

**SUBMITTAL TO THE BOARD OF SUPERVISORS
COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**



FROM: Supervisor Tavaglione

SUBMITTAL DATE: September 12, 2006

SUBJECT: Adoption of Resolution No. 2006-370 and Execution of Membership Agreement of the Four Corners Transportation Coalition

RECOMMENDED MOTION: That the Board of Supervisors adopt Resolution 2006-370 and execute the Membership Agreement of the Four Corners Transportation Coalition.

BACKGROUND: Riverside County is located within the area where the counties of San Bernardino, Los Angeles, Orange and Riverside converge, which is known as the "Four Corners" area. The County of Riverside has been a member of the group since the early 1990's. In July 2000 the Four Corners Group adopted a detailed transportation plan that identifies and prioritized the top transportation projects in this area. The Four Corners Transportation Coalition is a public/private non-profit corporation dedicated to securing funding for top priority transportation projects, as identified by the group. The membership dues are a commitment of \$10,000 per year, for a three (3) year period.

John F. Tavaglione, Second District Supervisor

FORM APPROVED
COUNTY COUNSEL

AUG 22 2006

BY

RECEIVED
COUNTY CLERK
RIVERSIDE, CALIFORNIA

2 Resolution No. 2006-370

3 A RESOLUTION OF THE COUNTY OF RIVERSIDE AUTHORIZING
4 THE COUNTY TO JOIN THE FOUR CORNERS TRANSPORTATION
5 COALITION AND COMMITTING \$10,000 ANNUALLY FOR THREE
6 YEARS FOR MEMBERSHIP DUES

6 WHEREAS, the County of Riverside is located within the area where the counties of San
7 Bernardino, Los Angeles, Orange and Riverside converge, collectively known as the "Four
8 Corners" area; and

8 WHEREAS, the County of Riverside has participated and played a lead role in the Four
9 Corners Transportation Group since the creation of the Group in the early 1990's; and

10 WHEREAS, in July 2000 the Four Corners Group adopted a detailed transportation plan
11 that identified and prioritized the top transportation projects to improve mobility of people and
12 goods through the Four Corners area; and

12 WHEREAS, the construction of these projects would improve the region's air quality,
13 enhance public safety, support economic prosperity and provide the residents and visitors with a
14 better quality of life; and

14 WHEREAS, the Four Corners Transportation Coalition is a public/private non-profit
15 corporation dedicated to securing funding for top priority transportation projects, identified by the
16 Four Corners Group; and

16 WHEREAS, the membership dues is a commitment of \$10,000 per year for three (3)
17 years and will be appropriated in the FY 2006-2007 County budget.

17 NOW, THEREFORE, the County of Riverside does hereby resolve as follows:

18 SECTION 1. The County of Riverside will become a Governmental Member in the Four
19 Corners Transportation Coalition.

20 SECTION 2. The County of Riverside will commit \$10,000 annually, for a period of 3
21 years, for Four Corners Transportation Coalition membership dues.

21 SECTION 3. The Board of Supervisors will be authorized to sign the Four Corners
22 Transportation Coalition Membership agreement on behalf of the County of Riverside.

23 SECTION 4. A designated member of the Board of Supervisors will serve as the
24 County's duly authorized representative on the Four Corners Transportation Coalition Board of
25 Directors.

25 **NOW, THEREFORE, BE IT RESOLVED THAT** the Board of Supervisors of Riverside
26 County do hereby support joining the Four Corners Transportation Coalition on this ____ day of
27 _____, 2006.

FORM APPROVED
COUNTY COUNSEL

AUG 22 2006

28 BY 

MEMBERSHIP AGREEMENT

OF

THE FOUR CORNERS TRANSPORTATION COALITION

This Membership Agreement (this "Agreement") is entered into effective as of the 1st day of September, 2006 by and between The Four Corners Transportation Coalition, a California nonprofit mutual benefit corporation (the "Corporation"), and The County of Riverside, a municipal corporation (the "Member"). For and in consideration of the mutual agreements and provisions herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

MISSION STATEMENT

The mission of the Four Corners Transportation Coalition is to secure funding for the design and construction of the SR-57/SR-60 Interchange Solution, SR-71 completion (SR-60 to I-10), SR-91 Corridor, and Pine/Schleisman/Arlington Corridor improvements, and other transportation projects approved by the Board of Directors.

RECITALS

The Corporation is qualified as a tax-exempt organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation has a stated mission to engage in the nonpartisan analysis, research, study and advocacy of the transportation infrastructure issues affecting the "Four Corners" area of Southern California. The Corporation has determined that the addition of the Member as a member of the Corporation pursuant to this Agreement will better enable the Corporation to fulfill its mission.

The Member has determined that becoming a member of the Corporation pursuant to this Agreement is consistent with its own mission, philosophy and purposes.

AGREEMENT

1. Membership Dues.
 - 1.1 Payment of Dues. The Member hereby promises to pay an annual installments, by check or by money order or by wire transfer made payable to the

Corporation, annual membership dues of \$10,000, in the case of a Government Member, and \$20,000, in the case of a Private Sector Member, which shall be due on or before July 15th of each year.

Membership dues shall not be refundable.

1.2 Failure to Pay Dues. In the event the Member fails to pay the full amount of annual dues called for in Section 1.1 by the date on which each installment or such annual dues is due, and such default is not cured within fifteen (15) days after written or telephonic notice thereof given by the Corporation has been received by the Member, the following provisions shall apply, commencing after such five-day cure period and continuing until the earlier to occur of (i) the termination of the Member's membership in the Corporation or (ii) such earlier date as the Member has otherwise cured the default in accordance with Section 1.2(d) below:

(a) Whenever the vote or consent of the Member or of any director of the Corporation who is an officer, director, representative, employee or agent of the Member would otherwise be required or permitted by the Certificate of Incorporation or Bylaws of the Corporation or by applicable statute, the Member or such director shall not be entitled to participate in such vote or consent, and such vote or consent shall be calculated as if the Member was not a member of the Corporation or if such director was not a member of the Corporation's Board of Directors. In addition, all other rights and privileges of membership in the Corporation shall be suspended with respect to the Member.

(b) The Corporation may commence legal proceedings against the Member to collect the due and unpaid amount of membership dues, together with interest thereon for the account of the Corporation from the due date at the maximum rate allowed by applicable law, plus the costs and expenses of collection (including attorneys' fees and expenses).

(c) If, after thirty (30) days from the expiration of the 15-day cure period, the Member has not paid the full amount of due and unpaid membership dues, together with interest thereon, the Corporation may terminate the Member's membership in the Corporation by the affirmative vote of at least a majority of the Corporation's Board of Directors, provided notice of the intention to terminate the Member's membership interest is provided to the Member.

(d) Notwithstanding the foregoing provisions of this Section 1.2, the Member shall have the opportunity to cure its default in the payment of membership dues pursuant to this Section 1.2(d) in the event that (i) the Member exercises its opportunity to cure within thirty (30) days of the termination of the fifteen-day cure period prescribed in the first sentence of this Section 1.2 (the "Cure Period") and (ii) not more than two other defaults have occurred with respect to the Member during the prior twelve consecutive calendar months. In order to cure such default, prior to the end of

the Cure Period, the Member must pay the due and unpaid amount of membership dues to the Corporation, together with interest thereon for the account of the Corporation at the maximum rate allowed by law. In the event that the Member cures its default as provided in this Section 1.2(d) prior to the expiration of the Cure Period, the Corporation shall rescind any actions taken against the Member pursuant to Sections 1.2(a) through (c) as if the Member had not defaulted in its payment of membership dues hereunder.

2. Obligations of the Member. In addition to the obligation to pay membership dues in the manner set forth in Section 1 of this Agreement, the Member hereby agrees to the following conditions of membership:

2.1 Organization of the Member. Member is a municipal corporation duly organized, validly existing and in good standing under the laws under the State of California and has all requisite power and authority to execute and deliver this Agreement, and perform all of its obligations under this Agreement.

2.2 Governing Documents of the Corporation. The Member acknowledges that, in its capacity as a member, it is bound by terms and conditions of the Corporation's Certificate of Incorporation, the Bylaws of the Corporation, each of which the Member acknowledges that it has read and understands, and such policies and procedures as may be adopted from time to time by the Board of Directors of the Corporation.

2.3 Three Year Commitment. The Member acknowledges that it is making a commitment hereby to remain a member in good standing of the Corporation for a period of three (3) years from the effective date of this Agreement and that it is committed to pay annual dues of \$10,000 for a period of three (3) years from the effective date in order to provide a stable source of funding for the Corporation.

2.4 Representatives. The Member hereby designates _____ to serve as its duly authorized representative at meetings of the members and _____ to be its nominee to the Board of Directors. The Member may change those designations in a written notice to the Corporation.

3. Obligations of the Corporation.

3.1 Organization of the Corporation. The Corporation is a nonprofit mutual benefit corporation duly organized, validly existing and in good standing under the laws of the State of California and has all requisite power and authority to:

(a) conduct its charitable, educational and social welfare activities as presently conducted;

(b) execute and deliver this Agreement, and perform all of its obligations under this Agreement; and

(c) issue a membership to the Member in accordance with the terms of this Agreement, its Articles of Incorporation and its Bylaws.

3.2 Use of Membership Dues. The Corporation acknowledges that membership dues shall be used to carry out the charitable, educational and social welfare purposes of the Corporation.

4. Termination of Membership.

4.1 Voluntary Withdrawal. The Member may in its own discretion withdraw and be automatically removed from membership in the Corporation at any time after three (3) years by giving notice in the manner set forth in Section 2.5 of the Corporation's Bylaws. In the event of its withdrawal, the Member forfeits any entitlements or rights arising from such membership but, except as provided in Section 4.3 of this Agreement, shall have no obligation to pay additional membership dues.

4.2 Involuntary Termination. The Member's membership in the Corporation shall be terminated upon the occurrence of any of the following events:

(a) the failure to pay annual membership dues on or before the due date prescribed for payment in accordance with the procedures set forth in Section 1.2(c) of this Agreement; provided, however, the Member's membership in the Corporation may be reinstated upon (i) the payment of the full amount of due and unpaid membership dues payable under this Agreement prior to the date of reinstatement, together with interest thereon; (ii) the payment in full of a non-refundable reinstatement fee equal to 25% of the Member's annual dues for the year of involuntary termination; and (iii) the affirmative vote of at least a majority of the Board of Directors of the Corporation;

(b) the Member's dissolution under the laws of the State of its organization;

(c) the Member's failure to abide by the Articles of Incorporation, the Bylaws, this Membership Agreement or any policies and procedures adopted by the Board of Directors of the Corporation, if (i) the Member has been given notice of its violation and has been given a period of at least fifteen (15) days to cure such violation and (ii) the majority of the members of the Corporation vote to remove the Member from membership, provided notice of the intention to remove the Member from membership is given to the Member at least fifteen (15) days before such vote of the members of the Corporation is to take place; or

(d) the removal of the Member from membership without cause by the affirmative vote of at least two-thirds (2/3) of the [Government Sector or Private Sector] Members of the Corporation, provided written notice of the intention to remove the Member from membership is provided to the Member at least fifteen (15) days before such vote of the members of the Corporation is to take place; and provided further, that a Member removed from membership pursuant to this Section shall no longer be obligated to pay membership dues.

4.3 Obligation to Pay Membership Dues. The termination of the Member's membership in the Corporation pursuant to this Section 4 shall not relieve the Member of the obligation to pay any portion of annual membership dues for the full then (3) year membership commitment accrued and unpaid as of the effective date of such termination of membership. Notwithstanding the foregoing, in the event of the Member's voluntary withdrawal from membership in the Corporation, the Member shall be obligated to pay all membership dues payable for the full three (3) year membership commitment under Section 1.1 of this Agreement.

5. Resolution of Disputes. Any Member complaints which cannot be resolved to the mutual satisfaction of the Member and the Corporation through communications between the Member and the President (or the President's designee) shall be submitted for final resolution to a committee appointed by the Board of Directors of the Corporation that shall consist of representatives of Members. Any such dispute that cannot be resolved by such committee shall be resolved by arbitration in Los Angeles, California pursuant to the Commercial Arbitration Rules then obtaining of the American Arbitration Association. The parties shall be entitled to conduct reasonable discovery in accordance with the Federal Rules of Civil Procedure, prior to the arbitration hearing, and the Federal Rules of Evidence shall be applicable to the arbitration hearing. Neither the Member nor the Corporation shall commence any action against the other to resolve any such dispute in any court except to confirm such arbitrator's award or to obtain equitable relief. Judgment upon any such award rendered by an arbitrator may be entered by any court in the California having jurisdiction thereof. The arbitrator (a) shall not have any power or authority to add to, alter, amend or modify the terms of this Membership Agreement; (b) shall be bound by, the laws of California, except that this Section 5 shall be governed by the Federal Arbitration Act; (c) shall have no power or authority to grant or award punitive damages; and (d) shall establish and enforce appropriate rules to ensure that the proceeding, including the decision, be kept confidential and that all confidential information of the parties be kept confidential and be used for no purpose other than the arbitration. The parties shall be deemed to have waived any rights to punitive damages.

6. Term of Agreement. The terms and provisions of this Agreement shall apply for an initial period commencing on the effective date of this Agreement and ending on [three years from effective date], 2009. Thereafter, the terms and provisions of this Agreement shall be renewed automatically and continue in effect from year to year unless the Agreement is terminated pursuant another provision of the Agreement.

7. General Provisions.

7.1 Remedies. The remedies provided to the parties by this Agreement are not exclusive or exhaustive, but are cumulative of each other and in addition to any other remedies the parties may have.

7.2 Notices. Any notice required to be given pursuant to the terms and provisions hereof shall be in writing and transmitted by commercial courier, confirmed facsimile transmission, electronic mail or other electronic transmission, or by first class

Agreement and supersede all prior or contemporaneous discussions, representations, correspondence and agreements, whether oral or written.

7.9 Headings. The headings contained in this Agreement are for convenience purposes only and shall not affect the meaning or interpretation of this Agreement.

7.10 Amendment. This Agreement shall not be amended or modified except by a written document executed by both of the parties hereto and such written amendment(s) shall be attached to this Agreement.

7.11 Effective Date. The effective date of this Agreement shall be the date set forth in the first paragraph of this Agreement.

7.12 Counterpart Signatures. This Agreement may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the ____ day of _____, 2006.

THE FOUR CORNERS TRANSPORTATION
COALITION

By: _____
Chair

THE COUNTY OF RIVERSIDE

By: _____
Bob Buster, Chairman
Riverside County Board of Supervisors

By: _____
Clerk of the Board of Supervisors

BYLAWS

OF

THE FOUR CORNERS TRANSPORTATION COALITION

(A California Nonprofit Mutual Benefit Corporation)

February __, 2006

BYLAWS OF
THE FOUR CORNERS TRANSPORTATION COALITION
(A California Nonprofit Mutual Benefit Corporation)

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CERTIFICATE OF SECRETARY

BYLAWS
OF
THE FOUR CORNERS TRANSPORTATION COALITION
(A California Nonprofit Mutual Benefit Corporation)

ARTICLE I
PURPOSES AND POWERS

The purposes and powers for which the corporation is formed shall be as provided in its Articles of Incorporation.

ARTICLE II
OFFICES AND SEAL

Section 2.1. Offices. The principal office for the transaction of the business of the corporation shall be in the City of Los Angeles, County of Los Angeles, State of California. The corporation may also have an office or offices within or without the State of California as the Board of Directors may from time to time establish.

Section 2.2. Seal. The corporation may, but need not, have a seal; provided that if it does the same shall have inscribed thereon the words "The Four Corners Institute."

ARTICLE III
MEMBERSHIP

Section 3.1. Members.

(a) Members, In General. The members of the corporation (collectively the "Members") shall be cities and businesses located or doing business in or with the

“Four Corners” area of Southern California (i.e., the area where Los Angeles, Orange and San Bernardino Counties converge) that desire to become members and enter into a membership agreement that sets forth their respective rights, duties and responsibilities.

(b) Classes of Members. The corporation shall have two (2) classes of Members, Government Members and Private Sector Members. The Government Members shall be the founding members, the Cities of Brea, Chino Hills, Diamond Bar and Pomona, as well as those cities and counties located in, or are affected by, the transportation issues affecting the Four Corners area, that desire to become Government Members, that who have been approved by the Board of Directors to be a Government Member, and that otherwise meet the requirements for Government Member status in accordance with these Bylaws and any other policies or procedures concerning Government Membership that the Board of Directors may from time to time adopt. The Private Sector Members shall be those individuals, businesses, consultants or other organizations in the private sector that are interested in the transportation issues facing the Four Corners area and are not eligible to become Government Members and who otherwise meet the requirements for Private Sector Member status in accordance with these Bylaws and any other policies or procedures concerning Private Sector Membership that the Board of Directors may from time to time adopt.

(c) Associate Members. The Board of Directors may also establish one or more categories of “associate members” none of whom shall be considered a “member” within the meaning of Section 5056 of the California Nonprofit Corporation Law.

(d) General Membership Obligations Regarding Policies, Procedures and Dues. Each Member shall abide by the policies and procedures of the corporation and shall pay such application fees, membership dues and assessments of the corporation as shall be adopted from time to time by the Board of Directors. If, for any reason, a Member's membership terminates, any application fees, membership dues or assessments of the corporation paid by such Member shall not be refunded.

Section 3.2. Voting. Each Government Member and Private Sector Member shall be entitled to one (1) vote on all matters submitted to the membership, except where the vote of only one (1) class of Members is required in accordance with these Bylaws.

Section 3.3. Membership Not Transferable. Membership in the corporation is not transferable or assignable.

Section 3.4. Termination of Membership. Each Member shall be and remain a Member until his, her or its membership is terminated as provided under these Bylaws. Prior to any involuntary termination of membership, or to any suspension or expulsion of any Member, the Board of Directors shall give such Member any notice, provide any hearing rights and follow any other procedures required by Section 7341 of the California Nonprofit Mutual Benefit Corporation Law or any successor statute thereto.

Section 3.5. Annual Meeting. The annual meeting of the Members shall be held in the month of June, at a time, place and date as shall be determined by the Board of Directors. The

purpose of the annual meeting is to elect directors and to transact any other business as may properly be brought before the meeting.

Section 3.6. Special Meetings. Special meetings of the Members may be called by the Chairman of the Board, by the Board of Directors, by fifteen percent (15%) of the Government Members, or by fifteen percent (15%) of the Private Sector Members. Special meetings shall be held at the office of the corporation or at such other place as may be specified in the notice of the meeting.

Section 3.7. Notice of Meetings. Written or printed notice stating the place, date and hour of the meeting and, in the case of a special meeting, the limited purpose or purposes for which the meeting is called, shall be delivered not less than 72 hours before the date of the meeting, either personally or by first-class mail, by or at the direction of the Chairman of the Board, the Secretary, or the officers or persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the Member at his or her most recent address as it appears on the records of the corporation. Notice of any meeting may be waived by a writing filed by the Member entitled to such notice either before or after the holding of such meeting, and presence of a Member at any meeting of Members shall be deemed to be the equivalent of such waiver, except when the Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.8. Quorum and Manner of Acting.

(a) At least (i) one-third (1/3) of the Government Members and (ii) one-third (1/3) of the Private Sector Members present in person shall constitute a quorum.

(b) The vote of a majority of the votes entitled to be cast by the Government Members, and a majority of the votes entitled to be cast by the Private Sector Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater or different proportion or group of votes is required by law, the Articles of Incorporation or these Bylaws.

(c) For any action where the vote of only one (1) class or group of members is required (such as the election or removal of certain directors) one-third (1/3) of that class or group of Members eligible to vote on such matter shall constitute a quorum with regard to such matter, and the vote of a majority of the votes present at the meeting cast by those eligible to vote on such matter shall be necessary for the adoption of such matter voted upon by the Members unless a greater or different proportion of votes is required by law, the Articles of Incorporation or these Bylaws.

Section 3.9. Action Without Meeting. Any action required to be taken by the Members or that may be taken at a meeting of Members may be taken without a meeting by written ballot in accordance with Section 3.10 of these Bylaws.

Section 3.10. Vote by Written Ballot. Any action referred to in Section 3.9 shall be taken as follows. In each case where the corporation solicits the votes of the Members by written

ballot, the corporation shall, in connection with the giving of notice to the Members, distribute to each member eligible to vote on each such action, either personally, by facsimile with oral confirmation of receipt, by electronic transmission or by first-class mail, a written or printed ballot. Such written or printed ballot shall include (a) information identifying the Member's class status and other relevant identifying information, (b) a brief description of the action under consideration, (c) if such ballot is for the election of directors, the names of each director nominee and (d) information indicating the place to which such ballot must be sent and the date prior to which such ballot must be received by the corporation in order to be effective. Such date must be no less than ten (10) nor more than sixty (60) days after the date on which the written ballot is distributed to the applicable Members. For actions taken by written ballot, a Member's timely return of a valid written ballot in accordance with this Section 3.10 shall constitute that Member's presence at a meeting of Members related to such written ballot, solely for purposes of voting and determining whether a quorum exists with respect to the subject matter of the written ballot only. For actions taken solely by written ballot, written ballots representing a majority of the Members eligible to vote for such action must be received in order for the vote to be effective, and the vote of a majority of the votes received from the Government Members entitled to vote for such action, and the vote of a majority of the votes received from the Private Sector Members entitled to vote for such action, shall be necessary for the adoption of any matter voted upon by the Members, unless a greater or different proportion or group of voters is required by law, the Articles of Incorporation or these Bylaws. For any action where the vote of any one class of members or any other portion of the membership is required (such as the election or removal of certain directors), written ballots representing a majority of the Members eligible to vote for such action must be received in order for the vote to be effective, and an affirmative vote by a majority of the votes received from such Members shall be necessary for the adoption of any such action.

Section 3.11. Prohibition Against Proxies. No Member shall authorize another person or persons to act as proxy on behalf of the Member for any act or vote related to such membership.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law, all powers of the corporation shall be exercised by or under authority of a Board of Directors, which shall also be responsible for controlling all of the corporation's property, and controlling, conducting and managing the corporation's affairs. The primary function of the Board of Directors shall be to establish corporate policies for the direction and guidance of the committees (if any committees exist), the officers and the management of the corporation, and to formulate the basic rules and regulations governing the operation and management of the corporation.

Section 4.2. Number and Qualifications of Directors. The authorized number of directors of the corporation shall be based on membership and shall include all Government Members ("Government Directors") and ten (10) of the directors shall be Private Sector Members ("Private Sector Directors"). Each Government Director must be an elected official or senior manager of a Government Member (such as by holding office or by being employed by a city or other governmental agency) and shall cease to a director when they leave office or cease to be employed by a Government Member. Each Private Sector Director must be a Private Sector Member or affiliated in some fashion with a Private Sector Member. Under no

circumstances may any Member or representative thereof hold more than one seat on the corporation's Board of Directors.

Section 4.3. Election and Term of Office.

(a) Manner of Election.

(i) For the purposes of voting for the election of directors (A) the Government Directors shall be elected by the votes of the Government Members only and (B) the Private Sector shall be elected by the votes of the Private Sector Members only.

(ii) Only those Members who are eligible to vote for any particular class of director shall participate in the election of such director, and directors shall only be elected from among the Director Nominees, as defined in Section 4.4 of these Bylaws.

(iii) Those directors elected by the Members shall be those Director Nominees who receive 50% plus one vote of Government Member votes or Private Sector Member votes, as applicable.

(b) Director Groups. Each director will be assigned to one (1) of three (3) director groups (the "Director Groups") for the purposes of determining the date of expiration of such director's term in office. Except as otherwise required to conform with the reelection timing for any applicable Director Group, each elected director will serve until the third (3rd) succeeding annual meeting following his or her election and until a successor has been elected and qualified. The composition and date of reelection for each Director Group is set forth on Exhibit A, attached hereto, as such Exhibit A may be amended from time to time in accordance with Section 10.1 of these Bylaws.

(c) Elections to Replace Director Group Members. At each annual meeting of the Members, or as needed to fill any vacancy among the directors, appropriate Members will elect a number of directors equal to the number of (i) Government Directors, and (ii) Private Sector Directors whose terms expire or whose position is vacant at the time of such meeting.

(d) Additional Provisions.

(i) Unless otherwise specifically provided in these Bylaws, there shall be no prohibition against (A) the election of a director to succeed himself or herself, (B) the election of a director for the remainder of an unexpired term of a director, or (C) amendment of these Bylaws to increase or decrease the number of directors, except that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

(ii) Notwithstanding Section 4.3(d)(i) above, (A) no director may serve more that three (3) consecutive full elected terms in office (i.e., excluding the initial term of any initial appointed director and excluding any partial

elected terms to complete the unexpired term of a director) and (B) after serving three (3) consecutive full elected terms in office, a director shall not be eligible for nomination and reelection until he or she has remained off of the Board for a minimum of one (1) year.

Section 4.4. Director Nominees.

(a) For any vote for directors by the corporation's membership, the Government Members or Private Sector Members, as applicable, shall vote only for those Government Directors or Private Sector Directors, as applicable, who (i) meet the requirements for nomination to the Board of Directors set forth in Section 4.2 above and this Section 4.4, or otherwise determined by the Board of Directors in its sole discretion (the "Nomination Requirements") and (ii) who were either (A) nominated by the Nominating Committee of the Board of Directors, as described in Section 6.4 of these Bylaws, or (B) have submitted a valid nominating petition to the Chairman of the Board or the Secretary, at least twenty (20) days prior to such election (collectively the "Director Nominees").

(b) To be valid, a nominating petition must be signed by at least ten percent (10%) of the Government Members or Private Sector Members, as applicable, eligible to vote in such election for the director position at issue.

Section 4.5. Resignations and Vacancies.

(a) Any director may resign at any time, effective upon giving written notice to the Chairman of the Board or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective. Resignation as a director of the corporation shall also constitute resignation as an officer and as a member of all Committees of the Board, as defined below.

(b) Except as provided in Section 4.6, all vacancies among the Government Directors may be filled by the remaining Government Directors voting as a group and all vacancies among the Private Sector Directors may be filled by the remaining Private Sector Directors voting as a group, at the annual meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose. If there are no remaining Government Directors or Private Sector Directors, as applicable, all vacancies among the applicable class of directors shall be filled by the Government Members or Private Sector Members, as applicable, at the annual meeting of the Members or at a special meeting of the Members called for that purpose. Each director elected to fill a vacancy shall serve until the expiration of the term of the replaced director and until such replacement director's successor has been elected and qualified.

(c) A vacancy or vacancies shall be deemed to exist in the case of the death or resignation of any director, or if the authorized number of directors is increased.

(d) The Government Members or Private Sector Members, as applicable, may elect additional directors at any time after an amendment of the Articles of Incorporation or these Bylaws is duly adopted authorizing an increase in the number of directors.

Section 4.6. Removal.

(a) All or any number of the Government Directors or Private Sector Directors may be removed, with or without cause, at a special meeting of the Members called expressly for that purpose pursuant to Section 3.6 of these Bylaws, by a vote of a majority of the Members entitled to elect such director(s). In the event that any one or more of the directors shall be so removed, new director(s) may be elected at the same time by the appropriate Members entitled to elect such director(s), to fill the unexpired term or terms of the director(s) so removed. If new directors are not elected at such meeting, the vacancy may be filled by the remaining directors in accordance with Section 4.5 of these Bylaws.

(b) Any reduction of the number of directors authorized in the Articles of Incorporation or Bylaws does not act to remove any director prior to the expiration of such director's term.

(c) Removal as a director of the corporation shall also constitute removal as an officer and as a member of all Committees of the Board.

(d) The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has failed to attend a majority of the meetings of the Board of Directors within the prior twelve (12) month period, or who has been found by a final order or judgment of any court to have breached any duty under Article 3 (commencing with Section 7230) of the California Nonprofit Mutual Benefit Corporation Law.

Section 4.7. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Board of Directors.

Section 4.8. Annual Organization Meeting. The annual organization meeting of the Board of Directors shall be held immediately following and at the same place as the annual meeting of Members, or at such other time and place as may be determined by the Board of Directors. The purpose of the annual organization meeting is for organization, election of officers and the transaction of such other business as may properly be brought before the meeting.

Section 4.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such dates, times and places as the Board of Directors shall specify. No notice of any regular meeting of the Board of Directors need be given if the Board of Directors has so fixed the time and place of such meetings.

Section 4.10. Special Meetings. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairman of the Board or at the request in

writing of at least fifty percent (50%) of the Government Directors or fifty percent (50%) of the Private Sector Directors.

Section 4.11. Notice of Special Meetings. Notice of the time and place of special meetings shall be communicated personally or by telephone to each director, or sent to each director by mail or other form of written communication, charges prepaid, addressed to each director either at each director's address as it is shown on the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held or at the corporation's principal office. Such notice, if mailed, shall be mailed at least four (4) full business days prior to the time of the holding of the meeting. Such notice, if delivered personally, telephonically or telegraphically, shall be given at least forty eight (48) hours prior to the time of the holding of the meeting. A notice of special meeting need not specify the purpose or the matters to be acted upon at the special meeting.

Section 4.12. Quorum and Manner of Acting. A majority of the total number of Directors then in office (i.e., including all Government Directors and Private Sector Directors) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except to adjourn as provided in Section 4.16 of these Bylaws. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the corporation or these Bylaws. Notwithstanding the provisions of this Section 4.12, a meeting at which a quorum initially is present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the number of directors that would constitute such quorum.

Section 4.13. Participation In Meetings By Conference Telephone. Directors may participate in a meeting of the Board of Directors through the use of conference telephone or similar communications equipment, as long as all directors participating in such meeting can hear one another. A director's participation in a meeting in accordance with this Section 4.13 shall constitute that director's presence in person at such meeting for all purposes, including determining whether a quorum exists.

Section 4.14. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all of the directors shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 4.15. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to the holding of a meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned

for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.17. Fees and Compensation. Directors and committee members shall receive such compensation for their services as the Executive Committee in its discretion shall from time to time determine and shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred by them in accordance with reimbursement policies (if any) adopted by the Executive Committee from time to time. This section shall not preclude Directors from receiving fair and reasonable compensation for services rendered to or for the corporation, or any program sponsored by the corporation, in a capacity other than as a director as long as such payment is consistent with applicable laws..

ARTICLE V OFFICERS

Section 5.1. Officers. The officers of the corporation shall be the Chair of the Board, one or more Vice Presidents, the Secretary, the Treasurer, and the Executive Director, which officers shall be chosen by, and hold office at the pleasure of, the Board of Directors, subject to the rights, if any, of any officer under any contract of employment. The corporation may also have, at the discretion of the Board of Directors, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers. Any two (2) or more offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board. Only directors shall be eligible to serve as Chair of the Board or Vice President. Officers, other than the Chair of the Board or Vice President, need not be directors.

Section 5.2. Appointment of Officers. The officers of the corporation shall be chosen annually by the Board of Directors, and each shall hold office for one (1) year and until the officer's successor shall be appointed and qualified to serve, or until the officer dies, is disqualified to serve, resigns or is removed.

Section 5.3. Subordinate Officers. The Board of Directors may elect or authorize the appointment of such additional officers other than those described in Section 5.1 of these Bylaws, as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from time to time authorize or determine.

Section 5.4. Chair of the Board. The Chair of the Board, if present, shall preside over all meetings of the Board of Directors [and shall be the chief executive officer of the corporation]. Subject to the control of the Board of Directors, the Chair of the Board shall have general supervision, direction and control of the business and affairs of the corporation. The Chair shall be an advisory member of all Standing Committees, if any, and shall have the general powers and duties of management usually vested in the office of the [president and/or chair of the board] of a corporation and such other powers and duties as may be prescribed by the Board of Directors and these Bylaws.

Section 5.5. Vice President. In the absence or disability of the Chair of the Board, the Vice President or Vice Presidents in order of their rank as fixed by the Board of Directors, or, if not ranked, the Vice President designated by the Board of Directors, shall perform all duties of the Chairman, and when so acting shall have all of the powers and be subject to all of the

restrictions upon the Chair. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them, respectively, by the Board of Directors and these Bylaws.

Section 5.6. Secretary. The Secretary shall keep or cause to be kept at the principal office of the corporation, the original or a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date. The Secretary shall also keep or cause to be kept at the principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, which minutes shall include the time and place of holding, whether annual, regular or special, and if special how authorized, the notice thereof given, the names of those present at directors' meetings, and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and he or she shall keep the seal of the corporation in safe custody and have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws.

Section 5.7. Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as shall be ordered by the Board of Directors, shall render to the Chair and the directors, whenever they shall request it, an account of all of the Treasurer's transactions and the financial condition of the corporation, shall take proper vouchers for all disbursements of corporation funds and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors and these Bylaws.

Section 5.8. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers, if any, in the order of their seniority as specified by the Board of Directors shall, in the absence or disability of the Secretary or Treasurer respectively, perform the duties and exercise the powers of the Secretary or Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

Section 5.9. Executive Director. The Executive Director shall serve as chief [executive?][administrative?] officer of the corporation and shall oversee all of the day-to-day activities and operations of the corporation. The Executive Director shall not simultaneously serve as a director or other officer of the corporation.

Section 5.10. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, to the Chair of the Board or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.11. Removal. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever, in their judgment, the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to

the contract rights, if any, of the officer so removed. Any officer may be removed by any officer upon whom such power of removal has been conferred by the Board of Directors.

Section 5.12. Vacancies. Any 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 election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. Should a vacancy occur in any office, the Board may delegate the powers and duties of such office to any officer or to any director until such time as a successor for the vacant office has been elected or appointed.

ARTICLE VI COMMITTEES

Section 6.1. Committees Generally.

(a) The Board of Directors may, by resolution adopted at a properly held meeting of the Board of Directors as provided in Section 4.12 of these Bylaws, establish one or more committees. Such resolution shall state whether such committee shall have legal authority to act for the corporation (hereinafter referred to as "Committees of the Board") or be advisory committees, which lack such authority. Such resolution shall also state whether such committee is standing or special. There shall be such standing committees as are set forth in Sections 6.2 and 6.3 of this Article VI of these Bylaws, or as are otherwise approved by the Board. Members of all committees shall serve at the pleasure of the Board. Any committee having legal authority to act for the corporation, to the extent provided in the resolution of the Board, shall have all authority of the Board, except with respect to:

- (i) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law or these Bylaws also requires approval of the Members;
- (ii) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board;
- (iii) The fixing of compensation of the directors for serving on the Board of Directors or on any committee;
- (iv) The amendment or repeal of bylaws or the adoption of new bylaws;
- (v) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (vi) The appointment of other committees of the Board of Directors or the members thereof;
- (vii) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(viii) With respect to any assets held in charitable trust, the approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the California Nonprofit Corporation Law.

(b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article IV of these Bylaws applicable to meetings and actions of the Board of Directors. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require.

Section 6.2. Authorized Committees of The Board.

(a) In General. Authorized committees of the Board shall consist of the Executive Committee and any other committee as the Board may authorize from time to time.

(b) Membership of Authorized Committees. Only directors may be appointed to authorized committees of the Board. Each authorized committee of the Board shall consist of two (2) or more directors. The Board may designate one (1) or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

(c) Executive Committee. The Executive Committee shall be comprised of not less than seven (7) directors at least a majority of which are government directors and is empowered to represent the Board of Directors and act on behalf of the Board of Directors in all actions which do not require a vote of the Board as identified in Section 6.1; provided, however, that the Executive Committee shall have no power to take any of the actions set forth in Section 7212 of the California Nonprofit Corporation Law. The Executive Committee shall consist of four (4) Government Members, the Chair of the Board of Directors, and two (2) Private Sector Members. For the first three (3) years of the entity's existence, the cities of Brea, Diamond Bar, Chino Hills and Pomona shall be the Government Members on the Executive Committee.

Section 6.3. Advisory Committees.

(a) In General. Advisory committees shall consist of the Finance Committee, and, Nominating Committee, and such other committees as the Board may authorize from time to time. Each such committee shall be deemed discharged when a new committee is appointed for the same task.

(b) Membership of Advisory Committees. Advisory committee membership may consist of directors only, or directors and nondirectors, provided that at least two (2) members of any advisory committee must be directors. Advisory committees may also include nonvoting members and alternate members. The chair and members of advisory committees shall be appointed by the Chair of the Board or

the Board. Advisory committees shall have no legal authority to act for the corporation, but shall report their findings and recommendations to the Board of Directors.

(c) Nominating Committee. Except as provided under Section 4.4 of these Bylaws, the Nominating Committee, on behalf of the Board of Directors, shall have the non-exclusive power to nominate individuals to serve as Director Nominees of the corporation. In all decisions relating to the nomination of Director Nominees, the Nominating Committee shall consider the Nomination Requirements specified or established pursuant to Section 4.4 of these Bylaws and the Board of Director composition requirements of Section 4.2 of these Bylaws. In addition to having exclusive power to nominate Director Nominees, the Nominating Committee's responsibilities shall include: recommending from time to time, Nomination Requirements, as contemplated by Section 4.4 of these Bylaws, reviewing the qualifications of candidates for the Board of Directors from whatever source received; recommending to the Board of Directors candidates to fill vacancies of directors pursuant to Section 4.5 of these Bylaws; recommending to the Board of Directors the specific amounts of stipends paid to directors pursuant to Section 4.17 of these Bylaws; recommending to the Board of Directors the selection of committee chairmen; and recommending to the Board of Directors the actual assignments of individual directors (by name) to authorized committees of the Board and Advisory Committees.

Section 6.4. Special Advisory Committees. From time to time, the Chairman of the Board or the Board of Directors may appoint one (1) or more special advisory committees.

Section 6.5. Term of Office. The chair and each member of any committee shall serve until the next annual election of directors and until his or her successor is appointed, or until he or she otherwise ceases to qualify as a chair or member, as the case may be, of any committee.

Section 6.6. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

Section 6.7. Meetings; Quorum. Each committee shall meet as often as necessary to perform its duties at such times and places as directed by its chairman or by the Board of Directors. The presence at a committee meeting of a majority of the committee's members shall constitute a quorum at such meeting, provided that at least two (2) committee members are present. Committee members may participate in a committee meeting through the use of conference telephone or similar communications equipment as long as all committee members participating in such meeting can hear one another. A committee member's participation in a meeting in accordance with this Section 6.7 shall constitute that committee member's presence in person at such meeting for all purposes, including determining whether a quorum exists.

ARTICLE VII GENERAL PROVISIONS

Section 7.1. Voting Shares, Memberships, etc.. The corporation may vote any and all shares held by it in any other corporation and any and all memberships held by it in any other nonprofit corporation, limited liability company partnership or other form of entity by such officer, agent or proxy as the Board of Directors may appoint, or in the absence of any such

appointment, by the Chair of the Board or by any Vice President who is also a director and, in such case, such officers or any of them, may likewise appoint a proxy to vote said shares or memberships.

Section 7.2. Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and any and all securities owned or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 7.3. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof, executed or entered into between the corporation and any other person, when signed by the Chair of the Board [Executive Director] or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, and, unless so authorized by the Board of Directors, 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 for any purpose or amount.

Section 7.4. Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board of Directors and committees of the Board shall be made available for inspection upon the request of any Member or any director at any reasonable time. Such inspection may be made in person by the Member or by the director or by an agent or attorney of the Member or the director.

Section 7.5. Annual Report; Fiscal Year. The Treasurer shall cause an annual report to be prepared and sent to each Member, each member of the Board of Directors, and to such other persons as the Board of Directors may designate, no later than one hundred twenty (120) days after the close of the fiscal or calendar year. Such annual report shall be prepared in conformity with the requirements of the California Nonprofit Corporation Law now in effect and as it may hereafter be amended.

The fiscal year of the corporation shall be July 1 to June 30.

Section 7.6. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VIII INDEMNIFICATION

Section 8.1. Indemnification. Agents of the corporation shall be indemnified by the corporation to the fullest extent allowable under Section 7237 of the California Nonprofit Mutual Benefit Corporation Law and in a manner acceptable to the Board of Directors.

Section 8.2. Definitions. For purposes of this Article VIII, "Agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation.

ARTICLE IX CONFLICTS OF INTEREST

No contract or other transaction between the corporation and any domestic or foreign corporation, firm or association of which one or more of the corporation's directors are directors is either void or voidable because such director or directors are present at the meeting of the Board or committee thereof which authorizes, approves or ratifies the contract or transaction, if:

- (a) The material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board of Directors or the committee, and the Board of Directors or the committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors; or
- (b) As to contracts or transactions not approved as provided in paragraph (a) of this Article IX, the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

This Article IX does not apply to self-dealing transactions as defined and governed by Section 5233 of the California Nonprofit Corporation Law.

ARTICLE X AMENDMENTS

Section 10.1. Amendments. These Bylaws or any part thereof may be amended or repealed, and new Bylaws may be adopted only by (i) the affirmative vote of a Board of Directors (e.g., by a majority of the directors at a duly called meeting at which a quorum is present or by the unanimous written consent of all directors) plus the subsequent approval of the Government Members and the Private Sector Members, or (ii) by the majority vote or written ballot of the Government Members and the separate majority vote or written ballot of the Private Sector Members.

Section 10.2. Record of Amendments. Whenever a new Bylaw or amendment to these Bylaws is adopted, it shall be included in the corporate minute book with the original Bylaws. If any Bylaw or amendment to these Bylaws is repealed, the fact of repeal with the date of the meeting or action by written consent when said repeal was adopted shall be stated in a writing placed in the corporate minute book with the original Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly appointed and acting Secretary of The Four Corners Institute, a California nonprofit mutual benefit corporation; and
2. That the foregoing Bylaws, consisting of sixteen (16) pages, exclusive of the cover sheet, table of contents and Exhibit A, constitute the Bylaws of said corporation effective as of January __, 2006, as approved and ratified by the Board of Directors of said corporation.

IN WITNESS WHEREOF, I have executed this Certificate as of February, __, 2006.

Secretary