documented, one person who is disabled, one member who is Indigenous, and one member who is a person of color. The Board shall develop a Diversity Policy and review and update that Policy on an annual basis.

Section 5.4 Conflict of Interest Policy.

(a) The "Conflict of Interest Policy" attached to these Bylaws as Exhibit A is hereby incorporated into these Bylaws and shall be binding upon all Directors and Officers of this corporation.

(b) Not more than 49 percent (49%) of the persons serving on the Board of Directors at any time may be interested persons as defined in the Conflict of Interest Policy. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

Section 5.5 Policy for the Detection and Reporting of Fraudulent Activity. The "Policy for the Detection and Reporting of Fraudulent Activity" attached to these Bylaws as Exhibit B is hereby incorporated into these Bylaws and shall be binding upon all Directors and Officers of this corporation.

Section 5.6 Election, Designation, and Term of Office.

(a) The term for all Directors shall be two years, and such Directors shall serve a maximum of three consecutive terms (no longer than six years). Board members shall be elected at the annual meeting of the corporation; however, if any such Directors are not elected at the annual meeting, they may be elected at any special meeting held for that purpose.

(b) Each such Director, including a Director elected to fill a vacancy or elected at a special meeting or by written ballot, shall hold office until expiration of the term for which designated or elected and until a successor has been designated or elected and qualified.

Section 5.7 Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence any of the following:

- (a) Expiration of term(s).
- (b) The death, resignation or removal of any Director.
- (c) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.
- (d) The vote of a majority of the Board to remove any Director(s); provided, however, that a Director who was designated as a Director, rather than elected by the Board, may be removed by the entity that designated that Director pursuant to Section 5.3, and may not be removed without the written consent of that entity.
- (e) An increase in the authorized number of Directors.

Section 5.8 Resignations. Except as provided below, any Director may resign by giving written notice to the chair of the Board, if any, or to the president or secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date the resignation becomes effective.

Except on notice to the Attorney General of California, no Director may resign if the corporation would be left without at least one duly elected Director.

Section 5.9 Filling Vacancies. Vacancies on the Board may be filled by a majority vote of the Directors then in office or by a sole remaining Director. Designated Board positions shall be refilled by the Board using the Selection Criteria.

Section 5.10 No Vacancy on Reduction of Number of Directors. No reduction in the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5.11 Compensation and Reimbursement. Directors and officers shall not receive compensation for their services as Directors or officers.

Section 5.12 Removal. A Director may be removed from office at any time, with or without cause, by a vote of a majority of Directors then in office, provided that a quorum is present. No reduction in the authorized number of directors shall have the effect of removing any particular Director before that Director's term of office expires, unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and either Section 5221 or Section 5222 of the California Corporations Code.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 6.1 Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation. Meetings shall be accessible by all Directors.

Section 6.2 Attendance by Public and Notice of Meetings. All Board meetings shall be noticed (see Sections 6.8 and 6.9), and open to the public generally. MarinCAN is not considered a "legislative body" as defined by California Government Code Section 54952 and is not obligated to comply with the public meeting requirements listed in Sections 54950-54963.

Section 6.3 Method of Meetings. Any Board meeting, regular or special, may be held in person or by conference telephone, electronic video screen communication, or electronic transmission by and to the corporation as defined in Sections 20 and 21 of the California Corporations Code and authorized by Section 5211(a)(6) of the California Corporations Code. Participation in a meeting by use of conference telephone constitutes presence in person at that meeting if all Directors participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, constitutes presence in person if all of the following apply:

- (a) Each Director participating in the meeting can communicate with all other Directors concurrently.
- (b) 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 the

Board.

- (c) The Board adopts and implements a means of verifying the following:
 - (i) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and
 - (ii) All actions of, or votes by, the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 6.4 Annual Meeting. The Board shall hold a regular meeting annually in September for purposes of organization, election of officers, and transaction of other business. The date, time and place for such a meeting shall be determined by the Board. Notice of this meeting shall be given to all Directors in accordance with Sections 6.7 and 6.8.

Section 6.5 Other Regular Meetings. Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time. Notice of such meetings shall be given to all Directors in accordance with Sections 6.7 and 6.8.

Section 6.6 Authority to Call Special Meetings. Special meetings of the Board for any purpose may be called at any time by the chair of the Board, if any, the president, any vice president, the secretary, or any two (2) Directors. Notice of such meetings shall be given to all Directors in accordance with Sections 6.7 and 6.8. Such notice shall state in general terms the purpose of holding the special meeting.

Section 6.7 Manner of Giving Notice. Regular meetings of the Board may be held after proper noticing in accordance with applicable laws and/or regulations. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on the records of the corporation. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director.

Section 6.8 Time Requirements. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally, or by telephone or telegram or other means of electronic communication, it shall be delivered personally or by telephone or to the telegraph company, or transmitted electronically, at least forty-eight (48) hours before the time of the meeting.

Section 6.9 Notice Contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. The notice shall include an agenda for the meeting and otherwise comply with applicable laws and/or regulations.

Section 6.10 Quorum. A majority of the number of Directors actually in office shall constitute a quorum for the transaction of business, except to adjourn. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public 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) Indemnification of Directors.

Section 6.11 Waiver of Notice. Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not 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 meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 6.12 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 6.13 Notice of Adjourned Meeting. Notice of the time and place of an adjourned meeting shall be given in all cases. Such notice shall be given before the time of the adjourned meeting and, if sufficient time exists before the adjourned meeting, such notice shall comply with the provisions of Sections 6.7 and 6.8.

Section 6.14 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an “interested Director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 6.15 Electronic Communications. All consents and waivers which under this Article VI are to be given in writing may be given by facsimile or electronic mail. Notices to Board members which under this Article VI are to be given in writing may be given by facsimile or electronic mail to any Director who has deposited with the secretary of the corporation a written consent to receive notices by such means.

ARTICLE VII

COMMITTEES

Section 7.1 Committees with Board Authority. The Board, on the recommendation of the chair of the Board and by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more Directors and any other individuals as deemed appropriate 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 such committee, to the extent provided in the Board resolution, shall have the full

authority of the Board, except that no committee, regardless of Board resolution, may take any of the following actions:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board.
- (b) Amend or repeal bylaws or adopt new bylaws.
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- (d) Create any other committees of the Board or appoint the members of committees of the Board.
- (e) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected.
- (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.
- (g) Any action which by law or under these Bylaws may only be taken by the Board.

Section 7.2 Committees with Advisory Authority. The chair of the Board may appoint such advisory committees as the chair deems to be in the interest of the corporation. Such committees shall not have any of the authority of the Board and may include both Directors and non-Directors.

Section 7.3 Audit Committee. If and when required by law, the corporation shall have an audit committee appointed by the Board and consisting of at least one person who need not be a Director but shall be a Certified Public Accountant. The committee may also include nonvoting advisors. Audit committee members shall not receive any compensation, and shall not have a material financial interest in any entity doing business with the corporation. The committee shall not include any member of the staff of the corporation, including the president (if any) or chief executive officer and the treasurer or chief financial officer. If the corporation has a finance committee, members of the finance committee shall constitute less than one-half of the membership of the audit committee, and the chair of the audit committee may not serve on the finance committee. Subject to supervision of the Board, the audit committee shall have such responsibilities as are determined by the Board.

Section 7.4 Meetings and Action of Committees. Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE VIII

OFFICERS

Section 8.1 Officers of the Corporation. The officers of the corporation shall be a chair, who shall also act as president, a vice chair, a secretary and a treasurer. The corporation may also have, at the Board's discretion, an additional chair of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or the chair of the Board.

Section 8.2 Election of Officers. The officers of the corporation, except those appointed under Section 3 of this Article VIII, shall be appointed annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

Section 8.3 Other Officers. The Board may appoint and may authorize the chair of the Board (if any), the president, or other officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined by the Board.

Section 8.4 Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section 8.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 8.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office; provided, however, that vacancies need not be filled on an annual basis.

ARTICLE IX

RESPONSIBILITIES OF OFFICERS

Section 9.1 Chair of the Board/President. The chair shall preside at meetings of the Board, shall determine the contents of the agenda for meetings of the Board, and shall exercise and perform such powers and duties as the Board may assign from time to time. The chair shall perform all functions which are to be performed by the president of the corporation.

Section 9.2 Vice Chair/President. If the chair is absent or disabled, the vice president shall perform all duties of the chair. When so acting, a vice chair shall have all powers of and be subject to all restrictions on the chair. The vice chair shall have such other

powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 9.3 Secretary. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and of all committees of the Board. The minutes of meetings shall include the time and place the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at Board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and Bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the Board and of all committees of the Board required by these Bylaws to be given. The secretary shall perform such other duties as the Board or the Bylaws may prescribe.

Section 9.4 Treasurer. The treasurer shall have the following duties:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions.
- (b) Cause to be prepared and given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.
- (c) Deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate.
- (d) Disburse or cause to be disbursed the corporation's funds as the Board may order.
- (e) Render or cause to be rendered the following to the chair of the Board and the Board, when requested:
 - (i) An account of all transactions of the corporations.
 - (ii) An account of the financial condition of the corporation.
- (f) Such other powers and duties as the Board or the Bylaws may prescribe.

Section 9.5. Bond. If required by the Board, the treasurer or any officer or employee performing duties of the treasurer shall, at the corporation's expense, give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of such duties and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer or such other person performing the duties of the treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE X

INDEMNIFICATION

Section 10.1 Right of Indemnity. To the fullest extent permitted by law, this

corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 10.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 10.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 10.1 and 10.2 of this Article in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid, unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 10.4 Officers and Directors Insurance. This corporation shall purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

ARTICLE XI

RECORDS AND REPORTS

Section 11.1 Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its Board and committees of the Board.

Section 11.2 Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the articles of incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 11.3 Annual Report.

(a) The Board shall cause an annual report to be sent to the Directors within 60 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (i) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

- (ii) The principal changes in assets and liabilities, including trust funds;
- (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes;
- (iv) The expenses or disbursements of the corporation for both general and restricted purposes; and
- (v) Any information required by Section 4 of this Article.

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

(c) This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year; provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

Section 11.4 Annual Statement of Certain Transactions and Indemnifications. The corporation shall annually prepare and furnish to each Director, within 60 days after the end of the corporation's fiscal year, a statement which complies with the requirements of this Section. The statement shall include a brief description of the transaction, the names of the interested persons (as defined in Section 5.4) involved, their relationship to the corporation, the nature of their interest in the transaction and, if 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. The statement shall set forth the following:

- (a) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation under Article X, Section 1, 2 or 3 of these Bylaws.
- (b) The following transactions:
 - (i) Those in which the corporation, its parent, or its subsidiary was a party.
 - (ii) Those in which an "interested person" had a direct or indirect material financial interest.
 - (iii) Those which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

Section 11.5 Audited Financial Statements. If and when required by law, the corporation shall cause to be prepared financial statements audited by an independent auditor in accordance with generally accepted accounting principles. The engagement of the auditor and the review and approval of the audit shall be supervised by the Audit Committee as provided in Section 7.2 above. The audited financial statements shall be made available for inspection by the Registry of Charitable Trusts of the Office of the California Attorney General.

They shall also be made available for inspection by the public as described in Section 11.6 below.

Section 11.6 Public Inspection of Certain Documents. The corporation shall make the following documents available for public inspection on the same day that the request is made in person during regular business hours, within thirty (30) days after receiving a request by mail, or by posting the documents on the Internet in a manner that can be accessed, downloaded, viewed and printed by the public free of charge and without special hardware or software:

- (a) Form 990 for the corporation for the past three years;
- (b) Form 1023 (application for recognition of tax exemption) for the corporation, including all supporting statements and documents, the corporation's determination letter, and all correspondence from and to the Internal Revenue Service with respect to Form 1023; and
- (c) The audited financial statements for the corporation for the period prescribed by the California Attorney General, if such statements are required by law to be prepared.
- (d) Section Criteria as defined in Section 5.3.

ARTICLE XII

DISSOLUTION OF THE CORPORATION

Subject to the provisions governing distribution upon dissolution set forth in the articles of incorporation of the corporation, in the event of a dissolution of the corporation, the residual assets shall be distributed to another nonprofit corporation recognized as an organization described in Section 501(c)(3) of the Code.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit 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.

ARTICLE XIV

AMENDMENTS

Section 14.1 Board's Right to Amend. Except as provided below, the Board may adopt, amend or repeal this corporation's articles of incorporation and these Bylaws with the approval of a majority of Directors present at a duly held meeting.

Section 14.2 High Vote Requirement. 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.

EXHIBIT A

Conflict of Interest Policy

Article I Purpose

The purpose of the Conflict Of Interest Policy is to protect this corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation or might result in a possible excess benefit. Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

Article II Definitions

1. **Interested Person.** An interested person shall include any of the following:
 - (a) Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.
 - (b) Any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise.
 - (c) Any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the corporation within the previous 12 months.
 - (d) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person who is an interested person.

2. **Financial Interest.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists. A person has a financial interest if the person has any one or more of the following, directly or indirectly, through business, investment, or family:
 - (a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement.
 - (b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Article III Procedures

- 1. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3. Procedures for Addressing the Conflict of Interest**
 - (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - (c) After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4. Violations of the Conflicts of Interest Policy.**
 - (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms that each such person has done all of the following:

- (a) Has received a copy of the conflicts of interest policy.

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

Article VII Periodic Reviews

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

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

Article VIII Use of Outside Experts

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

EXHIBIT B

Policy for the Detection and Reporting of Fraudulent Activity

MarinCAN, a California nonprofit public benefit corporation, (“**corporation**”) is committed to integrity and ethical behavior. The corporation thus encourages employees who reasonably believe that they are aware of any violations of federal or state law such as fraud, questionable accounting practices, or the reporting of fraudulent financial information, to disclose any such violations, without any fear of retaliation, discrimination, or harassment with respect to their employment. This policy does not replace or supersede the corporation’s unlawful harassment and discrimination policy; to the contrary, both policies are important components of the corporation’s commitment to providing a professional work environment.

Reports of Wrongdoing. The following are examples of actions or behavior that should be reported:

- Fraud or deliberate error in the preparation, evaluation, review, or audit of any financial statement or accounting records of the corporation.
- Deviation from full and fair reporting of the corporation’s financial condition.
- Stealing or misappropriation of the corporation’s or its donors’ funds or assets.
- Deficiencies in or non-compliance with the corporation’s internal accounting controls.
- Misrepresentations or false statements that constitute a violation of federal law (e.g., mail, wire, bank, or securities fraud).
- Violation of other federal or state laws by the corporation.

The corporation strictly prohibits any retaliation, discrimination, or harassment against any employee (or non-employee, such as a board member or donor) who reports what he or she reasonably believes to be violations of federal or state law, such as incident(s) of mail, wire, or securities fraud, questionable accounting practices, or the reporting of fraudulent financial information. The corporation also will not retaliate against any person who participates in an investigation of such complaints. Conduct that is protected from retaliation includes, but is not limited to:

- Providing information or otherwise assisting in an investigation regarding any conduct that the employee reasonably believes constitutes a violation of federal law, such as (but not limited to) tax, mail, wire, or securities fraud laws, or any rule or regulation of the Securities and Exchange Commission (SEC), when the information is provided to or the investigation is conducted by any federal regulatory or law enforcement agency, a member of the United States Congress or any committee of Congress, or any institution supervisor or person with similar authority over the employee, *or*
- Filing, testifying, participating in, or otherwise assisting in an investigation, hearing, court proceeding, or other administrative inquiry in relation to an alleged violation of federal law,

such as tax, mail, wire, or securities fraud laws, or any SEC rule or regulation.

The corporation also strictly prohibits any retaliation or harmful action against any person (e.g., an employee, donor, or board member) on the basis that the person provided truthful information to law enforcement authorities relating to the violation (or possible violation) of any federal law.

This policy presumes that employees will act in good faith and will not make false accusations. Employees are encouraged to err on the side of caution by reporting any apparent act of wrongdoing, so long as the report is made in good faith. Employees who report acts of wrongdoing or suspected wrongdoing pursuant to this policy will continue to be held to general job performance standards and adherence to the corporation's other applicable policies and procedures.

Report Procedure. A person who becomes aware of any act or behavior described above is encouraged to report such incidents as soon as possible to the Chair of corporation's Board of Directors. Reports may be provided in writing, telephonically, or in person. Reports should be as complete as possible, including the details of the incident(s), names of the individual(s) allegedly involved, date(s), and the name(s) of any witness(es). You may send the report or complaint by email or by letter (which may be anonymous, at your discretion) to the Chair of the Board of Directors of the corporation at the following address: (TBD)

If the subject of the report involves the Chair of the Board of Directors, you may report your concern to your immediate supervisor and/or the Secretary of the corporation.

The corporation will investigate the complaint and will endeavor to protect the privacy and confidentiality of all parties involved, to the maximum extent possible, consistent with the corporation's obligations to conduct a thorough investigation, to comply with all applicable laws, and/or to cooperate with law enforcement authorities. If necessary, legal counsel and/or the corporation's independent auditing firm will be involved in any investigation.

Non-retaliation. Employees and non-employees (e.g., board members, donors) making reports or complaints under this policy will not be subject to any retaliation, discrimination, or harassment.

Prohibited retaliation includes firing, demotion, suspension, harassment, failure to consider the employee for promotion, or any other kind of discrimination against the employee in the terms and conditions of employment because of the employee's involvement in protected activity.

Any employee who discourages or prevents other employees or persons from making reports under this policy or participating in any investigation of such a report will be subject to disciplinary action, up to and including termination.

Any complaint of acts of retaliation in relation to any reports made under this policy should be submitted to the Human Resources Manager. The complaint will be promptly investigated in accordance with the investigation procedures set forth under the corporation's policy prohibiting unlawful harassment and discrimination. If a complaint of retaliation, discrimination, or harassment is substantiated, appropriate disciplinary action, up to and including termination, will be taken. Appropriate legal action may also be taken.

Receipt of Complaints. On receipt of any complaint made under this policy, the Chair of the Board will report to the corporation's Board of Directors the receipt of any such complaints. On at least a quarterly basis, the Chair of the Audit Committee will also report to corporation's Board of

Directors the receipt of any complaints made under this policy, the current status of the investigation of any such complaint, and the disposition of any reports of suspected wrongdoing at the conclusion of the investigation.

Additional Enforcement Information. the corporation's employees and constituents should be aware that certain violations of the corporation's policies and practices could subject the corporation and/or the individual(s) involved to civil and/or criminal penalties. Before issues or behavior rise to that level, employees are encouraged to report to the Audit Committee any violation of federal or state law, any questionable accounting or auditing matters, any reporting of fraudulent financial information, or retaliation related to such reports. Nothing in this policy is intended to prevent an individual from reporting information to a government or law enforcement agency, when the person reasonably believes that the corporation has violated a federal or state statute, rule, or regulation.

The corporation may modify this policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state and federal laws or regulations.

ACKNOWLEDGMENT

I acknowledge that I have received, read, and understand the Policy for the Detection and Reporting of Fraudulent Activity of MarinCAN, a California nonprofit public benefit corporation, and agree to comply with it at all times.

Date:_, 20_ Name:_

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the secretary of MarinCAN, a California nonprofit public benefit corporation; and

That the foregoing Bylaws, comprising 23 pages, including this page, constitute the Bylaws of said corporation, as adopted by a duly enacted resolution of the board of Directors of the corporation dated_ _____, 2022, and that they have not been amended or modified since that date.

Executed on _____, 2021 at _____, California.

xx, Secretary