BYLAWS OF THE
CALIFORNIA REGIONAL COMMON GROUND ALLIANCE (CARCGA)
a California nonprofit mutual benefit corporation

PREAMBLE
The name of the Corporation shall be the CALIFORNIA REGIONAL COMMON GROUND ALLIANCE.

ARTICLE I.
PURPOSE AND OFFICES

Section 1.01. Purpose
The California Regional Common Ground Alliance (herein referred to as the "CARCGA") is a California nonprofit mutual benefit corporation organized to prevent damage to underground infrastructure by: (a) promoting and fostering safe excavation practices through a sense of shared responsibility for all stakeholders; (b) promoting education about California’s excavation law; (c) advocating for damage prevention practices in California; and (d) encouraging stakeholders to provide facility events into the CARCGA Damage Information Reporting Tool (DIRT) program.

Section 1.02. Principal Office
The Executive Board of Directors (hereinafter referred to as the "Board") shall determine, and may change, the location of the CARCGA’s principal office.

Section 1.03. Other Offices
Other offices may be established at any time by the Board at any place or places.

ARTICLE II.
MEMBERSHIP

Section 2.01. Membership
Membership is open to any individual, organization, municipality or corporation who has an interest in and/or supports promoting the prevention of damage to underground infrastructure and facilities, infrastructure protection and the stated purpose of the CARCGA. Entities (e.g. corporations, nonprofit organizations, partnerships, associations, organizations, municipalities, Limited Liability Companies or other entity) may have multiple individuals participating under their membership. Every member will be required to complete an application, and to designate the single stakeholder group they represent and whether they will be a Stakeholder Member or Associate Member, as defined below. Individuals who are under an entity membership must be approved by their entities before their representation will be accepted. Membership shall be confirmed by the process established by the Board.
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Section 2.02. Classes of Membership

There shall be two classes of membership in the CARCGA:

(a) Stakeholder Member.

The Stakeholder Member supports the purpose and activities of the CARCGA, and represents one or more stakeholder group in the categories and industries identified below. Stakeholder Members shall be allowed to participate in all activities of the CARCGA, including committee and subcommittee meetings, and (1) have the exclusive right to vote for appointments to the Board; (2) can be elected to serve as a Director of the Board; and (3) can be designated as Chair, or Vice-Chair of any committee. The stakeholder categories and industries are:

<table>
<thead>
<tr>
<th>Agriculture – Commercial</th>
<th>Notification Center</th>
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<tr>
<td>Electric</td>
<td>Oil</td>
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<tr>
<td>Emergency Services</td>
<td>Public Works</td>
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<td>Engineering/Design</td>
<td>Railroad</td>
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<td>Equipment Manufacturer</td>
<td>Road Builders</td>
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<td>Excavator</td>
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<td>Gas</td>
<td>State Regulator</td>
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<td>Insurance</td>
<td>Telecommunications</td>
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<td>Locator</td>
<td>Water</td>
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(b) Associate Member.

The Associate Member supports the purpose and activities of the CARCGA. The Associate Member shall be allowed to participate in activities including committee and subcommittee meetings, but shall have no rights to (1) vote; (2) serve as Chair or Vice-Chair of the Board or any committee.

Section 2.03. Initiation Fee and Dues

Each Stakeholder Member must pay an initiation fee, if any, and monthly and/or annual dues, as fixed and within the time and on the conditions set by the Board from time to time.

Section 2.04. Membership Term

The term of any membership shall be: (1) for the term designated by the Board; and (2) coterminous with the payment cycle of any fees or dues assessed against such member; provided, however, that if any member shall fail to pay fees or dues at the time designated by the Board, then such member's membership shall automatically terminate without any further action of the Board.
or notification to such member, unless such member pays its outstanding fees and/or dues and any other assessment that may be imposed by the Board. Any member may resign at any time upon notice to the Secretary (any resignation to take effect as specified or, if not so specified, upon receipt by the notice by the Secretary), and any member may be removed at any time, with or without cause, by action of at least 75 percent of the Directors of the Board then in office.

Section 2.05. Members in Good Standing

For the purposes of these Bylaws, a member in good standing is one who has paid their current dues, if their membership type has dues assessed, abides by the Bylaws and participates regularly in the activities of the CARCGA. Regular participation is met by attending at least 75 percent of the meetings held and at no time missing back to back meetings. Attendance will be reviewed on a rolling 12 month basis.

Section 2.06. Entity Participation, Authority and Representation

Any member that is an entity may have multiple participants under their membership as defined under Section 2.01 of these Bylaws, but shall designate an individual authorized to represent and vote for the election of Directors and for issues of interest on the entity's behalf. Should the member fail to designate an authorized representative, the member will waive the right to cast a vote. An entity can have interest in multiple stakeholder groups; however, the entity's sole representation shall be limited to the stakeholder group designated by the entity on the membership application.

Section 2.07. Regular Meetings

Regular meetings of the members shall be held on such place, date and time as shall be set by the Board.

Section 2.08. Special meetings

Special meetings of the members may be called at any time by the Board, the Chair of the Board, or the Vice-Chair in the absence of the Chair, the Secretary, or by no less than 5 percent of the Stakeholder Members. Upon request in writing to the Chair of the Board, the Vice-Chair, or the Secretary by any Stakeholder Member, the officer may cause notice to be given to Stakeholder Members that a meeting will be held. If the notice is not given within 20 days after receipt of the request, the Stakeholder Member with the written consent of at least 5 percent of the Stakeholder membership may give the notice. The notice shall be given pursuant to Section 2.09 below.

Section 2.09. Notice of Regular and Special Meetings

Written or printed notice stating the time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than
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ten (10) or more than fifty (50) days before the date of the meeting, either personally, by e-mail, via facsimile, by posting on the CARCGA's website, or by first class mail (postage prepaid), by or at the direction of the Chair, Vice-Chair, the Secretary, or the Stakeholder Member calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address as it appears on the membership records.

Any approval of the members, other than unanimous approval by those entitled to vote, under the following sections of the California Corporations Code shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

(a) Corp. Code § 7222: removal of Directors or reduction in number of Directors;
(b) Corp. Code § 7224: filling vacancies on the Board resulting from removal by members;
(c) Corp. Code § 7233: contracts in which a Director has a material financial interest;
(d) Corp. Code § 7812: certain amendments of the Articles of Incorporation;
(e) Corp. Code § 8610: election to wind up and dissolve; and
(f) Corp. Code § 8719: certain distributions during winding up other than cash to a class of members.

Section 2.10. Waiver of Notice

Whenever any notice is required to be given to any member, a waiver in writing signed by the member entitled to such notice, whether before, at or after the stated time, shall be the equivalent to notice. The presence of any member at a meeting, in person, by teleconference or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by the member.

Section 2.11. Quorum

One third of the Stakeholder Members present in person, by teleconference, or by any other means determined by the Board shall constitute a quorum at a meeting.

Section 2.12. Voting

(1) Stakeholder Members in good standing shall have the right to one vote for which a vote is required or requested by the Board. Issues brought before the membership for a vote, with the exception of votes for appointment of Directors to the Board, must be approved by at least 75 percent of the Stakeholder Members present at the meeting.
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Issues or matters brought before the membership for a vote that affect one or more stakeholder categories and/or industries without representatives participating in the meeting at which the matter is presented for a vote, may be pulled from voting and continued by the President to the next regular meeting or a special meeting at which time the agenda will describe the matter so as to provide notice of the proposed action. In determining whether to pull a matter and continue the vote thereof, the President may consider whether the Stakeholder Members had notice of the proposed action with sufficient time to decide whether to attend the meeting and participate in the vote on the matter.

(2) Voting will be conducted in person, by telephone, or by any other means determined by the Board. There shall be no cumulative voting in elections for Directors. Whenever any election of Directors is to be taken by vote of the Stakeholder Members, it shall, except as otherwise required by law, be authorized by a majority of the votes cast. Should only one candidate be nominated for a Director position, that candidate will be ratified.

Section 2.13. Meetings by Conference Telephone

Members may participate in any meeting by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participate at the same time, and such participation shall constitute presence in person at a meeting.

Section 2.14. Proxies

Every Stakeholder Member has the right to vote either in person or by one or more persons authorized by a written proxy executed by the member and filed with the Secretary. A duly executed proxy is not revoked and continues in full force and effect in accordance with its terms until revoked by the person executing it before the vote pursuant thereto. A proxy may be revoked either (a) by a writing delivered to the Secretary of the corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; but no proxy shall be valid after the expiration of 11 months from the date of its execution unless it otherwise provides and except that the maximum term of any proxy shall be three years from its date of execution. The dates contained on proxies presented to a meeting presumptively determine the order of their execution, regardless of postmark dates on envelopes in which they may have been mailed, but if there is no date on a proxy, the postmark date on the envelope in which it was mailed shall be presumed in the absence of information to the contrary to be the date of execution of the proxy.

Section 2.15. Adjourned Meetings and Notice Thereof

Any meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Stakeholder Members represented at the meeting either in person or by proxy,
but in the absence of a quorum no other business may be transacted at the meeting. No meeting may be adjourned for more than 45 days.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at it, other than by announcement at the meeting at which the adjournment is taken; but if, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Stakeholder Member.

Section 2.16. Action Without Meeting

Subject to Section 7513 of the California Corporations Code, any action except election of Directors which, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if (a) the written ballot of every member is solicited setting forth the action to be taken, (b) the required number of signed approvals in writing setting forth the action so taken is received, (c) if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (d) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting.

Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all members individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

Section 2.17. Conduct of Meetings

The President shall preside at all meetings of the members. The President shall conduct each meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The President's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote on the ruling is made to the Stakeholder Members and which are represented in person or by proxy at the meeting, in which case the decision of a majority of the Stakeholder Members represented at the meeting shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the President shall have all of the powers usually vested in the Chair of a meeting of members.

ARTICLE III.

BOARD OF DIRECTORS

Section 3.01. Power of Board

Subject to limitations of the Articles of Incorporation, of these Bylaws, and of the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the
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Stakeholder Members, the property, activities and affairs of the CARCGA shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the CARCGA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3.02. Number of Directors

The number of Directors shall never be less than 3 nor more than 25. The number of Directors may be increased or decreased at any time by action of the unanimous consent of the Directors then in office, or a majority of the Stakeholder Members. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.03. Qualification of Directors

Only Stakeholder Members in good standing can be elected as a member of the Board. A majority of the active Directors will have operating locations in the State of California. Each Stakeholder group may have 1 director on the Board. If there are no Stakeholder Members nominated to represent that group the seat will remain vacant.

Section 3.04. Election and Term of Office

Directors shall be elected by a majority of that Stakeholder Members in the month of November, and shall serve two-year terms commencing on December 1 in the year elected, or until a successor has been elected. Nominations will be accepted from the month of August through October 15. Self-nominations are accepted. Each nominee will provide a brief résumé/biographical information to be provided to the Stakeholder Members prior to the elections.

Section 3.05. Vacancies

(a) Any Director may resign effective upon giving written notice to the Chair of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

(b) Vacancies in the Board, except those existing as a result of a removal of a Director, may be filled by a majority of the Board, or, if the number of Directors then in office is less than a quorum, by the unanimous written consent of the Directors then in office, the affirmative vote of a majority of Directors then in office at a meeting held pursuant to notice or waivers of notice, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been elected and qualified.
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(c) A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased, or if the members fail, at any regular or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

(d) The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or has failed to attend 3 consecutive meetings of the Board.

(e) Any vacancy occurring by reason of an increase in the number of Directors may be filled by a majority of the votes cast by that Stakeholder Members.

Section 3.06. Removal of Directors

A Director may be removed with or without cause by a majority vote of the Stakeholder Members. A Director may also be removed with or without cause any time by unanimous vote of the Board, provided that such action is taken at a meeting called expressly for that purpose. If the office of a Director so removed is to be filled, it shall be filled by a majority vote of the Stakeholder Members.

Section 3.07. Place of Meeting

Regular or special meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of designation by the Board, regular meetings shall be held at the principal office of the CARCGA.

Section 3.08. Regular Meetings

The Board shall hold bi-monthly regular meetings without call or notice on dates and at times fixed by the Board.

Section 3.09. Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President, the Secretary, or any two Directors. Special meetings shall be held upon four days' notice given by first class mail or 48 hours' notice given personally by telephone (including a voice messaging system), facsimile, electronic mail, or other electronic means.

Section 3.10. Quorum

1/3 of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn. 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 3.11. Vote

Each Director shall have one vote. Each Director may vote on all matters of the Board including the election of Officers. No Director may vote by proxy.

Section 3.12. Meetings by Conference Telephone

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission other than conference telephone and electronic video screen communication constitutes presence in person at that meeting if both of the following apply: (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently; and (b) Each Director 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.

Section 3.13. Waiver of Notice

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

Section 3.14. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.15. Compensation of Director; Loans to Directors

The CARCGA shall not pay any compensation to Directors for services rendered to the CARCGA, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the CARCGA, in reasonable amounts as approved by the Board. No loans or guaranties of indebtedness shall be made by the CARCGA to or for any of its Directors.
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Section 3.16. Indemnification and Insurance

Unless otherwise prohibited by law, the CARCGA shall indemnify any Director or officer, any former Director or officer, any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, and may, by action of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by it or imposed on it in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which it may be or is made a party by reason of being or having been such Director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which it shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the CARCGA for damages arising out of the person's own gross negligence or intentional or willful misconduct in the performance of a duty to the CARCGA. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. The CARCGA may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, officer, or employee; provided, however, that such Director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that the person is not entitled to indemnification under this section. The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commenced after its adoption, whether arising from acts or omissions to act occurring before or after its adoption. The indemnification provided by this section shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the CARCGA to make any indemnification permitted by law.

The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by the person which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the CARCGA would have the power to indemnify the person against that liability under law. If any part of this section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 3.17. Conflict of Interest

Any member of the Board who has a pecuniary interest in, or conflict with any matter pending before the Board, of such nature that it prevents the member from acting on the matter in an impartial manner or as a representative of the stakeholder group which they represent, must disclose the interest or conflict and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement. After disclosure of the interest or conflict and all material facts, the Board or committee will vote on whether an interest or conflict exists. Should an interest or
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conflict exist, the member will recuse him/herself prior to any discussion and voting on said matter pending before the Board or committee.

If the board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict or pecuniary interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If after hearing the member’s response and after making further investigation as warranted, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 3.18. Rights of Inspection

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 CARCGA.

ARTICLE IV.
COMMITTEES

Section 4.01. Committees; Authority

(a) The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Directors then in office. The board may appoint one or more Directors as alternate members of such committee, who may replace any absent member at any meeting of the committee. Such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to: (1) The approval of any action for which California Nonprofit Mutual Benefit Corporation Law also requires approval of the members (Corp. Code Section 5034) or approval of a majority of all members (Corp. Code Section 5033); (2) The filling of vacancies on the Board or in any committee which has the authority of the Board; (3) The amendment or repeal of bylaws or the adoption of new bylaws; (4) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable; (5) The appointment of committees of the Board or the members thereof; (6) With respect to any assets held in charitable trust, the approval of any self-dealing transaction.

(b) A committee exercising the authority of the Board shall not include as members persons who are not Directors. However, the Board may create other committees that do not exercise the authority of the Board and these other committees may include persons regardless of whether they are Directors.

(c) The designation and appointment of any such committee and any delegation of authority to the Committee shall not operate to relieve the Board, or any individual Director of any responsibility imposed upon the Director by law.
Section 4.02. Chair & Vice-Chairs for Committees

(a) Each committee will select a Chairperson and may select a Vice-Chairperson to schedule and run committee meetings, take notes, and report at general meetings of the Board. The Vice-Chairperson shall preside in the absence of the Chairperson.

(b) For committees that do not exercise the authority of the Board, the Chairperson and/or Vice-Chair will make sure all Stakeholder Members in good standing and active on the committee are provided timely information so they are informed on issues pending vote at a general membership meeting, and allowed time to respond back to the Chair or Vice-Chair with concerns or suggestions accordingly. The committee Chair and Vice-Chair may be appointed, voted or volunteered by members of the committee. Committee Chair and Vice-Chair may serve as long as the committee members agree.

Section 4.03. Voting on General Committees

General committees that do not exercise the authority of the Board will hold meetings to further discussion of issues/tasks/projects that have been assigned at Board or membership meetings. Only Stakeholder Members can vote on issues. Associate Member ideas and comments may be considered. For an issue/task/project to pass from committee to the membership for a vote, 75 percent of Stakeholder Members on the committee must agree. Committees will send out notes from their meetings to all current committee members and give at least 1 week for those members who were unable to attend the meeting to voice any concerns or suggestions for change before bringing the issue to the full CARCGA Stakeholders membership for a vote. If no response is sent back within the time frame given the response will be considered as acceptance. The committee Chair or Vice-Chair will be responsible to make sure notes are taken, distributed and provide an update of any goal matrixes and attendance of the committee members to the Secretary prior to Board or membership meetings.

ARTICLE V.

OFFICERS, AGENTS AND EMPLOYEES

Section 5.01. Officers

The officers of the CARCGA shall be a Chairperson and Vice-Chairperson for the Board, a President, a Secretary, and a Treasurer. Any number of offices may be held by the same person.

Section 5.02. Election
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Each officer shall be elected by the Board to serve a two year term, shall serve at the pleasure of the Board, and shall hold office until resignation, removal, or other disqualification from service, or until his or her successors shall be elected.

Section 5.03. Subordinate Officers

The Board may elect, and may empower the President to appoint, such other officers as the business of the CARCGA may require. Each such officer shall hold office for the period, have authority, and perform duties as provided in these Bylaws or as the Board or the appointing officer may from time to time determine.

Section 5.04. Removal and Resignation

(a) Any officer may be removed, either with or without cause, by the Board at any time. Any removal of an officer shall be without prejudice to his or her rights, if any, under any contract of employment.

(b) Any officer may resign at any time by giving written notice addressed and sent to the Board, the President, or the Secretary, but without prejudice to the rights, if any, under any contract to which the officer is a party. Any officer's resignation shall take effect on the date the resignation is received or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.05. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for appointment to that office, provided that vacancies may be filled as they occur and not on a biennial basis.

Section 5.06. Chairperson and Vice-Chairperson of the Board

The Board shall appoint a Chairperson and a Vice-Chairperson from its members. The Chairperson of the Board shall, if present, preside at all meetings of the Board and exercise and perform other powers and duties as assigned by the Board. In the absence of the Chairperson, the Vice-Chairperson shall preside and act in the Chairperson's place.

Section 5.07. President

Subject to powers, if any, given by the Board to the Chairperson of the Board, the President is the general manager and chief executive officer of the CARCGA and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the CARCGA. The President shall preside at all meetings of the members and, in the absence of the Chairperson and Vice-Chairperson of the Board, at meetings of the Board. The President has the general
powers and duties of management usually vested in the office of President and general manager of a corporation and other powers and duties prescribed by the Board.

Section 5.08. Secretary

The Secretary shall be responsible for the maintenance of the records of the meetings and its committees, for the preparation and the issuance of notices of all meetings of the Board and the members, and for the preparation of any written reports for all general activities, in addition to any other duties usually pertaining to the office of Secretary or as designated by the Board.

The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the CARCGA’s Articles of Incorporation and Bylaws, as amended to date.

Section 5.09. Treasurer

The Treasurer is the chief financial officer of the CARCGA and shall be responsible for the maintenance of adequate and correct accounts of the properties and business or financial transactions of the CARCGA, and shall send or cause to be sent to the Stakeholder Members financial statements and reports as law require to be sent to them. The books of account shall at all times be open to inspection by any Director. The Treasurer may use employees, agents, accountants, advisors or volunteers to fulfill his/her duties as Treasurer. In the event, for any reason, that the Board shall fail to elect a Treasurer, the Secretary shall serve in such capacity until a successor is duly elected and qualified.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the CARCGA with depositaries designated by the Board. The Treasurer shall disburse the funds of the CARCGA as ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the CARCGA, and shall have other powers and perform other duties prescribed by the Board.

Section 5.10. Agents and Employees

The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person’s contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.11. Compensation of Agents and Employees

The Board may authorize payment of compensation in reasonable amounts to agents and employees for services rendered in such amounts as they may be fixed by the Board.

ARTICLE VI.
BYLAWS
OF THE
CALIFORNIA REGIONAL COMMON GROUND ALLIANCE (CARCGA)
a California nonprofit mutual benefit corporation

MISCELLANEOUS

Section 6.01. Fiscal Year

The fiscal year shall be determined and fixed by the Board.

Section 6.02. Corporate Seal.

The CARCGA shall not have a corporate seal.

Section 6.03. Endorsement of Documents; Contracts

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the CARCGA and any other person, when signed by any one of the Chairperson of the Board, the President and by any one of the Secretary or the Treasurer shall be valid and binding on the CARCGA in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in the manner from time to time determined by the Board. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the CARCGA by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 6.04. Amendment of Articles and Bylaws

Except as provided in Corporations Code Sections 7151, 7220, 7224, 7512, 7613, and 7615, the Articles of Incorporation and these Bylaws may be amended or repealed by the Board unless the action would: (a) Materially and adversely affect the rights of Stakeholder Members as to voting, dissolution, redemption, or transfer; (b) Increase or decrease the number of members authorized; (c) Effect an exchange, reclassification or cancellation of all or part of the Stakeholder Membership; or (d) Authorize a new class of membership.

CERTIFICATE

I hereby certify that the foregoing is a true and correct copy of the Bylaws of the CARCGA, consisting of 15 pages, and that such Bylaws were duly adopted by the Board on

Date: 6-11-2016

Secretary

10516672