

CALIFORNIA GEOTHERMAL HEAT PUMP ASSOCIATION, INC.

Corporate ByLaws

ARTICLE 1. NAME OF ASSOCIATION

The registered name of the corporation shall be the California Geothermal Heat Pump Association, Inc.. It shall operate under the trade name CaliforniaGeo, hereafter referred to as CaliforniaGeo, a nonprofit corporation incorporated under the laws of the state of California.

ARTICLE 2. PURPOSE

The purpose of CaliforniaGeo is to promote government, industrial stakeholder, and public understanding of geothermal heat pump systems and to provide education, standards and resource information that fosters wider use of this technology and ensures the highest quality systems and services for California residents, businesses, academic and government institutions. CaliforniaGeo advances sustainable technologies that utilize renewable earth (geo) energy for heating and cooling the built environment.

ARTICLE 3. IRS §501(c)(6) CORPORATE STATEMENT

3.1 The Corporation is organized as a trade association exclusively for persons and professionals having a common business interest in the promotion of the business environment for lines of business whose purpose involves the manufacture, installation, operation and related services for geothermal energy on a commercial or residential scale.

3.15 CaliforniaGeo intends to stay clear of anti-trust violations under applicable laws. Therefore, at the opening of every regular Board meeting a condensed reference statement shall be read by the chair attesting to this effort.

“The consequences of violating the antitrust laws can be serious to the California Geothermal Heat Pump Association, its members, and individuals representing the member companies. Violations of the federal antitrust laws may be felonies, which can subject an individual to substantial monetary fines and to imprisonment, and can subject the California Geothermal Heat Pump Association or member companies to monetary fines, civil liability for treble damages, and to injunctions that could impair any or all our members’ companies’ ability to compete effectively. Thus, out of an abundance of caution, if today’s discussion appears to implicate, to any degree, any of the proscribed topics outlined in California Geothermal Heat Pump Association Antitrust Guidelines, such discussion shall be terminated immediately by the Chair (or acting Chair). Any questions about the propriety of a discussion should be raised immediately.”

3.2 The Corporation qualifies as a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The purpose of the Corporation is to improve the business conditions and promote the common interest of one or more lines of business that involve the manufacture, distribution, installation, marketing, sales and related services that all involve the implementation of geothermal energy technologies. The Corporation will act to influence policy-making and promote available legal and business avenues in the area of common business interest, but the Corporation will not engage in a regular business of a kind ordinarily carried on for profit or render particular goods or services to benefit individual members.

3.25 CaliforniaGeo intends to field questions about geo heat pump technology and utilization from interested parties either by email or phone call through the Contact Us page on our website. We intend to provide only general support and encouragement regarding the technology, directing inquirers to pages on our website for illustration and example. We do not intend to perform design work for any job or recommend any particular application of geo technology toward anticipated projects. Instead,

upon reaching our limits, we will direct the inquisitor to our website's [Member Directory](#), where our licensed and/or certified and/or bonded professionals are located. These professionals will handle the result of our encouragement provided to the public.

- 3.3 The Company is organized to receive and administer funds for such purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income there from for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "business trade association" under the federal income tax exemption of the Corporation pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the California law for policy, legal, business, scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

ARTICLE 4. MEMBERSHIP

- 4.1 Requirements. Any person who shall subscribe to the mission of the Association shall be eligible for membership upon meeting the following requirements:
- A. Qualifies for a membership category as established by the Board of Directors
 - B. Pays the applicable membership fee
 - C. Complies with all governing documents and policies and such rules, regulations and policies as may be adopted by the Board of Directors
- 4.2 Membership Dues and Term. Membership dues and fees shall be established by the Board of Directors. The term of membership shall be for a period of 12 months beginning upon the latter date of receiving dues payment and approval of the membership application. Invoices for annual renewal will be sent to members one month before payment would become delinquent.
- 4.3 Termination. Membership may be revoked if any of the following conditions apply:
- 4.3.1 Failure to pay annual dues – if a Member fails to pay the annual dues within 60 days of the membership dues invoice date
 - 4.3.2 Non-compliance – if a Member is found to be in non-compliance with any Association Bylaws, rules, regulations, codes or other governing documents. In such case, the Member shall be notified of the impending membership revocation with specific details of the non-compliance. The Member will have a 30-day period in which to respond to the non-compliance. The Board of Directors will review all information submitted by the Member and make a determination of membership status within 30 days of receipt of the Member's non-compliance response, based on a 2/3 vote of the Board. Failure by the Member to respond within 30 days of the non-compliance notification will forfeit any rights by the Member to seek recourse with the Board of Directors and the termination will be final.
 - 4.3.3 Resignation – a Member may resign at any time by giving written notice via email to an Association

Officer or letter to the corporate address. The resignation will be effective as of the date specified or upon receipt by the Association if no date is specified. Any Member who resigns shall not receive a refund of any dues or other payments made to the Association.

4.3.4 Membership may be revoked by a majority vote of the Board of Directors.

4.4 Responsibility of Debts. Neither termination nor resignation shall release the Member from debts or liabilities (if any) owed to the Association at the time of termination or resignation.

4.5 Non-Liability for Debts. The property of the Member of this Association shall be exempt from execution for the debts of the Association. No Member shall be liable or responsible for any debts or liabilities of the Association.

4.6 Transfer of Membership. Membership in the Association may not be transferred.

ARTICLE 5. MEETINGS OF MEMBERS

5.1 Association members may attend regular meetings of the Board of Directors with advance notice to an Association Officer (to facilitate joining these electronic meetings).

5.2 Members will be free to join the discussion and raise new business items for future meetings but will be non-voting for motions under Board consideration. The exception is that members may nominate and vote during the election of member nominees who will vie for available director seats. This section will be controlled by provisions in Sections 6.3 and 6.5.

5.3 Alterations to meeting agendas, new business, and additional topics for discussion or action can be suggested by any member in attendance provided a motion is made, seconded, and passed by the majority of the quorum.

ARTICLE 6. DIRECTORS

6.1 Authority. The Board of Directors of the organization shall direct and manage the property, nonprofit activities and other business affairs of the organization, and will elect all Officers of the organization. All Corporate powers shall be exercised by or under the authority of the Board, subject to any limitations set forth in the Articles of Incorporation and in these Bylaws. The rights and responsibilities of the Board may not be transferred to any third party.

6.2 Number. The Board shall consist of not less than 5 and not more than 13 Directors. The Board shall be comprised of dues paying members of the organization.

6.3 Board Composition. The Board shall strive to maintain balance by including representation from all membership levels. Board membership may be drawn from the following industry groups: drillers, contractors, architects, engineers, manufacturers and their distributors and representatives, utilities, and consultants and organizations, service providers, government, and non-profit organizations. The Affiliate membership category shall be limited to one Board seat after a minimum of one year's membership.

6.3.1 Qualifications. Directors shall be voting Members of the Association in good standing and must demonstrate either a professional affiliation with the geo heat pump industry or be an Affiliate member.

6.4 Term of Office. Directors shall serve a two-year minimum term of office, beginning with their first scheduled Board meeting. Their term ends after a maximum of nine (9) years' service, resignation, or by removal by procedures in Section 6.8.

6.5 Nomination. Open Board seats due to term limits, resignation, or removal shall result in an announcement to the Association membership that nominations for that seat will be sought at the next regularly scheduled meeting (or a specially-called meeting) for the purpose of nominating a replacement(s) who could become elected through an email-based vote. It is a goal of the Association to maintain a balance in representation on the Board from among contractors, manufacturers, design professionals, suppliers, academic, government and others whose activities are relevant to the purposes and mission of the Association.

6.5.1 Each candidate for nomination to the Board of Directors shall submit the following information to a current Association Officer via email: 1) the endorsement of a current Member, 2) a bio-sketch, 3) a statement of why the nominee would like to serve as a CaliforniaGeo Director and 4) a business photo. Acceptance of the candidate's nomination shall be verified by staff, based on fulfillment of the candidate qualifications as described in Section 6.3 and compliance with the submittal requirements 1-thru-4 of this section. Upon verification of the nomination, the candidate's bio-sketch and statement shall be placed on the ballot and distributed to all Members entitled to vote prior to the election date.

6.6 Election. Directors shall be elected by the Members entitled to vote.

6.6.1 Ballots. Voting shall take place via secure electronic ballots or written ballots.

- A. Delivery of written ballots or notice of electronic ballots shall be provided to each Member in the same manner as provided for notice of a meeting of the Members.
- B. Number. Each Member shall vote for one candidate less than the number of total candidates in the election, but with at least one vote (or an abstention) if only one candidate appears on the ballot.
- C. Vote Count. The specified number of Directors to be elected receiving the most votes shall be elected and an emailed announcement to the membership will follow.
- D. Tie. In the event of a tie vote for a Director position, a second ballot will be distributed to all Members for the sole purpose of casting a single vote to break the tie.

6.7 Resignation. A Director may resign at any time by delivering written notice to the Board. The resignation will be effective at the time specified in the resignation or upon receipt by the Board of Directors if no time is specified.

6.8 Removal. Any Director may be removed from office by an affirmative vote of two-thirds of the entire Board at any meeting of the Board of Directors or at a special meeting called for that purpose. This provision also covers serving Officers of the Board, in keeping with section 8.5.

6.9 Vacancies. Any vacancy or newly created position on the Board of Directors shall be filled pursuant to Sections 6.3, 6.5, and 6.5.1. Absent nominations from the Association membership (exclusive of the Board) the vacancy may be filled by a majority vote of the remaining Directors. Each Director elected to fill a vacancy under this section shall hold office a minimum of two years before facing re-election by the Membership, or for one year in the case of a newly created position.

6.10 Compensation. The Board shall establish the compensation of Directors, if any.

6.11 Immediate Past President. To the extent that the Immediate Past President does not continue to serve as an elected Director, the Immediate Past President shall serve as a Member of the Board of Directors, with voting rights, until such time that there is a succeeding Immediate Past President. If an immediate past president resigns their post and Association membership simultaneously, the post will remain vacant until the end-of-service of the succeeding president.

ARTICLE 7. MEETINGS OF DIRECTORS

7.1 Regular Meetings. Regular meetings of the Board shall be held at such place and on such date and hour and by such means as shall from time to time be fixed by Board consensus. Advanced posting of regular meeting dates and times will be made on the organization's website.

7.1.1 Annual Meeting. The Board of Directors will hold a day-long meeting each year at a location of their choice within or immediately adjacent to California for the purpose of evaluating the past year's Officer, Board, and Association effectiveness and to set strategy for the coming year. Section 7.4 on qualifications for a quorum shall apply.

7.1.2 Association Officers. Association Officers' performance and capability will be reviewed by the entire Board at the annual meeting and consensus or a Board vote shall retain, retire, or select replacement Officers from within the Board for the ensuing year.

7.2 Special Meetings. Special meetings of the Board may be called by the Board, the President, or any two Directors, to be held at such date, time and place as the Board, the President or Directors calling the meeting shall specify in the notice of that meeting.

7.3 Notice and Waiver of Notice. Any written notice of each annual, regular, and special meeting of the Board of Directors will state the time, place, and purpose of the meeting. Unless otherwise provided in these bylaws, notice may be given to each Director by regular mail, e-mail, telephone, facsimile, in person, or by other electronic means between 15 and 60 days before the date specified for the meeting. If the Board of Directors adopts the meeting schedule, or if it has announced the date and time of the Board of Directors meeting at a previous meeting, no notice is required. A Director may waive notice of the Board of Directors meeting before, at or after the meeting, orally, in writing, by electronic communication, or by attendance. The attendance of a Director at any meeting is a waiver of notice of the meeting unless such Director objects at the beginning of the meeting to the transaction of business because no one has lawfully called or convened the meeting, and such Director does not participate in the meeting.

7.4 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business. Any Director participating remotely as defined in Section 7.6 is included for quorum purposes.

7.5 Voting. A Director must be present, in person, by telephone, web access, video conference, or by similar means of real-time remote communication where all persons participating in the meeting can simultaneously communicate with one another, to vote on any action taken by the Board of Directors or to participate in any discussions of matters before the Board of Directors.

A. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board, except as to any question upon which any different vote is required by law or these Bylaws. A Director is entitled to one vote and there shall be no voting by proxy, fax or mail unless the issue to be decided is one where all Directors will be transmitting their own vote outside of a live meeting.

B. Without a quorum, a majority of the Directors present may adjourn the meeting until a quorum is present. If a quorum is present when the meeting convenes, the Directors present may continue to transact business until adjournment.

C. A Director who is present at a meeting when action is taken is deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting, (2) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) the Director delivers written notice of the Director's dissent or abstention to the Officer presiding at the meeting before its adjournment or within two (2) days after adjournment. A Director who votes in favor of the action shall have no right of dissent or abstention.

7.6 Meeting by Means of Remote Communication. Members of the Board of Directors of the organization, or any committee designated by such Board of Directors, may participate in a meeting of such Board of Directors or committee by telephone, phone conference, video conference, or by similar means of remote communication by which all persons participating in the meeting can simultaneously hear one another. Participation in a meeting pursuant to this section will constitute presence in-person at such meeting.

7.7 Action Without a Meeting. Action required or permitted to be taken by the Board at any meeting may be taken without a meeting if a majority of the board agrees (concurrently or in advance) to deliberate and vote on the issue or measure. In such cases, Association records will be amended for either the previous or following meeting where all Board members are present. Notation of such action will be subject to approval in the same minutes as for the action's preceding or following minutes and will be logged with minutes as a Board action without a meeting.

7.8 The Board of Directors may conduct business via electronic communication. Any business otherwise permitted by this Article may be conducted via electronic communication by the same number of Directors that would be required to take the action at a meeting of the Board of Directors at which all Directors were physically or otherwise present in accordance with this Article.

ARTICLE 8. OFFICERS

8.1 Officers. The Officers of the Association shall be Directors currently serving on the Board and include a President, Secretary and Treasurer. To be considered for the office of President, a minimum of one year's service as a Board Officer is required. The same individual may simultaneously hold more than one office. For the operation and management of the organization the Board of Directors may deem other Officers or agents necessary. Each Officer will have powers, rights, duties, responsibilities and terms of office determined by the Board of Directors.

8.2 Election. Officers of the Association shall be elected annually as specified in Section 7.1.12 above. An Officer must receive the affirmative vote of a majority of the Directors present to be elected. All Officers shall be elected by the Board of Directors at the annual meeting or at such time as the Board chooses to schedule the election.

8.3 Term. Officers shall hold office for a minimum period of one year, beginning with the first Board meeting following their election and ending with either their re-appointment after one year or the installation of their elected successor.

8.4 Resignation. An Officer may resign at any time by delivering written notice to the Board. The resignation will be effective at the time specified in the resignation or upon receipt by the Board of Directors if no time is specified. Resignation by an Officer does not automatically result in their resignation from the Board of Directors unless that is their wish.

8.5 Removal. The Board may, by a two-thirds vote of the entire Board, remove any Officer at any time, with or without cause. Such removal becomes effective on the date specified by the Board. Removal of an Officer does not automatically result in their removal from the Board of Directors.

8.6 Vacancies. Vacancies in any office arising from any cause may be filled for the unexpired portion of the term by a majority vote of the Board at any regular or special meeting.

8.7 Delegation. Unless prohibited by a resolution of the Board of Directors, an Officer may delegate some or all of his or her duties and powers to other persons. Such Officers will remain subject to all responsibilities of the office and the standard of conduct for Officers with respect to the discharge of the duties and powers so delegated.

8.8 Reimbursement. The officers, agents and employees of the organization may be reimbursed for any reasonable expense incurred in rendering services that the Board of Directors determines directly furthers the purpose and best interests of the organization.

8.9 Compensation. The compensation, if any, of all Officers of the Association shall be fixed by the Board of Directors.

8.10 President. The President shall be an elected Director of the organization. The President may execute on behalf of the Association all contracts, deeds, conveyances and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the organization. The President *may* preside at all meetings of the Board and Members and perform other duties as the Board may designate.

8.11 Secretary. The Secretary shall be an elected Director of the organization. Unless provided otherwise by a resolution of the Board of Directors, the Secretary will attend all meetings of the Board of Directors, maintain records of the Board of Directors meetings, give notice to the Directors of Board meetings, and perform other duties prescribed by the Board of Directors.

8.12 Treasurer. The Secretary shall be an elected Director of the organization. Unless provided otherwise by a resolution of the Board of Directors, the Treasurer will oversee the financial affairs and records of the organization either directly or with employees, agents, accountants, advisors, and volunteers. The Treasurer will perform other duties prescribed by the Board of Directors or the President. If the President is also to serve as Treasurer (Article 8.1) she/he will submit accounting summaries to the Board Chair and one additional named Director in advance of all Board Meetings.

8.13 Chair of the Board. Shall preside at all meetings of the Board and Members and perform other duties as the Board may designate.

ARTICLE 9. EXECUTIVE DIRECTOR

The Board may designate an Executive Director to manage the day to day affairs of the Association. The Executive Director may be an independent service provider or employee of the Association and shall perform such duties as specified by the Board and/or the President. The Executive Director shall give notice of meetings held by the Members and the Directors at the direction of the Secretary. Compensation for the Executive Director shall be set by the Board.

ARTICLE 10. COMMITTEES

10.1 Executive Committee. The Board of Directors may act through an Executive Committee consisting of the elected President, Secretary, Treasurer and any Directors that the Board of Directors designates, such as the Past President. The Executive Committee will have the authority of the Board of Directors in the management of the organization between meetings of the Board of Directors and will maintain minutes of all proceedings. The Executive Committee shall remain subject to direction of the Board of Directors.

10.2 Other Committees. By majority vote of the Board, the Board of Directors may establish or dissolve various committees by resolution, and it may designate Directors, Officers or other persons to serve on these committees. Any committee will exercise the authority that the Board of Directors confers, and if requested, the committee will provide recommendations and other actions to the Board of Directors towards achieving specific corporate objectives. The President shall appoint a chairperson for each committee.

ARTICLE 11. ADMINISTRATION, BOOKS AND RECORDS

11.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, either generally or only in reference to specific instances.

11.2 Checks, Drafts and Deposits. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, agent or agents of the Association, and in such manner as shall be determined by resolution of the Board of Directors. All funds of the Association shall be deposited to the credit of the Association in such depositories as designated by the Board of Directors. Unless otherwise specified, duties in this section shall be performed by the Association's Treasurer.

11.3 Dissolution. Upon the dissolution of CaliforniaGeo, after paying or adequately providing for the debts and obligations of CaliforniaGeo, the remaining assets shall be distributed for one or more purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11.4 Authority to Borrow, Encumber Assets. No Director, Officer, agent, or employee of the organization shall have the power to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, or otherwise encumber except within the scope and to the extent of the authority delegated by resolution of the Board of Directors.

11.5 Execution of Instruments. All deeds, mortgages, bonds, checks, contracts and other instruments related to the business and affairs of the organization must be signed by an Officer or Officers, agent or agents or by any other person delegated such authority by resolution of the Board of Directors.

11.6 Deposit of Funds. All funds of the organization will be deposited to the credit of the organization in banks, trust companies, or other depositories designated by the Board of Directors. Funds may be withdrawn only as authorized by the Board of Directors.

11.7 Inurement. No part of the net earnings of CaliforniaGeo shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that CaliforniaGeo shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

11.8 Prohibited Activities. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

11.9 Fiscal Year. The fiscal year of the Association shall be from January 1 – December 31.

11.10 Books and Records. The Board of Directors must keep at the registered office correct and complete copies of the Articles of Incorporation, Bylaws, financial records and books of account, initial registration statements, applications and annual reports filed with the State of California and the Internal Revenue Service, membership records, a list of names and contact information for current Directors and Officers, and minutes of meetings of the Board of Directors, Members and any committees.

11.11 Inspection. A Member or Member's agent shall have the right to inspect and copy, during regular business hours and at the principal office of the Association, any of the records required to be maintained under Section 11.10 above. A Member or Member's agent shall also have the right to inspect and copy, during regular business hours and at the principal office of the Association, excerpts from minutes of any Director's meeting, records of action taken by the Members or Directors without a meeting, accounting records of the Association, and the Member Register; provided that the Member's demand is made in good faith and for a proper purpose, that the Member describes with reasonable particularity the purpose for inspection and the records to be inspected, and the records are directly connected with the Member's stated purpose. A Member may exercise these rights by giving the Association written notice thereof not less than five business days prior to the date the Member wishes to inspect and copy. The Association may impose a reasonable charge for copies of any records provided a Member to cover the costs of labor and material.

ARTICLE 12. GIFTS AND DONATIONS TO THE ASSOCIATION

12.1 Acceptance. Donations and gifts to the Association shall be subject to approval and acceptance by the Board. No gift or donation shall be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Association, except from the income or principal of such gift or donation so made.

12.2 Records. A full and complete record of all gifts to the Association shall be kept by the Executive Director or Treasurer and reported not less than annually to the Board.

ARTICLE 13. INDEMNIFICATION

Each Director or Officer now or hereafter serving the organization, and each person who serves at the request of or on behalf of the organization as a Director or Officer of any other organization, whether for profit, or not for profit, and their respective heirs, executors, and personal representatives of such person, shall be indemnified by the organization against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such person is made a party by relation to matters as to which such person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board of Directors, or otherwise. This indemnification does not extend to acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or any transaction from which the director directly or indirectly derived a personal benefit.

Determination of Extent of Indemnification: A majority of the Board of Directors not implicated in the subject legal action shall determine the extent and reasonableness of indemnification of a Director based on the provisions of California Law.

Insurance: The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation or who, while a director, officer, employee, fiduciary, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under California law.

ARTICLE 14. AMENDMENT OF BYLAWS

By The Board of Directors. The Board of Directors may amend the Association's Bylaws by adopting a resolution setting forth such amendment. Any proposed amendments will be voted upon at a meeting of the Board of Directors and will be adopted at such meeting upon receiving an affirmative vote of two-thirds of the Board of Directors.

Board Approved on an interim basis
July 18, 2019.