



BYLAWS
OF
SANTA MONICA BAY RESTORATION FOUNDATION

A California Public Benefit Corporation

ARTICLE I

The name of this corporation shall be the Santa Monica Bay Restoration Foundation (aka The Bay Foundation). The corporation may carry out its purpose, as described below, under any other name or names that may be approved from time to time by Board of Directors. The corporation may carry out its purpose, as described below, under any other name or names that may be approved from time to time by Board of Directors.

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office for the transaction of the business of the corporation ("principal executive office") is located at Los Angeles County California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III

OBJECTIVES AND PURPOSES

The purposes of the corporation are to assist in the restoration and enhancement of the Santa Monica Bay and other coastal waters. The Foundation shall complement the work of the Santa Monica Bay Restoration Commission as directed by its Board of Directors.

To accomplish these purposes, the corporation may receive, hold and disburse gifts, bequests, devises and other funds, and may own and maintain or lease suitable real estate and buildings, and any personal property which is deemed necessary for these purposes; and to enter into, make and perform and carry out contracts of any kind for any lawful purpose without limit as to amount.



ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and/or educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE VI

DIRECTORS

Section 1. Powers

1. General Corporate Powers. Subject to the provisions of the California Nonprofit corporation law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- a. Select and remove all chairmen, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
- b. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any member's meeting or meetings, including annual meetings.
- c. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.



- d. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. Number and Qualification of Directors

1. The authorized number of directors shall be as set by resolution of the directors, but not less than one (1) or more than fifteen (15). Directors need not be residents of the state of California or members of the corporation. Each director shall hold office for a term of one year(s) and until his or her successor shall have been elected and qualified. The Foundation shall strive to maintain a Board that reflects the diversity of the Santa Monica Bay watershed stakeholders, including The Santa Monica Bay Restoration Commission.

Section 3. Vacancies

1. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by any order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the California Nonprofit Corporation Law.
2. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
3. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
4. Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.
5. Removal of Directors. The Board of Directors shall have Summary power by vote of a majority of its members then in office to suspend or to remove any member of the Board of Directors without cause, or for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of State of Federal law, these Bylaws, or of the rules and regulations of the Corporation which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such board upon the initiative of any member or members of such board. The proceedings of the Board of Directors in such matter shall be final and conclusive.



Section 4. Place of Meetings, Meetings by Telephone

1. Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 4, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.
2. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all the directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting. Participation in a meeting through use of electronic video screen communication or other communications equipment, other than conference telephone, pursuant to this subdivision constitutes presence in person at that meeting if all of the following apply:
 - a. Each member participating in the meeting can communicate with all of the other members concurrently.
 - b. Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.
 - c. Each member participating has consented in writing to electronic communications to and from the corporation.
 - d. The corporation adopts and implements some means of verifying both of the following:
 - i. A person participating in the meeting is a director or other person entitled to participate in the board meeting.
 - ii. All actions of, or votes by, the board are taken or cast only by the directors and not by persons who are not directors.

Section 5. Regular Meetings

1. Annual Meeting. The annual meeting of the Board of Directors shall be held on the third Thursday of the month of February in each year at 7:00 P.M. Should said day in any year fall on a holiday, the regular annual meeting of the directors in such year may be held on said hour on the next business day thereafter. The Board of Directors may, in its discretion, set another date and time for the annual meeting in any particular year.
2. Other Regular Meetings. Other regular meetings of the Board of Directors may be held at such days and times as the Board of Directors may from time to time designate, provided however, should said day fall upon a legal holiday, then said meeting may be held at said time on the next business day thereafter.



Section 6. Special Meetings

1. Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board or the President, or any Vice President, the Secretary, or any two directors.
2. Notice.
 - a. Manner of Giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (iv) by other electronic means. These shall include but are not limited to voice messaging, facsimile, telegraph or, provided that the director has consented in writing to electronic communications from the corporation, electronic mail (email). All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
 - b. Time Requirements. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or other electronic means shall be delivered, telephoned, or transmitted at least 48 hours before the time set for the meeting.
 - c. Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 7. Quorum

1. A majority of the actual number of directors, but not less than two or one-fifth of the authorized number, whichever is greater, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VI. If there is one director, that director is automatically the quorum. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. Those actions require the approval of a majority of all serving directors and must be done in strict compliance with said Law.
2. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8. Manner of Acting

Except as provided in Section 7. above, the act of the majority of the directors present at a meeting that a quorum is present shall be the act of the directors. All Board actions which are not taken by consensus shall have each director's vote (yes, not, abstain) recorded in the minutes.



Section 9. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall hold office for the unexpired term of his predecessor.

Section 10. Waiver of Notice

The transactions of any meetings of the Board of Directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjournment meeting to the directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting

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

Section 14. Fees and Compensation of Directors

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.



ARTICLE VII

COMMITTEES

Section 1. Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each constituted of two or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

1. Take any final action on matters that, under the Nonprofit Corporation Law of California, also requires members' approval or approval of the outstanding shares;
2. Fill vacancies on the Board of Directors or in any committee;
3. Fix compensation of the directors for serving on the Board or on any committee;
4. Amend or repeal Bylaws or adopt new Bylaws;
5. Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
6. Appoint any other committees of the Board of Directors or the members of these committees;
7. Approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings of directors with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

Section 3. Advisory Committees

The Board of Directors may also establish other committees having such members and duties as the Board may determine. These committees shall be advisory in nature only and shall not exercise any of the powers of the Board. No particular formalities are required for the meetings of these committees except as the Board may require.



ARTICLE VIII

OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, a Secretary, and a Chief Financial officer. The corporation may also have a Chair of the Board, one or more Vice Presidents and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the Board.

Section 2. Election of Officers

The Board of Directors shall elect the officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII.

Section 3. Subordinate Officers

The Board of Directors may appoint, and may authorize the Chair of the Board or the President or another office to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 4. Removal of Officers

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or (except in case of an officer chosen by the Board of Directors) by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Vacancies In Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7. Responsibilities of Officers

1. Chair of the Board. If such an officer be elected, the Chair of the Board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chair of the Board shall in addition, be the Chief Executive Officer of the corporation and shall have the powers and duties prescribed in Paragraph 2 below. In the absence of the Chair, the Board may elect a director to serve as a temporary Chair.



2. **President.** Subject to such supervisory powers as may be given by the Board of Directors to the Chair of the Board, if any, the President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He or she shall execute, with the Secretary, in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
3. **Vice President.** In the absence or disability of the President, a Vice President, if any, shall be designated by the Board of Directors to perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Chair of the Board.
4. **Secretary.** The Secretary shall attend to the following:
 - a. **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
 - b. **Notices, Seal and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
5. **Chief Financial Officer.** The Chief Financial Officer shall attend to the following:
 - a. **Books of Account.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection of any director at all reasonable time.
 - b. **Deposit and Disbursement of Money and Valuables.** The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the President and directors, whenever they request it, an account of all of his transactions as Chief Financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
 - c. **Bond.** If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind his possession or under his control on his death, resignation, retirement or removal from office.



ARTICLE IX

Section 1. Indemnity

The corporation may indemnify any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, as may be allowed by the California Nonprofit Corporation Law and any future amendments to it.

Section 2. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 3. Fiduciaries or Corporate Employee Benefit Plan

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE X

Section 1. Inspection by Directors

Every director shall have the absolute right, at any reasonable time, to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 2. Annual Report

The annual report shall be sent to the directors by the Chief Financial Officer not later than 120 days after the close of the corporation's fiscal year. Such report shall contain in appropriate detail, the following information duly certified by the Chief Financial Officer:

1. The assets and liabilities, including the trust fund, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
5. Any information required by California Corporations Code Section 6322.



ARTICLE XI

Amendments of these Bylaws may be proposed at any meeting of the Board of Directors or of the corporation. To become effective, they must receive a majority vote of the quorum of the Board present. The Bylaws may be amended at any time by the unanimous written consent of the Board of Directors.

ARTICLE XII

MEMBERSHIP

Section 1. Members

The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise require approval by such members shall require only approval of the Board.

Section 2. Associates

The corporation may refer to persons associated with it as “members” even though such persons are not members, within the meaning of Section 5056 of the California Nonprofit Corporation Law, and no such reference shall constitute anyone such a member. The corporation may confer, by amendment of its Articles or of these Bylaws, some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term “person” includes both the corporation and a natural person.



CERTIFICATE BY SECRETARY

I DO HEREBY CERTIFY AS FOLLOWS:

That I am the duly elected, qualified and acting Secretary of the above named corporation, that the foregoing Bylaws were adopted by the Directors of said corporation as the Bylaws of said corporation on _____.

IN WITNESS WHEREOF, I have set my hand this _____ day of _____, _____.

Secretary
