

BYLAWS
OF
BAY AREA RIDGE TRAIL COUNCIL

ARTICLE I

Principal Office

The principal office of the Bay Area Ridge Trail Council (the “Corporation”) shall be in the San Francisco Bay Area, State of California. The Board of Directors may from time to time change the location of the principal office from one location to another in California.

ARTICLE II

Purposes

2.1 General Purposes. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2.2 Specific Purposes. The specific purposes of this Corporation are:
(i) to establish a multi-use ridgeline trail system, and (ii) to promote land stewardship in the development and use of the trail corridor in a way that cultivates appreciation and preservation of the natural, scenic, cultural and historic resources of the San Francisco Bay Area.

2.3 Political Activities. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III

Members

3.1 Members Prohibited. The Corporation shall have no members.

3.2 Effect of Prohibition. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Corporation Law in the members shall vest in the Directors.

3.3 Associated Members. The Corporation may refer to persons or entities associated with the Corporation as “associated members,” even though those persons or entities are not entitled to vote, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code.

3.4 Dues. The Board of Directors shall establish dues and fees to be paid by associated members within the time and on the conditions set by the Board.

3.5 Termination. An associate membership shall terminate on occurrence of any of the following events: (a) resignation of the associated member upon reasonable notice to the Corporation; (b) expiration of the period of membership, unless the membership is renewed on renewal terms fixed by the Board of Directors; or (c) failure of the associated member to pay dues. The Board may expel or suspend an associated member for conduct which the Board deems contrary to the best interests of the Corporation.

ARTICLE IV

Directors

4.1 Directors. The business and property of the Corporation shall be managed and controlled by a Board of Directors.

4.2 Election of Directors. Directors shall be elected at the annual or any other meeting of the Board of Directors convened pursuant to Section 4.8 or 4.9 or by written consent pursuant to Section 4.16. The term of each Director shall be deemed to commence as of the date of his or her election and shall end three years following the date of the annual meeting of the Board held in the year in which such Director is elected. Directors shall serve for a maximum of two consecutive terms. The Board, upon the recommendation of the Governance Committee that it is in the interest of the Corporation in light of the skills and performance of a Director, by 2/3 vote of the Directors present at any valid meeting of the

Board, may elect that Director to an additional, or subsequent, three year term(s). The Governance Committee, from time to time, may require all Directors to execute written acknowledgments of the duties and responsibilities undertaken by Directors of the Corporation. The Governance Committee, on a nondiscriminatory basis, may recommend the removal of a Director pursuant to Section 4.6 based upon a failure to execute the required acknowledgment and may condition the election of new Directors on the execution of such acknowledgments.

4.3 Number. The number of Directors of the Corporation shall be not fewer than seventeen (17) nor more than twenty-five (25).

4.4 Powers and Duties. The Board of Directors shall determine the policy and conduct the affairs of the Corporation and shall have the power to take any action that in its judgment will advance the purposes of the Corporation as set forth in the Articles of Incorporation. The Board may by resolution delegate to committees consisting of not fewer than two Directors, or to officers of the Corporation, such powers as they may see fit subject to the provisions of Article VI.

4.5 Resignation. Except as otherwise provided by law, any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

4.6 Removal. Any Director may be removed at a valid meeting of the Board of Directors by the vote of not fewer than 1/2 of the Directors then in office or the unanimous consent of all Directors (other than the Director proposed to be removed) if such action is taken by written consent pursuant to Section 4.16. A motion to remove a Director may be entertained solely if the Governance Committee has recommended such action based upon a determination that the Director has not satisfactorily performed in terms of the level, character, or quality of his or her contribution to the Corporation. Consistent with Sections 4.2 and 4.3, such recommendation may be based solely upon the Director's failure to execute any written acknowledgment of duties and responsibilities required of all Directors. The Director involved shall be given a full and fair opportunity to hear and answer the asserted factual basis of the Committee's recommendation, at an open meeting of the Committee.

4.7 Vacancies. Any vacancy in the Board of Directors created by resignation or removal (including, without limitation, resignations or removals pursuant to Section 4.5 or Section 4.6) may be filled by the Board's election of a successor Director to complete the then-remaining term of the Director who has been removed or has resigned. Such elections of successors may be held, based upon the recommendation of the Governance Committee, at any duly convened meeting of the Board, or by written consent, as provided in Section 4.2.

4.8 Regular Meetings. A regular meeting of the Board of Directors shall be held in the first calendar quarter of each year and shall constitute the Board's annual meeting. The Board may provide for other regular meetings from time to time by resolution. In the absence of such resolution, other regular meetings of the Board shall be held three times per year.

4.9 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair, Vice Chair, or Executive Committee.

4.10 Notice of Meetings. Notice of all Directors' meetings shall be given by first-class mail at least four (4) days, or by personal delivery, telephone, facsimile, or electronic mail at least forty-eight (48) hours, before the meeting, but such notice may be waived in writing by any Director. Notice shall be directed to each Director at the Director's address as it appears in the records of the Corporation, unless the Director shall have filed with the Secretary of the Corporation a written request that notices intended for the Director be sent to some other address, in which case it shall be sent to the address so designated. Any business may be transacted at any meeting at which every Director shall be present, although no notice has been received and no waiver of notice has been signed.

4.11 Attendance of Directors. In each consecutive twelve (12) month period following the Director's election, if a Director is absent from more than fifty percent (50%) of regular Board of Directors meetings without excuse, the Executive Committee may request the Director's resignation. If such resignation is not forthcoming, the Governance Committee may recommend removal of the Director pursuant to Section 4.6. Notification in advance to the Corporation's office that the Director is unable to attend the meeting shall excuse an absence.

4.12 Place of Meetings. Meetings of the Board of Directors may be held at any place within the San Francisco Bay Area. If a place has not been stated in the notice, meetings shall be held at the principal executive office of the Corporation unless another place has been designated by a resolution of the Board.

4.13 Participation by Telephone. Directors may participate in a Board of Directors meeting through the use of a conference telephone or other conferencing technology, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 4.13 shall be deemed presence in person at such meeting.

4.14 Quorum. At all meetings of the Board of Directors, one-half of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be

otherwise specifically provided by statute or by these Bylaws. Notwithstanding anything to the contrary in the preceding sentences, any act by the Directors to amend the Articles of Incorporation shall require the unanimous vote of all Directors present.

4.15 Compensation. Directors shall not receive any salary for their services as such, but by resolution the Board of Directors may allow a reasonable sum for the expenses of attendance at Board meetings or performance of other Board duties.

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

4.17 Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any one time may be interested persons. An interested person is either of the following: (a) any person being compensated by the Corporation for services rendered to it in the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any compensation paid to a Director as a

Director; or (b) any brother, sister, ancestor or descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. No violation of this Section, however, shall affect the validity or enforceability of any action taken by the Board or transaction entered into by the Corporation.

ARTICLE V

Officers

5.1 Officers. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws. Any two offices may be held by the same persons, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

5.2 Appointment. The Governance Committee shall select and recommend officer candidates to the Board of Directors. The officers of the Corporation shall be elected by the vote of two-thirds of the Directors present at the annual meeting. Officers elected by the Board shall serve for a one-year term with the possibility of re-election, subject to the rights, if any, of any officer under any contract of employment.

5.3 Vacancies. A vacancy in any office shall be filled by a majority vote of the Directors then in office, and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors.

5.4 Chair. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall be an ex-officio member of all committees established by the Board, with the exception of the Governance Committee. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board.

5.5 Vice Chair. In the absence of the Chair, or in the event of the Chair's death, disability, or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all of the powers and be subject to all restrictions upon the Chair. The Vice Chair shall have such powers and discharge such duties as may be assigned from time to time by the Chair or by the Board.

5.6 Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board unless otherwise assigned. The Secretary shall in general perform all duties incident to the office of Secretary, subject to the control of the Board, and shall perform such other duties as may be assigned by the Board.

5.7 Treasurer. The Treasurer shall invest and maintain the Corporation's funds in a manner approved by the Board of Directors and shall keep the Board advised of the state of the Corporation's finances. The Treasurer shall present a

financial report to the Board annually, in accordance with Section 6321 of the California Nonprofit Corporation Law.

5.8 Resignation and Removal. Any officer may resign at any time on 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. Any officer may be removed from office with or without cause by the affirmative vote of two-thirds of all the Directors at any annual or special meeting of the Board of Directors.

ARTICLE VI

Committees

6.1 Committees of Directors. The Board of Directors may create by a two-thirds vote of the Directors present at a meeting of the Board any committee or committees, each to consist of a minimum of one Director. Additional committee members need not be Directors, but all Committee Chairs must be Directors. Committee Chairs shall be elected by the Committee members or, by default, appointed by the Chair of the Board. The members of any such committee shall serve at the pleasure of the Board. Committees shall exercise such powers and authority of the Board in the management of the business and affairs of the Corporation as shall be designated by the Board, except that no committee shall do any of the following: (i) fill a vacancy on the Board or in any committee having the authority of the Board; (ii) fix the compensation of any Director for serving on the

Board or on any committee; (iii) amend, repeal, or adopt any bylaw; (iv) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable; (v) appoint committees of the Board or the members thereof; (vi) expend corporate funds to support a nominee for Director after more people are nominated for Director than can be elected; (vii) approve any self-dealing transaction; (viii) amend the Corporation's Articles of Incorporation; or (ix) approve any action that would affect the Corporation's tax status. Each committee may prescribe procedures for the call and conduct of committee meetings and other matters relating to its procedure, subject to the power of the Board to disapprove any such procedure.

6.2 Standing Committees. The following Standing Committees are hereby established: (i) Executive Committee and (ii) Governance Committee.

6.3 Executive Committee.

(a) The Executive Committee shall be composed of not fewer than five (5) Directors. It shall consist of the officers of the Corporation, the Chair of the Governance Committee, and any additional members as may be designated by the Board of Directors. The Executive Committee members shall serve one-year terms. Two-thirds of the members of the Executive Committee shall be necessary and sufficient to constitute a quorum for the exercise of the authority of the

Executive Committee. The Executive Committee shall meet as necessary and shall provide regular oversight for the operations of the Corporation.

(b) The Executive Committee, unless limited by a resolution of the Board of Directors, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board to take the actions prohibited to committees by Section 6.1.

(c) Any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all the Executive Committee members are notified and a majority of the Executive Committee consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as a majority vote by the members of the Executive Committee. Except as set forth in this Section 6.3, all provisions of these Bylaws that govern the Board of Directors also govern the Executive Committee. All proceedings of the Executive Committee shall be reported to the Board at its next meeting.

6.4 Governance Committee. The Governance Committee Chair shall be appointed by the Chair of the Board of Directors. The Governance Committee shall consist of three or more Directors selected by the appointed Chair with the

advice and consent of the Executive Committee. The Governance Committee is responsible for proposing a slate of Officers and Directors for election and for exercise of other authority and responsibility contemplated by these Bylaws at the annual meeting of the Board or from time to time as directed by the Board.

6.5 Salaries of Committee Members. The members of any Committee shall not receive any stated salary for their services, but may receive, by resolution of the Board of Directors, a fixed reasonable sum for expenses of attendance.

ARTICLE VII

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws and to the extent permitted by law.

ARTICLE VIII

Contracts

The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent, or employee shall have any power or

authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE IX

Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, and California Revenue and Taxation Code Section 23701(d), as they now exist or as they may hereafter be amended.

ARTICLE X

Annual Report

The Board of Directors shall cause an annual report to be prepared for the Corporation within 120 days of the Corporation's calendar year end. The annual report shall comply with Section 6321 of the California Nonprofit Corporation Law and shall be distributed in conformity therewith.

ARTICLE XI

Fiscal Year

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

ARTICLE XII

Indemnification

12.1 Right of Indemnification. Each person who is involved (as a party, witness, or otherwise) in any threatened, pending, or completed action, suit, or proceeding (a “Proceeding”), by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation whether the basis of the Proceeding is alleged action in an official capacity as a Director, officer, employee, or agent or in any other capacity while serving as a Director, officer, employee, or agent (an “Agent”), shall be indemnified, reimbursed and held harmless by the Corporation to the fullest extent authorized by statutory and decisional law, as the same exists or may hereafter be interpreted or amended (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the Corporation to provide broader indemnification rights than were permitted prior thereto) against all expenses, liability, and loss incurred or suffered by such person in connection with any Proceeding (“Expenses”). The right to indemnification conferred in this Article shall be a contract right. It is the

Corporation's intention that these Bylaws provide indemnification in excess of that expressly permitted by section 317 of the California General Corporation Law, as authorized by the Articles of Incorporation.

12.2 Authority to Advance Expenses. Expenses incurred by an officer or Director (acting in his or her capacity as such) in a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding; provided, however, that to the extent required by the California General Corporation Law, such Expenses shall be advanced only upon delivery to the Corporation of an undertaking to repay such amount if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Corporation. Expenses incurred by other Agents of the Corporation (or by the Directors or officers not acting in their capacity as such) may be advanced upon the receipt of a similar undertaking, to the extent required by law, and upon such other terms and conditions as the Board of Directors deems appropriate. Any obligation to reimburse the Corporation for Expense advances shall be unsecured and no interest shall be charged thereon.

12.3 Right of Claimant to Bring Suit. If a claim for indemnification under this Article is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the

claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense (including, without limitation, attorneys' fees) of prosecuting such claim.

12.4 Settlement of Claims. The Corporation shall not be liable to indemnify any Agent under this Article: (i) for any amounts paid in settlement of any action or claim effected without the Corporation's written consent, which consent shall not be unreasonably withheld; or (ii) for any judicial award, if the Corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

12.5 Subrogation. In the event of payment under this Article, the Corporation shall be surrogated to the extent of such payment to all of the rights of recovery of the Agent.

ARTICLE XIII

Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE XIV

Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE XV

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by a two-thirds vote of the Directors present at a meeting of the Board, except as otherwise provided by law. Notice of the proposed amendment shall be placed on the agenda and the wording of the proposed bylaw change shall be circulated to all Directors at least 10 days prior to the Board meeting at which such action will be considered.

ARTICLE XVI

Distributions upon Dissolution

In the event of the dissolution of the Corporation for any reason, any assets of the Corporation remaining after compliance with Chapters 15, 16 and 17 of the California Nonprofit Public Benefit Corporation Law (or any successor to

said Chapters) shall be distributed to a related-purpose nonprofit fund, foundation, or corporation that is operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor statutes).

ARTICLE XVII

MISCELLANEOUS

Any reference in these Bylaws to any notice, consent, or other statement to be made or provided in “writing” or “written” form shall include a facsimile, electronic mail, or other document in any digital form customarily used in the transaction of business, including but not limited to documents in Portable Document Format (“PDF”).

CERTIFICATE OF AMENDMENT

I, the undersigned, do hereby certify:

1. That I am the Chair of Governance Committee of the Bay Area Ridge Trail Council, a California nonprofit public benefit corporation; and
2. That the foregoing Bylaws, comprising 21 pages, constitute the Bylaws as amended and duly adopted by the Board of Directors by resolution as of March 11, 2015.

IN WITNESS WHEREOF, I have executed this Certificate to be effective

as of *March 14, 2015*



The Bay Area Ridge Trail Council

