

AMENDED AND RESTATED  
BYLAWS  
OF  
BERKELEY PARTNERS FOR PARKS  
a California non-profit corporation (the "Corporation")

ARTICLE 1 NAME AND PURPOSE

1. Name. The Name of the organization shall be Berkeley Partners for Parks. It shall be a nonprofit public benefit organization incorporated under the laws of the State of California.

2. Purpose. Berkeley Partners for Parks builds vibrant, healthy, ecologically sound communities by providing structure needed to engage volunteers in work for public open space and recreation, in and around Berkeley, California. Berkeley Partners for Parks is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2 PRINCIPAL OFFICE

3. The initial principal executive office of the Corporation shall be located at 1108 Hillview Road in the City of Berkeley, county of Alameda, State of California 94708. Location of the principal executive office may be changed by the Board of Directors of the Corporation (the "Board"), and additional offices may be established and maintained at such other place or places within California as the Board may from time to time designate.

ARTICLE 3 BOARD OF DIRECTORS

4. Number. The authorized number of directors of this Corporation shall be not less than three (3) nor more than fifteen (15), with the exact number of directors to be fixed, within the limits specified, by a vote of the Board of Directors (the "Board of Directors"). The number of directors may be changed by an amendment to the Articles of Incorporation of these Bylaws.

5. Powers. Subject to the limitations imposed by law or contained in the Articles of Incorporation or these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board of Directors.

6. Election, Term of Office, and Vacancies. Directors of the Corporation shall be elected by a majority of the Board of Directors at each Annual Meeting. The Board of Directors shall select one among them to serve as Chairperson of the Board. The Chairperson of the Board shall preside over all meetings of the Board of Directors. Vacancies on the Board of Directors may be filled by a majority of the Board of Directors, regardless of whether they constitute a quorum, or by a sole remaining director. No reduction in the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

#### 7. Removal.

(a) For Cause. The Board of Directors may declare vacant the office of any director who has been declared to be of unsound mind by final court order, convicted of a felony, or found by a final court order or judgment to have breached any duty under Article 3 (relating to standards of conduct) of the California Nonprofit Corporation Law

(b) Without Cause. Any director may be removed without cause if such removal is approved by a majority of the Board of Directors then in office. If practicable, a director shall not be removed without an opportunity to communicate to the Board of Directors his or her opposition to removal.

(c) By Community Groups (the actual term to use will need to be decided by the majority of the Board of Directors).

(i) A Community Group of the Corporation is any group with money held by the Corporation, and a representative of said Community Group is any representative specifically listed as such on said Community Group's membership application. The Corporation shall keep records of names, addresses, and contact information for at least one representative of each Community Group, as required by California law governing nonprofit organizations.

(ii) Any Community Group current with annual dues may call a meeting of all Community Groups current with annual dues for purposes of removing one or more directors of the Corporation. One representative of each group, chosen by the Community Group whose name is recorded in this list, which is still active, and whose Community Group is in good standing, may vote at any Annual or General Meeting.

(iii) Any director may be removed by a majority vote of at least five Community Groups current with annual dues attending the meeting.

8. Resignation. Any director may resign by giving notice to the Board of Directors. The resignation of a director shall be effective when notice is given unless that notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the Corporation. Except upon notice to the Attorney General of the State of California, no director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

9. Compensation. Directors shall not receive compensation for their services as directors. If the Board so resolves, directors may be reimbursed for properly documented, reasonable expenses incurred in connection with duties performed as directors. Subject to Section 10 of these Bylaws, nothing in this Section shall be construed to preclude any director from serving the Corporation in another capacity and receiving just and reasonable compensation for such service.

10. Restriction on Interested Directors. Not more than 49% (percent) of the persons serving on the Board of Directors may be interested persons. For purposes of this Section, an interested person is either (i) any person currently being compensated by the Corporation for services rendered to the Corporation 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; or (ii) any brother, sister/ ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

#### ARTICLE 4 COMMITTEES

##### 11. Committees.

(a) Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the Board of Directors then in office, provided that a quorum is present, create or dissolve one or more committees of the Board with governing-Board delegated powers, each consisting of two or more directors, to serve at the pleasure of the Board of Directors. Appointments to any such committees shall be by a majority vote of the Board of Directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee who may replace any absent member at any meeting of the committee. The Board may also designate one or more advisory committees that have no Board-delegated powers. To the extent permitted

in the resolution of the Board of Directors, any such committee may exercise all of the authority of the Board except:

- (i) Approve any action which would violate requirements of the, ~~under~~ the California Nonprofit Corporation Law;
- (ii) Fill vacancies on the Board or any committee;
- (iii) Fix compensation of the directors for serving on any committee;
- (iv) Adopt, amend, or repeal Bylaws;
- (v) Amend or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (vi) Appoint committees of the Board or the members of such committees;
- (vii) Spend corporate funds to support a nominee for director; or
- (viii) Approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

(b) Other Committees. Pursuant to specific resolutions, the Board may delegate to any committee, however composed, any power or powers other than those set forth in subparagraphs (i) through (viii) of paragraph (a) above; provided however, that all such delegated powers shall be exercised under the ultimate direction of the Board.

## ARTICLE 5 Meetings of Members

### 12. Time and Place of Annual Meeting and Telephone Meetings.

An annual meeting of the Board shall be held during January of each year at the Corporation's principal executive office or at such other date, time, or place as the Board of Directors designates. At the annual meeting, the Board shall transact such business as may properly come before it.

13. Special Meetings. Special meetings of the Board of Directors may be called for any proper lawful purpose by the President, any two officers, or by one-third (1/3) of the directors in office.

14. Meetings of the Board of Directors shall be held at such times as the Board may determine. All meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place, within or outside

of California, as shall be designated in the notice of the meeting or in a resolution of the Board of Directors. Directors may participate in a meeting through use of conference telephone or similar communications equipment, provided that all directors so participating can hear each other. Directors so participating in a meeting shall be deemed present at such meeting.

15. Notice. Notice stating the precise place, day, and hour of the annual meeting shall be given either personally, by electronic transmission by the Corporation, or by mail or other means of written communication, including but not limited to fax, and/or e-mail, addressed to the director at the address of such director appearing on the books of the Corporation not less than seven (7) days before the date of the meeting. Regular meetings of the Board of Directors may be held without notice if the time and place of such meetings has been fixed in these Bylaws or by the Board. Special meetings shall be held upon four days' notice by first-class mail, 48 hours notice delivered personally, by telephone, telegraph, e-mail or fax, to all directors. Regular meetings shall be held upon similar notice if notice is required for such meetings. Neither a notice nor a waiver of notice must specify the purpose of any regular or special meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken, but if a meeting is adjourned for more than 24 hours, notice of the adjourned meeting shall be given prior to the time of such meeting to the directors who were not present at the time of the adjournment. If mailed, notice shall be deemed given when deposited in the United States mail, postage prepaid, properly addressed to the director's last known residence or place of business as shown on the records of the Corporation. All directors shall register their addresses plus telephone and email or fax contact, if this is acceptable to the director, with the Secretary of the Corporation.

16. Meeting Without Regular Call and Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, are as valid as though they had taken place at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. For such purposes, a director shall not be considered present at a meeting if, although in attendance at the meeting, the director protests the lack of notice prior to the meeting or at its commencement.

17. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the members of the Board of Directors individually or collectively consent in writing to such action.

18. Quorum and Required Vote. One-third (1/3) of the directors then in office shall constitute a quorum for the transaction of business, provided that unless the authorized number of directors is one, the number constituting a quorum shall not be less than the greater of one-fifth of the authorized number of directors or two directors. Subject to Section 5212 (Creation of and Appointment to Committees), Sections 5233 and 5234 (Self-dealing Transactions), Section 5235 (Compensation of Directors or Officers) and Section 5238(e) (Indemnification of Corporate Agents) of the California Nonprofit Corporation Law, 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 is the act of the Board. 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 such meeting. A majority of the directors present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place.

#### ARTICLE 6 – INDEMNIFICATION

19. Indemnification of Directors, Officers, Employees and Certain Others.

(a) Right of Indemnity. To the full extent permitted by law, this Corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in such Section, including without limitation an action by or in the right of the Corporation, an action brought under Section 5233 (Self-dealing Transactions) of the California Nonprofit Corporation Law, and an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

(b) Approval of Indemnity. Upon written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Corporation Law, the Board shall promptly determine in accordance with Section 5238(e) whether the applicable standard of conduct set forth in Sections 5238(b) and (c) has been met and, if so, the Board shall authorize indemnification.

(c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board of Directors in the specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation therefor.

## ARTICLE 7 OFFICERS

20. Titles and Relation to Board of Directors. The officers of the Corporation shall include a President, a Vice-President, a Secretary, and a Treasurer (who shall be the Chief Financial Officer). The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate other officers, which officers shall serve such terms and have such powers and duties as the Board of Directors may from time to time prescribe in writing. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President. All officers shall perform or cause to be performed their duties and exercise their powers subject to the direction of the Board of Directors.

21. Election, Term of Office and Vacancies. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting or at such other time or times as the Board may choose. The officers shall hold office until their successors are chosen, except that the Board of Directors may remove an officer at any time subject, to such officer's rights, if any, under a contract of employment.

22. Resignation. Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. The resignation of an officer shall be effective when notice is given unless the notice specifies a later time. The resignation shall be effective regardless of whether it is accepted by the Corporation.

23. President. The President shall preside over all meetings of the Board of Directors or designate a Chair. The Board of Directors shall designate the President as the chief executive officer and may prescribe the duties and powers of the chief executive officer.

24. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and possess such other powers as the Board of Directors from time to time prescribes.

25. Secretary. Unless otherwise determined by the Board of Directors or the chief executive officer, the Secretary or his or her designee, shall have the following powers and duties, subject to California laws covering Nonprofit Corporations;

(a) Record of Corporate Proceedings. The Secretary shall attend nearly all meetings of the Board of Directors and shall record all votes and the minutes of such meetings in a book to be kept at such other as the Board may determine. The Secretary shall keep, at the Corporation's principal office in California, the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended and the names and last known addresses and contact information of all the directors of the Board of Directors. From this information, the Secretary shall provide relevant information needed for the Corporation's tax returns and annual report.

(b) Notices. The Secretary shall give or receive all of the Corporation's notices.

26. Treasurer. The treasurer shall be the Chief Financial Officer of the Corporation. The Chief Financial Officer shall keep and maintain, or have kept and maintained the corporate funds, shall keep adequate and correct accounts of the Corporation's properties and business transactions, shall disburse such funds of the Corporation as may be ordered by the Board or the chief executive officer and the Board, shall attend regular meetings of the Board or whenever the Board may require, shall maintain an account of all transactions and the financial condition of the Corporation, and shall prepare information for the Corporation's tax returns and annual report as required by California and federal law and regulation.

27. Other Officers. The other officers of the Corporation, if any, shall exercise such powers and perform such duties as the Board of Directors or the chief executive officer shall prescribe.

28. Compensation. Officers shall not receive compensation for their services as officers. If the Board so resolves, officers may be reimbursed for properly documented, reasonable expenses incurred in connection with duties performed as officers.

## ARTICLE 8 RECORDS AND REPORTS

29. Reports to the Board of Directors and other interested citizens



(a) Annual Report. The Corporation shall create and furnish annually to all Board of Directors, members and any interested citizens a report containing the following information in appropriate detail and accompanied by a report of independent accountants or (if there is no report of independent accountants) the certificate of the Chief Financial Officer or other authorized officer that such information was prepared without audit from the books and records of the Corporation:

- (i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (v) Any information required by subsection (b) below.

(b) Annual Statement. For purposes of this subsection (b), a "covered transaction" is a transaction in which the Corporation, its parent or its subsidiary, was a party, and in which either of the following "interested persons" had a direct or indirect material financial interest (other than a mere common directorship): (1) any director or officer of the Corporation, its parent or its subsidiary; (2) any holder of more than 10 percent of the voting power of the Corporation, its parent or its subsidiary. The Corporation shall include in the annual report to directors required by subsection (a) above a statement briefly describing:

- (i) Any covered transaction during the previous fiscal year involving more than \$50,000, or which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000. The statement shall include the names of the interested person or persons involved in such transaction, such person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest.
- (ii) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation.

30. Inspection of Records and Properties. Any interested citizen may inspect all books, records, documents, and physical properties of the Corporation at any reasonable time. The right of inspection includes the right to copy and make extracts.

#### ARTICLE 9 AMENDMENT OF BYLAWS

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

(a) Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a bylaw specifying or changing the fixed number of directors of the Corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this Corporation; or

(c) By a vote of a two-thirds majority of the Board of Directors at two Board of Directors Meetings, provided that a quorum is present at both Board of Directors meetings.

#### ARTICLE 10 NON-DISCRIMINATION POLICY

32. The Corporation will not discriminate against any director, contractor or other participant, because of race, color, religion, ancestry, national origin, age, gender, pregnancy, marital status, disability, economic status, sexual preference or HIV status.

This is to certify that the foregoing is a true and correct copy of the Amended and Restated Bylaws of the Corporation and that such Amended and Restated Bylaws were duly adopted by resolution at the Annual Meeting of the Board of Directors held on January 29, 2014.