

**BYLAWS OF COASTAL ZONE FOUNDATION A California
Nonprofit Public Benefit Corporation**

As amended by the Board of Directors, through November 13, 2011
(Amendments 1 through 4 incorporated in text)

BYLAWS OF COASTAL ZONE FOUNDATION
A California Nonprofit Public Benefit Corporation

NAME: The name of this corporation shall be COASTAL ZONE FOUNDATION, a California nonprofit public benefit corporation.

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The Board of Directors shall designate the principal office of the corporation and other offices as needed. The Board of Directors shall also designate an agent for service who shall reside in the state of California.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- a. To plan, organize, and conduct periodic coastal zone and ocean management symposia, conferences, seminars and workshops.
- b. To conduct educational seminars, webinars, and courses to further the advancement of general education of the coastal zone, coastal engineering, and/or the knowledge of the coastal ecosystem to include estuaries and coasts.
- c. To provide financial assistance to groups and individuals and not for profit organizations in conformance with mission.
- d. To publish coastal, ocean and natural-resource related technical and management data, reports and public information including proceeding of conferences.
- e. To sponsor special events related to education about coastal, ocean, and related resources including public performances, tours, seminars, workshops, and festivals.
- f. To provide other facilities, both literary and physical, to promote geographic and resource knowledge, public understanding and wise use of coastal, ocean and related natural and cultural resources.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall make no provisions for members; however, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 4. DIRECTORS

SECTION 1. NUMBER

The corporation shall have not less than one (1) nor more than nine (9) Directors, collectively to be known as the Board of Directors, with the exact number to be fixed by the approval of the Board of Directors, in the manner provided by these Bylaws. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their regular and electronic addresses with the Secretary of the corporation, and notices of meetings mailed or sent electronically to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid a reasonable amount for attendance at each Director's meeting, with the amount to be determined by Board resolution. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Irrespective of the foregoing, however, in no case, shall a Director receive any compensation from public grant funds received by the corporation when such payments would result in a "conflict of interest" according to the regulations of the funding agency or agencies or according to these Bylaws. Separate accounts for grants shall be maintained and other measures taken as appropriate to prevent any non-allowable compensation.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

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

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) 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.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at a time and place set by the Board of Directors. Any meeting, regular or special, may be held by conference telephone or similar communications equipment..

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held twice a year once in the spring and once in the fall. At the fall annual meeting of Directors, Directors shall be elected by the Board of Directors.. The candidates receiving the highest number of votes up to the number of Directors to be elected

shall be elected. Each Director shall cast one vote., As discussed in Section 9 below, as may be necessary, the annual meeting and its functions may be fulfilled by a special meeting.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two Directors, By consent of the Directors, a special meeting of the Board may substitute for regular meetings, including the annual regular meeting and its election functions.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held with 30 days' notice Special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or at least forty-eight (48) hours' notice delivered personally or by telephone or an electronic mailing method. .

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however, called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consent, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the sitting Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

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 of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointments of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President or, if no such person has been so designated or, in his absence, by the Vice-President of the corporation or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purpose of this section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order or convicted of a felony or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law or if he or she has not attended at least one (1) Directors meeting during a twelve month period.

Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the President the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or

other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5.

OFFICERS SECTION 1. NUMBER OF OFFICERS

The officers of this corporation shall be a President, a Vice-President, a Secretary and a chief financial officer who shall be designated the Treasurer

SECTION 2. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officer or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

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

SECTION 5. VACANCIES

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

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE-PRESIDENT

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

SECTION 8. DUTIES OF SECRETARY

- a) The Secretary shall attend all meetings of the Association and Board of Directors. In case he/she cannot attend a meeting for any cause, the body holding such meeting may appoint a Secretary Pro-Tem.
- b) The Secretary shall keep or cause to be kept, at the principal office of the Association or such other place as the Board of Directors may order, an electronic book of minutes of all meetings of the Association and Board of Directors. The minutes shall include the time and place of the meeting, whether regular or special, and if special, how authorized, the notice given, the names of those present at meetings of the Board of Directors and Executive Committee, and the number of members present or represented at Association meetings and proceedings thereof, and a summary of discussions held and votes taken.
- c) The Secretary shall keep, or cause to be kept, at the principal office of the Association, a register showing the names of all members and their respective addresses.
- d) The Secretary shall give, or cause to be given, notice of all meetings of the Association, and Board of Directors as required by the bylaws.
- e) The Secretary shall alert members of the Board of Directors who miss more than one Board meeting during a calendar year that their directorship may be considered vacant..
- f) The Secretary shall authorize such other powers and perform such other duties as may be prescribed from time to time by the President, the Board of Directors or the bylaws.

SECTION 9. DUTIES OF TREASURER

- a) The Treasurer shall oversee the administration of all the funds of the Association, including the deposit of all money and other valuables in the name of the Association with such depositories as may be designated from time to time by the Board of Directors..
- b) The Treasurer shall administer the disbursement of funds of the Association as may be ordered by the the Board of Directors, or to the President, when requested, an account of all or his/her transactions as Treasurer and the financial operations of the Association.
- c) The Treasurer shall prepare an annual budget, in conjunction with the President, for Board approval prior to the beginning of the fiscal year.
- d) The Treasurer shall authorize an annual test of the organization's accounting records for compliance with the internal control procedures established by the organization by a Certified Public Accountant and report on the results to the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 4, Section 6, of these Bylaws. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE 6.

COMMITTEES SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as officers of this corporation, if permitted by provisions of Article 4, Section 6, of these Bylaws) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the Board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions 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 fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7. EXECUTION OF INSTRUMENTS, DEPOSITS AND

FUNDS SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be authorized by the Treasurer the President of the corporation.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 8. CORPORATE RECORDS, REPORTS AND

SEAL SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep an agent in California should the principal office be moved outside the state of California

- (a) Minutes of all meetings of Directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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 corporation.

SECTION 5. RIGHTS TO COPY AND MAKE EXTRACTS

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

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO DIRECTORS

This corporation shall mail or deliver to all directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:
 - (1) any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest);

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (10,000) paid during the previous fiscal year to any Director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 9. FISCAL

YEAR SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 10. BYLAWS

SECTION 1. AMENDMENT

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 by approval of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF DIRECTORS

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 3. CERTAIN AMENDMENTS

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

ARTICLE 12. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND

ASSETS SECTION 1, PROHIBITION AGAINST SHARING CORPORATE PROFITS AND
ASSETS

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. The dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE **CONFLICTS OF INTEREST**

SECTION 1. Policy.

- a) The Board of Directors must act at all times in the best interests of the Foundation and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members shall identify the potential conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board of Directors shall:
 - 1) avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Foundation; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Foundation activities, such benefit must be merely incidental to the primary benefit to the Foundation and its purposes;
 - 2) not abuse their Board membership by improperly using their Board membership or Foundation staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
 - 3) not engage in any outside business, professional or other activities that would directly or indirectly, materially, and adversely affect the Foundation;
 - 4) not engage in or facilitate any discriminatory or harassing behavior directed toward Foundation, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Foundation;
 - 5) not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Foundation without fully disclosing such items to the Board of Directors;
 - 6) provide goods or services to the Foundation as a paid vendor to the Foundation only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
 - 7) not persuade or attempt to persuade any employee of the Foundation to leave the employ of the Foundation or to become employed by any person or entity in conflict with the Foundation; and

- 8) not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Foundation to terminate, curtail, or not enter into its relationship to or with the Foundation, or to in any way reduce the monetary or other benefits to the Foundation of such relationship.

SECTION 2. Application.

This policy shall apply to all members of the Board of Directors, committee members, others in the Foundation governance structure, and Foundation employees. All references herein to the Board of Directors shall be construed also to refer to these additional individuals.

SECTION 3. Notification and Disclosure.

- a) Whenever any director has a conflict of interest with the Foundation, he or she shall call such conflict to the attention of the Board of Directors.
- b) After identifying the issue, matter or transaction with respect to which a conflict exists, a Director with a conflict shall withdraw from any further involvement in that issue, matter or transaction unless a majority of the disinterested directors shall determine that the conflict is:
 - 1) immaterial or not adverse to the interests of the Foundation; or
 - 2) the benefits of allowing the person with the conflict to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion or decision.
- c) A Director who is uncertain as to whether he or she may have a conflict should ask the Secretary for an opinion. The Secretary shall issue a written opinion that shall be presumed to be correct and may be relied upon unless challenged by another Director, in which case the final decision as to whether a conflict exists shall be made by the Board of Directors. The Secretary shall advise the President of each and every opinion issued. Opinions shall, to the extent possible, avoid the disclosure of personal information while, at the same time, disclosing the basis for the opinion. Copies of all opinions shall be retained by the Secretary and made available to the Board upon request to permit and encourage consistency.
- d) The minutes of the meeting at which the disclosure of any conflict is made shall reflect that the disclosure was made and whether the person with the conflict withdrew, after making full disclosure of the matter in question and the conflict, and was not present for the final discussion of the matter and any vote thereon.

ARTICLE DISSOLUTION

The Foundation may be dissolved by a super majority vote of the sitting Board of Directors. On dissolution of the Foundation, any funds remaining shall be distributed to one or more regularly organized and qualified organizations selected by the board and described in Section 501(c)(3) of the Internal Revenue Code.

The following concluding portion of the bylaws shows the wording of the written consent to the original document dated October 3, 1984; the *foregoing material includes subsequent amendments* adopted by the Board of Directors through November 13, 2011.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial Directors in the Articles of Incorporation of Coastal Zone Foundation, a California nonprofit corporation, and pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 20 pages, as the Bylaws of this corporation.

Dated: October 3, 1984.

sl HUGH CONVERSE, Director
sl ORVILLE T. MAGOON, Director
sl L. THOMAS TOBIN, Director

CERTIFICATE

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

Dated: October 3, 1984

sl Hugh Converse, Secretary