

BYLAWS
OF
LOCAL ENERGY AGGREGATION NETWORK
(LEAN ENERGY U.S.)
A CALIFORNIA PUBLIC BENEFIT CORPORATION
APPROVED BY THE BOARD OF DIRECTORS
OCTOBER 2012

TABLE OF CONTENTS

ARTICLE 1. PURPOSES	1
ARTICLE 2. FACILITIES	1
SECTION 2.01 PRINCIPAL OFFICE	1
SECTION 2.02 CHANGE OF ADDRESS	1
SECTION 2.03 OTHER OFFICES	1
SECTION 2.03 REAL ESTATE	1
ARTICLE 3. MEMBERSHIP.....	2
SECTION 3.01 NO VOTING MEMBERS	2
SECTION 3.02 NON-VOTING AFFILIATION.....	2
ARTICLE 4. GOVERNANCE STANDARDS	2
SECTION 4.01 SHARING CORPORATE PROFITS OR ASSETS PROHIBITED	2
SECTION 4.02 ASSETS IRREVOCABLY DEDICATED TO PUBLIC PURPOSES	2
SECTION 4.03 PROHIBITION OF EXCESS BENEFIT TRANSACTIONS	3
SECTION 4.05 NO COMPENSATION OF DIRECTORS OR OFFICERS AS SUCH	3
SECTION 4.06 BOARD APPROVAL OF COMPENSATION	3
SECTION 4.07 NON-LIABILITY OF DIRECTORS & OFFICERS.....	4
SECTION 4.08 INSURANCE FOR CORPORATE AGENTS	4
SECTION 4.09 INDEMNIFICATION BY ORGANIZATION	4
ARTICLE 5. THE BOARD OF DIRECTORS	5
SECTION 5.01 DUTIES AND POWERS OF THE DIRECTORS.....	5
SECTION 5.02 POWERS OF DIRECTORS	5
SECTION 5.03 DUTIES OF THE DIRECTORS	5
SECTION 5.04 NUMBER OF DIRECTORS.....	6
SECTION 5.05 RESTRICTION REGARDING INTERESTED DIRECTORS.....	6
SECTION 5.06 QUALIFICATION OF DIRECTORS.....	7
SECTION 5.07 ELECTION OF DIRECTORS	7
SECTION 5.08 TERMS OF OFFICE OF DIRECTORS	7
SECTION 5.09 VACANCIES, RESIGNATION, & REMOVAL	7
SECTION 5.10 CONDUCT OF BOARD MEETINGS; ELECTRONIC MEETINGS	8
SECTION 5.11 VOTES REQUIRED FOR BOARD DECISIONS.....	9
SECTION 5.12 QUORUM FOR MEETINGS	10
SECTION 5.13 PLACE OF MEETINGS	11
SECTION 5.14 REGULAR MEETINGS OF THE DIRECTORS	11
SECTION 5.15 SPECIAL MEETINGS OF THE DIRECTORS	11
SECTION 5.16 ANNUAL MEETINGS OF THE DIRECTORS	11
SECTION 5.17 NOTICE OF MEETINGS OF THE DIRECTORS.....	11
SECTION 5.18 WAIVER OF NOTICE & CONSENT TO HOLDING MEETINGS	12
SECTION 5.19 ACTION BY UNANIMOUS WRITTEN CONSENT	12
ARTICLE 6. COMMITTEES OF THE BOARD OF DIRECTORS	12
SECTION 6.01 APPOINTMENT OF EXECUTIVE & ADVISORY COMMITTEES.....	12
SECTION 6.02 EXECUTIVE COMMITTEE	14
SECTION 6.03 ADVISORY BOARD	15
SECTION 7.01 NUMBER OF OFFICERS	15
SECTION 7.02 QUALIFICATION, ELECTION, AND TERM OF OFFICERS	15
SECTION 7.03 REMOVAL AND RESIGNATION OF OFFICERS	16
SECTION 7.04 VACANCIES OF OFFICERS	16
SECTION 7.05 DUTIES OF CHAIRPERSON	16
SECTION 7.06 DUTIES OF VICE CHAIR	16
SECTION 7.07 DUTIES OF SECRETARY	16

SECTION 7.08	DUTIES OF TREASURER	17
ARTICLE 7.	FINANCIAL MANAGEMENT & CORPORATE RECORDS	18
SECTION 8.01	FISCAL YEAR OF THE ORGANIZATION.....	18
SECTION 8.02	EXECUTION OF INSTRUMENTS	18
SECTION 8.03	CHECKS AND NOTES.....	18
SECTION 8.04	DEPOSITS.....	19
SECTION 8.05	GIFTS	19
SECTION 8.07	ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS	19
SECTION 8.08	MAINTENANCE OF CORPORATE RECORDS.....	20
SECTION 8.10	DIRECTORS' RIGHTS TO INSPECT AND COPY.....	20
SECTION 8.11	PUBLIC'S RIGHTS TO VIEW AND COPY TAX RETURNS	20
ARTICLE 8.	AMENDMENTS	20
SECTION 9.01	AMENDMENT OF BYLAWS	20
SECTION 9.02	AMENDMENT OF ARTICLES.....	21
SECTION 9.03	PROHIBITED AMENDMENTS TO THE ARTICLES OF INCORPORATION	21
WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS.....		21

ARTICLE 1. PURPOSES

The mission of LOCAL ENERGY AGGREGATION NETWORK (hereinafter, "LEAN") is to accelerate the expansion and competitive success of clean energy CCAs nationwide. LEAN is fueled by the vision of, and its specific purposes include but are not limited to educating about and fostering: consumer energy choice and affordable electricity rates; rapid expansion of renewable power and energy efficiency; aggressive reduction of carbon emissions; local control of energy; the regional benefits that can be realized through expanded community choice aggregation, such as jobs creation and economic opportunity; and representing the interests of consumers in administrative and judicial proceedings concerning public utilities matters. .

LEAN is organized to do all such other acts as are necessary or appropriate to accomplish any of the purposes for which this organization is formed to the fullest extent as is permitted to nonprofit organizations under the laws of California.

ARTICLE 2. FACILITIES

Section 2.01 PRINCIPAL OFFICE

The corporation's principal office shall be fixed and located at such place in Marin County or the San Francisco Bay Area, California as the Board of Directors (the "Board") shall determine. Initially, the principal office shall be located at 655 Redwood Hwy., Suite 345, Mill Valley, CA, 94941. The Board is granted full power and authority to change said principal office from one location to another.

Section 2.02 CHANGE OF ADDRESS

The county of the organization's principal office set out above can be changed only by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the new address and effective date in the corporate binder; such address changes shall not be deemed an amendment of these Bylaws.

Section 2.03 OTHER OFFICES

The organization may also have branch or subordinate offices and facilities at such other places, within or outside of the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may designate from time to time.

Section 2.03 REAL ESTATE

LEAN may own, lease, manage, and otherwise invest in real estate, facilities, and improvements thereon, within or outside the State of California, without restriction except the requirement that such real estate holdings and practices be consistent with nonprofit law.

ARTICLE 3. MEMBERSHIP

Section 3.01 NO VOTING MEMBERS

This organization shall serve the public benefit. There shall be no voting members. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Organization Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this organization, require approval by a majority of all members or approval by the members, shall require the approval of the Board of Directors.

Section 3.02 NON-VOTING AFFILIATION

This organization may have a non-voting group of members whom desire to affiliate themselves with LEAN and identify themselves as a part of the LEAN Network.

ARTICLE 4. GOVERNANCE STANDARDS

Section 4.01 SHARING CORPORATE PROFITS OR ASSETS PROHIBITED

01. It shall be the express duty of Directors, Officers, and Board Committee Members to operate LEAN in a manner that furthers its charitable purposes as set out in its Articles of Incorporation. No Director, Officer, Board Committee Member, employee, contractor, or other person connected with this organization, or any private individual, shall receive any of the assets or distributions of net profit from the operations of the organization at any time. Specifically, but without limitation, no such persons may take the contacts, contracts, trade secrets, intellectual property, procedures, and protocols of the organization into their private hands or for their private use.
02. In making decisions for and about LEAN and its operations, programs, activities, assets, or net earnings, Directors, Officers, and Board Committee Members must place the duty to further LEAN's charitable purposes over any duty they may have to create financial benefit for any separate private enterprise that they may own or control. However, nothing in these Bylaws obligates Directors, Officers, or Board Committee members to manage or operate their separate private enterprises, if any, for the benefit of LEAN.
03. Where any doubt may arise as to whether a contemplated or actual transaction or involvement ("Transaction") might be in conflict with this provision, such Transaction must be disclosed to the Board of Directors in accord with the organization's Conflicts of Interest Policy. LEAN shall have all remedies available to it under law to remedy a prohibited sharing or distribution of LEAN's net profits or assets.

Section 4.02 ASSETS IRREVOCABLY DEDICATED TO PUBLIC PURPOSES

Upon dissolution of the organization, no Director, Officer, Board Committee Member, employee, contractor, or other person connected with this organization, or any private individual shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets. All Directors, Officers, Board Committee members, employees, contractors, or other persons connected with this organization shall be deemed to have expressly consented and agreed that on

such dissolution or winding up of the organization's affairs, whether voluntarily or involuntarily, the assets of the organization, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this organization and not otherwise.

Section 4.03 PROHIBITION OF EXCESS BENEFIT TRANSACTIONS

01. No “disqualified person” as defined under Section 4958 of the Internal Revenue Code or successor statutes, may engage in any “excess benefit transaction.” Directors, officers, employees, managers, and their families are, for the purposes of these Bylaws, considered to be disqualified persons, as are any entities in which at least 35 percent (35%) of the control or beneficial interest is held by such a person.
02. An “Excess Benefit Transaction” is generally any transaction in which an economic benefit provided by the organization to, or for the use of, any disqualified person exceeds the value of consideration received by the organization in exchange for the benefit.

Section 4.05 NO COMPENSATION OF DIRECTORS OR OFFICERS AS SUCH

"Within the Scope of Board and Board Committee Services" shall be understood to mean services performed to fulfill the duties of Directors, Officers, and Committee members that are set out in these bylaws or are delegated to Directors, Officers, or Committee Members from time to time by the Board or Board Committees. In their capacity and "Within the Scope of Board and Board Committee Services," persons serving as Directors, Officers, and Board Committee members shall serve as volunteers and without compensation. For example, Directors shall not be paid for the time they spend in Board meetings. Directors, Officers, and Board Committee members shall be allowed advancement or reimbursement of reasonable expenses incurred in the performance of their regular duties.

Section 4.06 BOARD APPROVAL OF COMPENSATION

01. Notwithstanding the above, persons who are Directors, Officers, and Board Committee Members may be compensated for providing services, goods, or rental space to LEAN that are in addition to and different from services that they freely provide to LEAN within the Scope of Board and Board Committee Services, so long as their compensation is determined in a manner consistent with the Conflicts of Interest Policy and the Board Approval of Compensation Policy, does not constitute an excess benefit transaction or private inurement, and provided that compensating that person does not result in the Board having too many Interested Directors, as set out in Article 5, Section 5.05 "Restriction Regarding Interested Directors."
02. For the purposes of illustration, if the Board does not already have the maximum number of Interested Directors, a person who serves as volunteer Director could, in addition to volunteering as a Director, be hired by the organization as a paid employee or consultant, could be paid for goods or property sold to the organization, or for space rented to LEAN, so long as: a) that conflict of interest is disclosed and voted upon in accord with the Conflicts of Interest Policy; and b) the compensation that LEAN pays for such services, goods, or space is set at or below fair market value in accord with LEAN's Board Approval of Compensation policies.

03. When a Director, Officer, Board Committee Member is compensated for services, goods, or space, in accord with the Board Approval of Compensation and Conflicts of Interest policies, the Board of Directors must consider comparable compensation information, deliberate, and expressly approve by formal resolution any compensation for services that will be paid to any Director, Officer, Board Committee Member.

Section 4.07 NON-LIABILITY OF DIRECTORS & OFFICERS

The personal liability of Directors and Officers for the debts, liabilities, or other obligations of the organization shall be limited to the greatest degree permitted by law under Section 5239 of the California Nonprofit Public Benefit Organization Law. Whenever a specific section of California or Federal law is mentioned herein, that reference shall be construed to mean the cited section as subsequently amended or successor statutes, if any.

Section 4.08 INSURANCE FOR CORPORATE AGENTS

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

Section 4.09 INDEMNIFICATION BY ORGANIZATION

01. Any Director, Officer, employee or other agent of this organization who is served with a claim or notice of a claim related to or arising from their participation on behalf of the organization may tender that claim to the organization for defense in accord with the organization's procedures for such tender. Nothing herein obligates the organization or its insurance carrier to provide a defense to the tendering party, but the organization may elect to provide a defense to the tendering party. Any such election to provide a defense to a claim shall be by majority consent of the Board of Directors.
02. To the extent that a person who is, or was, a Director, Officer, employee or other agent of this organization has been successful in defense of any claim brought against them related to or arising from their participation on behalf of the organization shall be indemnified against all expenses actually and reasonably incurred by the person in connection with their defense in such proceeding.
03. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this organization but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Organization Law.

ARTICLE 5. THE BOARD OF DIRECTORS

Section 5.01 DUTIES AND POWERS OF THE DIRECTORS

The Board of Directors holds both the ultimate authority and the responsibility for governing the organization.

Section 5.02 POWERS OF DIRECTORS

Subject to the provisions of the California Nonprofit Public Benefit Organization law and any limitations in the Articles of Incorporation and Bylaws, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.03 DUTIES OF THE DIRECTORS

In exercising their powers, it shall be the duty of the Directors to do the following, and the Board may delegate these duties as necessary and appropriate to foster leadership and responsibility in Board Committees, Executive Director, and staff, while retaining its ultimate authority and responsibility in all matters:

01. Further the Mission of LEAN in, to, and through all corporate activities and programs;
02. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this organization, by these Bylaws, or by LEAN's Board Agreement., including the Duty of Care, the Duty of Loyalty and Confidentiality, the Duty to Avoid Self-Dealing and Conflicts of Interest; and the duty to act in accord with the organization's governing Articles and Bylaws.
03. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents, contractors, vendors, and employees of the organization, and to assure compliance with employment and labor laws;
 - a. LEAN's daily operations shall be managed by the Executive Director. The Executive Director's compensation must be set by the Board of Directors. In accord with the Board Approval of Compensation and Conflicts of Interest policies, the Board of Directors must consider comparable compensation information, deliberate, and expressly approve by formal resolution any compensation for services that will be paid to the Executive Director
 - b. The Board of Directors shall establish compensation, hiring, and performance evaluation guidelines and standards for LEAN employees, contractors, and vendors that are subordinate to the Executive Director. These guidelines will include but not be limited to salary ranges for various job descriptions, and all hiring and compensation shall be subject to compliance with the organization's annual budget. Subject to the Board's ultimate authority and consistent with its guidelines as amended from time to time, the Board of Directors expressly

delegates the compensation, hiring, and performance evaluation of employees, contractors, and vendors that are subordinate to the Executive Director the Executive Director, who may but is not obligated to seek the recommendations of the Executive Committee on specific hiring and salary decisions. The Board may withdraw or limit this delegation to the Executive Director of some of its hiring, compensation, and performance review authority, upon recommendation of Executive Committee.

04. Establish policy and strategic direction of and for the organization, and ensure compliance with such policies and direction, including but not limited to policies concerning Conflicts of Interest, Board Approval of Compensation, Document Retention, and a Whistleblower Policy;
05. Meet at such times and places as required by these Bylaws;
06. Act as a deliberative body and be the ultimate conflict resolution body internal to the organization
07. It shall be the duty of the Directors to interpret and enforce the Bylaws, rules, and regulations of this organization, and to promote the objectives and purposes of the organization effectively, prudently, and enthusiastically. Directors shall actively participate in fundraising and other organizational activities, and shall develop opportunities for the organization to expand its programs and activities. Directors shall conduct themselves ethically, and uphold their duty of loyalty to the organization, as set forth in California Organizations Code Section 5231 of the California Nonprofit Public Benefit Organization Law, or successor statutes.

Section 5.04 NUMBER OF DIRECTORS

The organization shall have an uneven number of directors not less than three (3) Directors and not more than fifteen (15) Directors, with the exact number of Directors for each year to be fixed within these limits by approval of the Board of Directors at the annual Board of Directors meeting. Collectively, the Directors shall be known as the Board of Directors or the Board. The minimum number of Directors on the Board may be reduced below Three (3) by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 5.05 RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be Interested Directors. For purposes of this Section, "Interested Director" means either:

01. Any person currently being compensated by the organization for services rendered it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, consultant, or a person to whom rent, mortgages or other monies are being paid, or a major supplier of goods or services for money, or otherwise; or

02. Any brother, sister, mother, father, son, daughter, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5.06 QUALIFICATION OF DIRECTORS

Any "Qualified Candidate" may be elected to the Board of Directors. The Executive Committee or Nominating Committee (if and when one is designated) shall determine which persons are Qualified Candidates for the Board of Directors.

Section 5.07 ELECTION OF DIRECTORS

01. One seat on the Board of Directors shall be reserved for the 1 founder of LEAN, Shawn Marshall (the "Founder"), who shall have the unencumbered right to serve until they die, resign, or are removed for Cause as set out below in Article 5, Section 5.09(04)(B). The Founder may take sabbatical or medical leave upon formal written notice to the Board. In the event the Founder resigns or is removed for Cause, the Founder's right to an unencumbered lifetime Board seat thereupon terminates. The Founder's right to a board seat is personal to the Founder. It expires upon the death of that Founder, and is not transferrable to heirs or assignable to anyone.
02. Each member of the Board of Directors shall have one (1) vote, with voting by ballot only. Cumulative voting by Directors for the election of Directors shall not be permitted.
03. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to the Board of Directors.
04. The Board of Directors may fill vacancies on the Board pursuant to Article 5, Section 5.09.

Section 5.08 TERMS OF OFFICE OF DIRECTORS

Except for the Founder, whose term of office is set out above, each director initially elected to the Board of Directors upon the formation of LEAN shall hold office for 2-3 years and until the next annual or special meeting for election of the Board of Directors is held, and until his or her successor is elected and qualifies. During the first year of LEAN's operation, the Board of Directors shall establish staggered terms for Directors other than the Founder, and shall establish a written policy and record of those staggered terms.

Section 5.09 VACANCIES, RESIGNATION, & REMOVAL

01. Vacancies on the Board of Directors shall exist:
 - A. on the resignation, retirement, or death of any Director;
 - B. whenever the number of authorized Directors is increased; and
 - C. whenever the Board of Directors declares vacant the seat of any director who has been removed for Cause as defined below in sub-section 04 below.

02. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the Vice Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the organization would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.
03. Vacancies on the board may be filled with Qualified Candidates by approval of the board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. If this organization has members, however, vacancies created by the removal of a director may be filled only with Qualified Candidates nominated by the Nominating Committee by the approval of the members. The members, if any, of this organization may elect a director at any time to fill any vacancy not filled by the Directors. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.
04. Removal from the Board
 - A. Directors, including the Founder, may not be removed from the Board before their term expires except for "Cause" and pursuant to the "Due Process for Removal" set out below. Founder may be removed for "Cause" only with a Supermajority vote of the Board. Other Directors may be removed for "Cause" by a simple majority vote of the Board.
 - B. Cause for Removal consists of:
 - (1) Medical Incompetence: a determination by a majority vote of the Board that the Director is legally incompetent by one qualified physicians, one of whom has been appointed by the Board, one of whom is chosen by the Director subject to removal, and one selected by mutual agreement of the physicians selected by the Board and the subject Director; or
 - (2) Uncured Breach, Intentional Misconduct; Inactive: a determination by a supermajority vote of the Board that: a) the Director has breached and failed to cure such breach of their fiduciary duty to LEAN, the Board Agreement, or violated the Articles, Bylaws, Code of Conduct, or other LEAN Policies or Procedures; b) has engaged in intentionally tortious misconduct; or c) is "Inactive" in LEAN. "Inactive" means a complete failure to communicate with LEAN for a period of six months Any Director or Founder whom is on an approved sabbatical shall not be deemed to be Inactive, and a Director or Founder may not be removed while on a formally approved sabbatical.

Section 5.10 CONDUCT OF BOARD MEETINGS; ELECTRONIC MEETINGS

01. Any regular, special, or annual meeting of the Directors may be conducted, in whole or in part, by telephonic or electronic transmission, or by electronic video screen

communication, or similar methods, so long as all Board members can hear and interact with one another nearly simultaneously, including having an opportunity to read, hear, and participate in the proceedings of the meeting substantially concurrently with other Directors participating, and by methods that provide the Directors with an effective means to vote on matters submitted to the Directors. As with all meetings, a record of that vote or action must be maintained by the organization.

02. All meetings of the Board of Directors shall be presided over by the Chair, and may be chaired by a director appointed by the Chair. Board retreats may be led by a facilitator chosen by the Board. The Secretary of the organization shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 5.11 VOTES REQUIRED FOR BOARD DECISIONS

01. Each Director on the Board of Directors shall be entitled to one (1) vote. Pursuant to Cal. Corp. Code Section 5211(c), no director may vote at any meeting by proxy.
02. A "Simple Majority" shall mean a vote of fifty-one percent (51%) of all of the Directors participating in a meeting where a quorum has been established.
03. A "Supermajority" shall mean a vote of two-thirds (2/3) of the Directors participating in a meeting where a quorum has been established.
04. "Consensus" or "Unanimous Consent" shall mean 100% of the Directors participating in a meeting where a quorum has been established.
05. All acts or decisions taken by the Board on Major Matters shall require the **Unanimous Consent** of all the Directors at a meeting where a quorum has been established. Major matters include, but are not limited to the following, and all dollar amounts stated shall be as adjusted for inflation with the base year being 2012:
 - a. Dissolution or termination of the organization;
 - b. Any vote taken in writing without a meeting, pursuant to Corp Code 5211(b);
 - c. All decisions involving the borrowing, expenditure or potential expenditure of more than \$1,000,000.00;
 - d. Any item designated by a majority vote of the Directors to require unanimous consent.
06. Decisions that require a **Supermajority** vote of the Directors include:
 - a. Entry into contractual agreements valued at \$500,000.00 or over;
 - b. Removal of a Founder for Cause;

- c. The revocation or modification of any or all of the authority so delegated to the Executive Committee;
 - d. Indemnification of a Director;
 - e. Sale or acquisition of assets (by purchase or lease) valued over \$1,000,000.00;
 - f. All decisions involving borrowing money in the organization's name, or to finance any part of the purchase price of the organization's properties in amounts over \$500,000.00;
 - g. Accepting donations of real property.
07. Any matter designated by a Majority vote of the Directors to require a Supermajority vote.
08. All other decisions of the organization, including appointment of committees and appointment of committee members of the Board, may be made by a **Simple Majority** vote.

Section 5.12 QUORUM FOR MEETINGS

01. At all meetings of the Board of Directors, fifty-one percent (51%) of the total number of Directors who are elected to the Board of Directors' shall constitute a quorum for the transaction of business. For example, if eleven (11) Directors have been elected to serve on the Board of Directors, then a meeting has a quorum when six (6) directors are in attendance.
02. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this organization, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. When a meeting is adjourned for lack of a quorum, the Directors shall be given notice of the time and place the adjourned meeting will be reconvened, but it shall not be necessary to give any additional notice of the business to be transacted at such meeting, presuming that the agenda will be the same as it was for the adjourned meeting.
03. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum during the meeting due to a departure of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this organization.
04. Pursuant to Cal. Corp. Code Section 5211(c), no Director may vote by proxy; each Director entitled to vote must cast his or her own vote and shall not delegate the power to vote to anyone by a written proxy. Any proxy covering matters for which a vote is required shall not be valid.

Section 5.13 PLACE OF MEETINGS

Meetings shall be held at the principal office of the organization unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 5.14 REGULAR MEETINGS OF THE DIRECTORS

01. Regular meetings of Directors shall be held not less than twice a year.
02. Committees of the Board shall meet as determined by the Board.
03. During the months when no regular board meeting is held, and except where prohibited from doing so because unanimous or supermajority consent is required for the action, the Executive Committee through the Executive Director shall act with the authority of the Board of Directors and on its behalf and shall report any action taken at the next meeting of the Board of Directors.

Section 5.15 SPECIAL MEETINGS OF THE DIRECTORS

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

Section 5.16 ANNUAL MEETINGS OF THE DIRECTORS

Annual meetings of the Board of Directors shall be held within 90 days of the end of the organization's fiscal year. At each annual meeting of the Board of Directors, the then-seated Directors shall vote to elect the persons who shall serve on the Board of Directors. The election shall be held in accordance with the procedures set out in Article 5, Section 5.07 above.

Section 5.17 NOTICE OF MEETINGS OF THE DIRECTORS

01. Notice of all Board meetings shall specify the place, day and hour of the meeting. The purpose of any regular board meeting need not be specified in the notice. Such notices shall be addressed to each director at his or her email address as shown on the books of the organization.
02. Regular meetings of the Board that are held at the times and places regularly established by the Board for regular meetings of the Board may be held without notice.
03. Special meetings of the Board shall be held upon forty-eight (48) hours' notice delivered personally, by fax, or by email. If sent by fax or by email, notice shall be deemed to be delivered on its transmission by fax or email. If by personal delivery, notice shall be deemed to have been delivered when it is actually delivered in person. The purpose of

and agenda for any special meeting of the Board of Directors must be described, at least generally, in the special meeting notice. If notice is given by first-class mail, it must be given four (4) days before the special meeting.

Section 5.18 WAIVER OF NOTICE & CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided that a quorum is present. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the board.

Section 5.19 ACTION BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Board of Directors under any provision of these bylaws or law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action, so long as the total number of directors in then in office constitutes a quorum. For the purposes of this Section only, "all members of the Board" shall not include any "Interested Director" as defined in Section 5.05 of these Bylaws. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this organization authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

ARTICLE 6. COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.01 APPOINTMENT OF EXECUTIVE & ADVISORY COMMITTEES

01. Executive Committees. The Board of Directors may appoint standing Board Committees as it may deem desirable. Board Committees that exercise the authority of the Board are empowered to act for and on behalf of the Board, and may bind the organization just as the Board may bind the organization shall be understood to be executive committees. These executive committees must be comprised only of Directors, and no executive committee may exist without at least two Directors on the Committee, per Cal. Corp. Code Section 5212. Only duly appointed executive committee members who are Directors may vote on that committee's business. Persons who are not directors may be invited to attend committee meetings by the committee, and may contribute to discussion, but may not vote. Minutes of all executive committee meetings must be taken and retained in the formal records of the organization, per Cal. Corp. Code Sections 5215, 6320. The Board may delegate to an executive committee any of the powers and authority of the board in the management of the business and affairs of the organization, except under Cal. Corp. Code 5212, it may not delegate matters with respect to:

- A. The approval of any action which, under law or the provisions of these Bylaws, requires the unanimous approval of the directors or of a Supermajority of the directors;
 - B. The filling of vacancies on the board or on any committee which has the authority of the board;
 - C. The fixing of compensation of the Directors for serving on the board or on any committee, or fixing the compensation of any Officers, Directors, or Executive Director retained by the organization to provide services, goods, or facilities in addition to their volunteer scope of services rendered to and on the Board or Board Committees;
 - D. The amendment or repeal of Bylaws or the adoption of new Bylaws;
 - E. The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable;
 - F. The appointment of Committees of the Board or the members thereof;
 - G. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected;
 - H. The approval of any self-dealing transaction to which this organization is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Organization Law.
02. Advisory Committees. Advisory committees' recommendations are not binding upon the Board and must come to the Board for approval. The Board of Directors also may appoint standing or temporary advisory committees as it deems desirable. Persons who are not Directors may be appointed to, serve on, and vote in advisory committees. Advisory committee members may include staff, contractors, and volunteers with experience or expertise in the committee's area of responsibility. However, per Cal. Corp. Code Section 5212, any committee that includes persons who are not Directors may not exercise the authority of the Board, and therefore LEAN advisory committees do not and shall not exercise the authority of the Board. Only duly appointed advisory committee members, including those who are not Directors, may vote on that advisory committee's business.
03. The Board of Directors by a Simple Majority shall appoint persons to serve on committees, shall appoint the Chair of every committee, and may remove committee members and committee Chairs. Every Director must sit on at least one Committee.
04. All Board committees shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors. All Board committees shall assist the Board in overseeing and managing the programs and governance of the organization, and shall support, but not direct or supervise the staff of

the organization. The Board committees initially shall be those set out below, and the duties and scope of responsibility of these Board committees may be added to or changed by a Simple Majority vote of the Board of Directors without such change being considered an amendment of these bylaws. All changes in the duties and scope of responsibility of any Board committees must be stated in a formal Board resolution in Board minutes. So that changes in the duties and scope of responsibility of any Board committee remain quickly accessible, such resolutions shall be excerpted from the minutes, the excerpts shall be dated and certified by the Secretary, and stored immediately behind these bylaws in the corporate record book, in addition to being part of the complete Board meeting minutes. All committees of the Board are required to keep the Board informed about their work and actions taken within their authority. Directors who are not appointed to sit on a committee may attend meetings of any committee as a guest, if they wish to do so, but the organization shall have no obligation to pay travel or other expenses for directors who choose to sit in on meetings as guests.

05. The committees shall support and work collegially with the organization's staff, and shall not micromanage or direct the staff, or undercut the authority of the Executive Director or key senior staff. Key senior staff and the Executive Director may ask Board Committees for support and expertise on projects by submitting requests to the Committee Chair and/or attending committee meetings, and the volunteer committee members will consider it a top priority to evaluate and where reasonably prudent, to meet the requests made by staff to the committees through the formal channels for such requests.
06. The organization shall have such other committees or task forces as may from time to time be designated by the Board of Directors.

Section 6.02 EXECUTIVE COMMITTEE

01. The Executive Committee will be comprised of the Board officers and Founder. The Executive Committee may act for and on behalf of the Board of Directors between regular meetings of the Board, in accord with the standards set out in Article 4, and as expressly limited above in Article 6, Section 6.01 Appointment of Committees.
02. The Executive Committee shall plan in advance agendas for Board meetings and retreats; make strategic and planning recommendations to the Board.
03. The Executive Committee will hire an Executive Director and establish compensation guidelines and employee policies, and shall be responsible for implementation of such policies in the organization. After Executive Director is hired, the Executive Director is responsible for managing the staff, consultants, budget, and all daily operations of the organization. The Executive Director shall report to the Executive Committee and to the Board, in accord with a reporting procedure to be established and approved by the Board of Directors. Staff and consultants subordinate to the Executive Director shall report to the Executive Director.
04. The Executive Committee shall serve as the Board's liaison with the organization's legal counsel and certified public accountant, and may delegate some of that function to the

Executive Director. After such delegation, the Executive Committee remains empowered to contact legal counsel or the accountant directly, and nothing herein restricts the Board from delegating a director to contact the organization's or an independent legal counsel or certified public account directly concerning matters for which the Board needs advice or representation.

05. By a Supermajority vote of its directors then in office, the Board may at any time revoke or modify any or all of the authority delegated herein to the Executive Committee, may increase or decrease, but not below two (2), the number of Executive Committee members, and may fill vacancies on the Executive Committee from among directors on the Board.
06. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require, except that minutes of privileged attorney/client communications and personnel matters shall not appear in the regular minutes, and shall be kept separately. Decisions taken in closed executive sessions shall be memorialized in the meeting minutes.

Section 6.03 ADVISORY BOARD

01. The LEAN Board of Directors may wish to appoint an Advisory Board that is an advisory committee of the Board of Directors. It is comprised of prominent individuals who bring unique knowledge and skills to the organization which complement the knowledge and skills of the elected Board members in order to more effectively govern and raise the funds necessary to support the organization. Advisory Board membership may also be used to maintain formal and visible relationships with people who have particular strong status or relationships with the organization, for example, people whose terms have expired on the governing Board, leaders in the community and people with highly respected skills in certain program areas that are not within the parameters of other Committees.
02. The Advisory Board does not exercise the authority of the Board; that is, the Advisory Board cannot issue directives that must be followed as in the case with the governing Board of Directors, nor can it bind the organization to contracts. Rather, the Advisory Board serves to make recommendations and/or provide key information to the Board of Directors.

Section 7.01 NUMBER OF OFFICERS

The officers of the organization shall be the Board Chair, one Vice Chair, Secretary, and Treasurer. Any number of offices may be held by the same person except that the Treasurer may not serve as the Chairperson of the Board.

Section 7.02 QUALIFICATION, ELECTION, AND TERM OF OFFICERS

Only duly elected members of the Board of Directors may be elected to be an officer of the organization. Officers shall be elected at the annual meeting of the Board of Directors. The

terms of office shall be for one (1) year. Directors may be re-elected for successive terms. In the event that an officer becomes unable to serve, a new officer shall be elected by a majority vote of the Board of Directors.

Section 7.03 REMOVAL AND RESIGNATION OF OFFICERS

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

Section 7.04 VACANCIES OF OFFICERS

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

Section 7.05 DUTIES OF CHAIRPERSON

The Chairperson of the Board shall be the highest ranking officer of the organization and shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this organization, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. In particular, but without limitation, the Board Chair shall serve as the coordinator of the Board of Directors, and shall be responsible, along with the Executive Director, for the morale and effectiveness of the Board of Directors. The Chair of the Board shall be entitled to vote on all matters.

Section 7.06 DUTIES OF VICE CHAIR

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

Section 7.07 DUTIES OF SECRETARY

The Secretary shall:

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

02. Keep at the principal office of the organization or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of Committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
03. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
04. Be custodian of the records Exhibit at all reasonable times to any Director of the organization, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the organization;
05. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors;
06. Be responsible for the preparation of any annual reports.

Section 7.08 DUTIES OF TREASURER.

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall, in collaboration with the Executive Director, to whom most daily functions shall be delegated, and in consultation with the organization's certified public account and legal counsel as necessary, exercise reasonably diligent oversight of the:

01. Custody, receipt, and disbursement of all funds and securities of the organization, and deposit of all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
02. maintenance of adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
03. preparation of the financial statements to be included in any required financial reports, including tax returns. If the Treasurer delegates the responsibility for preparing the financial statements to the Executive Director or other delegate, the Treasurer shall meet with that person regularly to understand and supervise the work. The Treasurer will ensure that periodic financial statements are prepared and presented to the Board of Directors at each regularly scheduled Board meeting;
04. consolidation of committee and staff budget projections into the projected annual budget and present that to the Board of Directors to review before and at the annual budget meeting;

05. exhibition at all reasonable times the books of account and financial records to any director of the organization, or to his or her agent or attorney, on written request therefor;
06. performing all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7. FINANCIAL MANAGEMENT & CORPORATE RECORDS

Section 8.01 FISCAL YEAR OF THE ORGANIZATION

The fiscal year of the organization shall begin on January 1 and end on December 31 of each year.

Section 8.02 EXECUTION OF INSTRUMENTS

01. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer, executive, or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.
02. The Board of Directors hereby delegates this authority and responsibility to the Executive Director, except in the instances where these Bylaws Section 5.11 above provides that a vote of the Board of Directors is required for approval. The Board may modify this delegation of authority to the Executive Director by a unanimous vote of the Board.
03. Unless expressly authorized by the Board of Directors, no officer, executive, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.03 CHECKS AND NOTES

All expenditures must be within LEAN's budget approved by the Board of Directors unless the Executive Committee expressly approves an expenditure above the amount budgeted within the range granted to it. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed as follows:

01. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization in an amount equal to or under \$20,000.00 may be signed by the Executive Director; and
02. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization in an amount of \$20,001.00 or over must be signed by an Executive Director and a member of the Executive Committee.

03. The Board of Directors may resolve to change the amounts and who and how many signatures are required on checks set out in this section from time to time as a matter of policy and shall memorialize such a change not only in the meeting minutes but also in LEAN's formal policies and procedures. Such a change in amount shall not be deemed to be an amendment of these bylaws.

Section 8.04 DEPOSITS

All funds of the organization shall be deposited regularly to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.05 GIFTS

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the charitable or public purposes of this organization, and may delegate authority to assess the advisability of accepting any particular gift or types or sizes of gifts to an executive committee or Executive Director.

Section 8.07 ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

01. This organization shall mail or deliver to all Directors and to members, if any, a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:
 - a. any transaction in which the organization, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest.
 - b. any director or officer of the organization, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or
 - c. any holder of more than ten percent (10%) of the voting power of the organization, its parent or its subsidiary.
02. The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000).
03. Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Organization Law.
04. Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the

organization, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

Section 8.08 MAINTENANCE OF CORPORATE RECORDS

The organization shall keep at its principal office in the State of California:

01. Minutes of all meetings of Directors and, Committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
02. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; and
03. A copy of the organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

Section 8.10 DIRECTORS' RIGHTS TO INSPECT AND COPY

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

Section 8.11 PUBLIC'S RIGHTS TO VIEW AND COPY TAX RETURNS

The organization's tax returns and minutes of the meetings of the Board of Directors and Board Committees, except for sections of such meetings held in executive session, shall be available to the public for inspection and copying during regular business hours. The organization shall cooperate with all public disclosure laws and regulations.

ARTICLE 8. AMENDMENTS

Section 9.01 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit organizations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

01. By super majority approval of the Board of Directors;
02. Amendments to the Bylaws, rules, and regulations of this organization shall be made only at the annual meetings of the Board of Directors, or at a special meeting of the Board of Directors expressly called for that purpose.

- 03. Amendments to the Bylaws, rules, and regulations to be voted on at the annual meeting or at a special meeting of the Board of Directors shall be forwarded to the Directors and Officers thirty (30) days prior to the annual regular meetings; and
- 04. An amendment shall be deemed adopted by an affirmative vote of all of the Directors present at an annual meeting duly held at which a quorum is present.

Section 9.02 AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by super majority approval of the Board of Directors at an annual meeting of the Board of Directors.

Section 9.03 PROHIBITED AMENDMENTS TO THE ARTICLES OF INCORPORATION

Notwithstanding anything in these bylaws, this organization shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this organization, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the organization has filed a "Statement by a Domestic Non-Profit Organization" pursuant to Section 6210 of the California Nonprofit Organization Law.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons duly elected as the initial Directors of LEAN, a California nonprofit public benefit corporation.

Date _____

Date _____

Dan Douglass, Director

John Kelly, Director

Date _____

Date _____

Shawn Marshall, Director

Jeff Shields, Director

CERTIFICATE OF OFFICERS

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

Date _____

Date _____

Shawn Marshall, Secretary

John Kelly, Chairperson