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**AMENDED AND REVISED BYLAWS  
OF  
THE CLIMATE CENTER  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1  
NAME AND OFFICES**

**SECTION 1.1. NAME OF CORPORATION**

The name of this corporation is The Climate Center (the "Corporation").

**SECTION 1.2. PRINCIPAL OFFICE**

The principal office of the Corporation for the transaction of its business may be established at any place or places within or without the State of California by resolution of the Board.

**SECTION 1.3. OTHER OFFICES**

The Corporation may establish branch or subordinate offices at such other places where it is qualified to do business.

**ARTICLE 2  
PURPOSES**

**SECTION 2.1. GENERAL PURPOSE**

The purpose of this Corporation shall be without limitation, to provide education and charitable services to the general public regarding sustainability issues. The means of providing such education and charitable services includes but is not limited to developing and disseminating information through publications, education sessions, and other means.

**SECTION 2.2. LIMITATIONS**

2.2.1 Political Activities. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

## **The Climate Center Bylaws**

2.2.2 Prohibited Activities. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2.2.3 Dedication of Assets. This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to one or more entities that are a California nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended.

### **ARTICLE 3 DIRECTORS**

#### **SECTION 3.1. NUMBER**

The Corporation shall have not less than five (5) nor more than fifteen (15) Directors, with the exact number to be fixed within these limits by approval of the Board of Directors in the manner provided in these Bylaws. Collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

#### **SECTION 3.2. POWERS**

Subject to the provisions of the California Nonprofit Corporation Law, the Corporation's Articles of Incorporation and any other applicable laws, the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, *provided that* the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

#### **SECTION 3.3. TERMS OF OFFICE**

At the first annual meeting following adoption of these Amended and Revised Bylaws, the Directors shall be divided into four approximately equal groups and designated by the Board to serve one, two, or three year terms. Thereafter, the term of office of each Director shall be three years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

A director shall normally be limited to serving two consecutive three-year terms, plus any term of less than three years to which such director has been appointed or elected. After a period of one year following the expiration of a member's second consecutive three-year term as director, such member shall again be eligible for election to the Board. However, if the Executive Committee

## **The Climate Center Bylaws**

determines that because of extraordinary circumstances it is desirable and in the best interests of the Corporation that this restriction be waived, then a director may serve a single additional consecutive term.

### **SECTION 3.4. VACANCIES**

3.4.1 Events Causing Vacancy. A vacancy or vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased; or (3) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

3.4.2 Removal. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under California Nonprofit Corporation Law. Directors may be removed without cause by a majority of the Directors then in office.

3.4.3 No Removal on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with the Bylaws and the California Nonprofit Corporation Law.

3.4.4 Resignations. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 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 California Attorney General.

3.4.5 Election to Fill Vacancies. A vacancy on the Board may be filled by electing an additional Director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional Directors may be elected by (i) the unanimous written consent of the Directors then in office, (ii) 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 section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

### **SECTION 3.5. PLACE OF MEETINGS; MANNER OF MEETINGS**

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

- a. Each Director participating in the meeting can communicate with all of the other Directors concurrently.
- b. Each Director is provided the means of participating in all matters before the board,

## **The Climate Center Bylaws**

including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

### **SECTION 3.6. REGULAR AND ANNUAL MEETINGS**

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purpose of election of Directors appointment of officers, and such other business as may be properly brought before the meeting (the "Annual Meeting"). Other regular meetings may be held at such time and place as the Board may fix from time to time.

### **SECTION 3.7. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, the Vice Chair, the Secretary, or by any two Directors.

### **SECTION 3.8. NOTICE OF MEETINGS**

3.8.1 Manner of Giving Notice. Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods: (a) personal delivery of oral or written notice; (b) first-class mail, postage paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (d) electronic mail or (e) other means of electronic transmission if the recipient has consented to accept notices in such manner.

All such notices shall be given or sent to the Director's address, phone number, or email address as shown on the records of the Corporation. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one meeting.

3.8.2 Time Requirements. Notices sent by first-class mail shall be deposited into the United States mail at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system, email or other electronic transmission shall be delivered at least forty-eight (48) hours before the time set for the meeting.

3.8.3 Notice Contents. The notice shall state the time and place for the meeting except that if the meeting is to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting.

### **SECTION 3.9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter 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. The waiver of notice or consent does not need to specify the purpose of the meeting. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class

## **The Climate Center Bylaws**

mail addressed to the Secretary at the principal office of the Corporation, or by facsimile addressed to the Corporation at the facsimile number contained on the records of the Corporation as of the date of the protest.

### **SECTION 3.10. ADJOURNMENT**

A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors unless the meeting is adjourned for more than twenty-four (24) hours from the time of the original meeting, in which case personal notice of the time and place shall be given to the Directors absent from the original meeting.

### **SECTION 3.11. QUORUM FOR MEETINGS**

A quorum shall consist of a majority of the Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Article 3, Section 1, whichever is greater).

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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 3.12. 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 a greater number is expressly required by the Articles of Incorporation or Bylaws of this Corporation, or the California Nonprofit Corporation Law. The following actions require a vote by a majority of all Directors then in office to be effective:

- (a) creation of, and appointment to, committees but not advisory committees;
- (b) approval of contracts or transactions in which a Director has a direct or indirect material financial interest (provided that the vote of any interested Director is not counted); and
- (c) removal of a Director without cause as described in Section 4 above.

### **SECTION 3.13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or if no such person has been so designated or, in his or her absence, by the Vice President, if any, or, in the absence of each of these persons, by a Director 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.

## **The Climate Center Bylaws**

Meetings may be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with applicable provisions of law.

### **SECTION 3.14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, 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 Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

### **SECTION 3.15. FEES AND COMPENSATION OF DIRECTORS**

3.15.1 Compensation. Directors shall serve without compensation except that they may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

3.15.2 Restrictions Regarding Interested Directors. Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and provided that not more than forty-nine percent (49%) of the persons serving on the Board are "interested persons". For purposes of this Section, an "interested person" shall mean:

- a. any person currently being compensated by the Corporation for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as director; or
- b. any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### **SECTION 3.16. NON-LIABILITY OF DIRECTORS**

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

## **ARTICLE 4 COMMITTEES**

### **SECTION 4.1. COMMITTEES**

The Board of Directors may, by a majority vote of Directors then in office, create one or more Board committees ("Committees"), including an executive committee, each consisting of two

## **The Climate Center Bylaws**

or more Directors to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except that no Committee may:

- (a) fill vacancies on the Board or on any committee which has the authority of the Board;
- (b) fix compensation of the Directors for serving on the Board or on any Committee.
- (c) amend or repeal of Bylaws or the adoption of new Bylaws;
- (d) amend or repeal or any resolution of the board that by its express terms is not so amendable or repealable.
- (e) appoint of any other Committees of the Board or the members thereof.
- (f) expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) approve any transaction between (i) the Corporation and one or more of its Directors, or (ii) the Corporation and any entity in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(b) of the California Nonprofit Corporation Law.

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

The Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **SECTION 4.2. ADVISORY COMMITTEES**

The Board of Directors may create one or more advisory committees to serve at the pleasure of the Board. Such advisory committees may consist of persons who are not Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board.

### **SECTION 4.3. 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

## **The Climate Center Bylaws**

Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

### **SECTION 4.4. NONPROFIT INTEGRITY ACT/AUDIT COMMITTEE**

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars (\$2,000,000) or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available, and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the Chief Executive Officer, Chief Financial Officer or Treasurer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee.

Subject to the supervision of the Board, the Audit Committee shall:

- (a) make recommendations to the Board on the hiring and discharge of the CPA;
- (b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;
- (c) approve non-audit services by the CPA and ensure such services conform to standards issued by the United States Comptroller General; and
- (d) if requested by the Board, negotiate the CPA's compensation on behalf of the Board.

### **SECTION 4.5. EMERGENCY BYLAWS**

In anticipation of or during an emergency, the board may take such actions as may be necessary to conduct the Corporation's ordinary business operations and affairs, to the extent of and in the manner set forth in the California Corporations Code Section §5140(n). In anticipation of or during an emergency the Board may not take any action that is not in the Corporation's ordinary course of business, unless the required vote of the directors was obtained prior to the emergency. Any actions taken in good faith during an emergency under this section bind the Corporation and may not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular Bylaws consistent with these emergency bylaws shall remain effective during the emergency.

# **The Climate Center Bylaws**

## **ARTICLE 5 OFFICERS**

### **SECTION 5.1. NUMBER OF OFFICERS**

The officers of the Corporation (the "Officers") shall be a President or a Chairperson, or both, a Secretary, and a Treasurer or a chief financial officer, or both. Other than the Chairperson, these officers may but need not be selected from among the Directors. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

### **SECTION 5.2. ELECTION AND TERM OF OFFICE**

The Chairperson, Vice Chair, Secretary and Treasurer shall be directors and shall be elected by the Board at the annual meeting of the Corporation for a term of one year and each officer shall serve at the discretion of the Board until his or her successor shall be elected, or until he or she resigns or is removed or is otherwise disqualified to serve. These Officers may be elected for three consecutive terms, unless otherwise extended by resolution of the Board.

### **SECTION 5.3. SUBORDINATE OFFICERS**

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

### **SECTION 5.4. REMOVAL AND RESIGNATION**

Subject to the rights, if any, of an Officer under any contract of employment, any officer may be removed, with or without cause, (i) by the Board of Directors, at any time, or (ii) by an officer on whom such power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **SECTION 5.5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. 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 5.6. RESPONSIBILITIES OF OFFICERS**

#### **5.6.1 CHAIRPERSON OF THE BOARD**

## **The Climate Center Bylaws**

The Chairperson of the Board shall be a Director and shall preside at the meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

### **5.6.2 PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President shall be the chief executive officer of the Corporation ("Chief Executive Officer") and shall, subject to the control of the Board of Directors, supervise, direct and control the day-to-day activities, business and affairs of the Corporation. The Chief Executive Officer shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the Chief Executive Officer shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The Chief Executive Officer may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties, as may be prescribed from time to time by the Board of Directors or these Bylaws. 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 that may from time to time be authorized by the Board of Directors.

### **5.6.3 VICE CHAIR**

In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **5.6.4 SECRETARY**

The Secretary shall:

- (a) 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.
- (b) Maintain at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, 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.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws.
- (e) 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.

## **The Climate Center Bylaws**

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

### **5.6.5 TREASURER**

The Chair of the Board's Finance Committee shall serve as the Treasurer. The Treasurer shall exercise and perform such powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

### **5.6.6 CHIEF FINANCIAL OFFICER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Chief Financial Officer shall be hired by the Chief Executive Officer and shall:

- (a) 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.
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (c) Oversee and monitor the disbursement of funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- (e) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Chief Financial Officer and of the financial condition of the corporation.
- (f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (g) In general, perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 5.7. COMPENSATION OF OFFICERS**

Officers who also serve as directors of the Corporation shall not be compensated in accordance with Section 3.15 above. The Board shall periodically review the fairness of compensation, including benefits, paid to the Chief Executive Officer and Chief Financial Officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation.)

# **The Climate Center Bylaws**

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 6.1. EXECUTION OF INSTRUMENTS**

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

### **SECTION 6.2. CHECKS AND NOTES**

Except 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 such officer or officers of the Corporation as specifically designated by resolution of the Board of Directors.

### **SECTION 6.3. 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 6.4. GIFTS**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public benefit purposes of this Corporation.

## **ARTICLE 7 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS**

### **SECTION 7.1. INTERESTED PARTY TRANSACTIONS**

Except as described in Section 7.2 below, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

### **SECTION 7.2. REQUIREMENTS TO AUTHORIZE INTERESTED PARTY TRANSACTIONS**

The Corporation shall not be a party to any transaction described in Section 7.1 above unless:

- (a) the Corporation enters into the transaction for its own benefit;

## **The Climate Center Bylaws**

- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office without counting the vote of the interested Directors, and with the knowledge of the material facts concerning the transaction and the interested Director's or officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of this Section.

### **SECTION 7.3. BY A COMMITTEE**

A Committee shall not approve a transaction described in Section 7.1 above unless:

- (a) the Committee approves the transaction in a manner consistent with the standards set forth in Section 7.2;
- (b) it was not reasonably practicable to obtain approval of the transaction by the Board prior to entering into the transaction; and
- (c) the Board, after determining in good faith that the two enumerated conditions (a) and (b) above are satisfied, ratifies the transaction at its next meeting by a vote of the majority of Directors in office (without counting the vote of the interested Directors).

### **SECTION 7.4. MATERIAL FINANCIAL INTEREST**

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

- (a) that fixes the compensation of a Director as a director or officer;
- (b) if the contract or transaction is part of a public or charitable program of the Corporation and it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (ii) results in a benefit to one of more Directors or their families only because they are in the class of persons intended to be benefited by the program; or
- (c) where the interested director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the Corporation for the preceding fiscal year or \$100,000.

### **SECTION 7.5. LOANS TO OFFICERS AND DIRECTORS**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or officer, if in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

## **The Climate Center Bylaws**

### **ARTICLE 8 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

8.1 Successful Defense by Agent. Subject to the provisions of Section 5238 of the California Nonprofit Corporation Law relating to the indemnification of 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 judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

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

8.3 Third Party Proceedings. Any proceeding other than an action “by or on behalf of the corporation” as defined in Section 8.4 below are referred to in this Section as “Third Party proceedings.”

- a. Scope of Indemnification in Third Party Proceedings. Subject to the required findings to be made pursuant to subsection 8.3(b), the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- b. Required Standard of Conduct for Indemnification in Third Party Proceedings. Any indemnification granted to an Agent in Section 8.3(a) above is conditioned on the following. The Board must determine, in the manner provided in Section 8.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

8.4 Action Brought By or On Behalf Of the Corporation. This Section 8.4 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding “by or on behalf of the Corporation”).

- a. Scope of Indemnification in Proceeding By or On Behalf Of the Corporation.

## The Climate Center Bylaws

Subject to the required findings to be made pursuant to Section 8.4(b), and except as provided in Sections 8.4(c) and 8.4(d), the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

- b. Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation. Any indemnification granted to an Agent in Section 8.4(a) is conditioned on the following. The Board must determine, in the manner provided in Section 8.5, that the Agent seeking reimbursement acted in good faith, in a manner he or she believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- c. Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the Agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. Also, in cases settled or otherwise disposed of without court approval, the Agent shall receive no indemnification for expenses reasonably incurred in defending against the proceeding, unless the proceeding is settled with the approval of the Attorney General.
- d. Claims and Suits Awarded Against Agent. If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 8.4(a) for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:
  - (a) The determination of good faith conduct required by Section 19.4(b) must be made in the manner provided for in Section 19.5; and
  - (b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

8.5 Determination of Agent's Good Faith Conduct. The indemnification granted to an Agent in Section 8.3 and Section 8.4 is conditioned on the findings required by those Sections being made by:

- (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

8.6 Limitations. No indemnification or advance shall be made under this Article 8, except as provided in Section 8.1 or Section 8.5(b), in any circumstances when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the

## **The Climate Center Bylaws**

accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- (b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

### **ARTICLE 9 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 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 Corporation Law.

### **ARTICLE 10 CORPORATE RECORDS, REPORTS, AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

##### **10.1.1      Minute Book**

The Corporation shall keep a minute book in written form (or any form that can be converted into a clearly legible tangible form) which shall contain a record of actions by the Board or any Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

##### **10.1.2      Books and Records of Account**

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to, accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains and losses.

##### **10.1.3      Articles of Incorporation and Bylaws**

The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

##### **10.1.4      Federal Tax Exemption Application and Annual Information Returns**

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent allowed by law.

## **The Climate Center Bylaws**

### **10.1.5      Annual Report: Statement of Certain Transactions**

The Board shall cause an annual report to be furnished to each Director within 120 days after the close of the Corporation's fiscal year, which report shall contain the following in appropriate detail:

- (a) the assets and liabilities of the Corporation, including any trust funds, during 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) a statement of any transaction (i) to which the Corporation, its parent, or subsidiary, was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving in the aggregate more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest:
  - 1) any Director or officer of the Corporation, its parent, or its subsidiary;
  - 2) any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated. The statement shall also include a brief description of the amounts and circumstances of any loans guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Section 7.5 re loans or Article 8 re indemnification.

## **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 shall not affect the validity of any such instrument.

## **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation. Any inspection under this Article may be made in person or by an agent or attorney and includes the right to copy and make extracts.

## **The Climate Center Bylaws**

### **ARTICLE 11 FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1<sup>st</sup> of July and end on the 30th of June in each year.

### **ARTICLE 12 AMENDMENT OF BYLAWS**

Subject to any applicable provision of the California Nonprofit Corporation Law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors, with the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations thereof, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

### **ARTICLE 13 CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of The Climate Center, a California nonprofit public benefit corporation; that these Bylaws, consisting of 18 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on October 26, 2020; and that these Bylaws have not been amended or modified since that date.

Executed on \_\_\_ October 26, 2020 \_\_\_\_\_ via Zoom in \_\_\_ Sonoma County \_\_\_\_\_, California.

By: Larry Robinson, Secretary