

BYLAWS
OF
CA LOW CARBON FUEL & ENERGY COALITION

A California Nonprofit Public Benefit Corporation

Table of Contents

ARTICLE I OFFICES..... 1

 Section 1.01 PRINCIPAL OFFICE1

 Section 1.02 OTHER OFFICES1

ARTICLE II MEMBERSHIP 1

 Section 2.01 MEMBERS.....1

 Section 2.02 ASSOCIATES1

ARTICLE III DIRECTORS 1

 Section 3.01 POWERS1

 Section 3.02 NUMBER OF DIRECTORS2

 Section 3.03 TERMS OF OFFICE OF DIRECTORS2

 Section 3.04 INTERESTED PERSONS.....2

 Section 3.05 VACANCIES AND REMOVAL OF DIRECTORS.....3

 Section 3.06 PLACE OF MEETINGS3

 Section 3.07 ANNUAL MEETINGS3

 Section 3.08 REGULAR MEETINGS3

 Section 3.09 SPECIAL MEETINGS3

 Section 3.10 NOTICE OF MEETINGS4

 Section 3.11 QUORUM AND VOTING.....4

 Section 3.12 PARTICIPATION IN MEETINGS BY CONFERENCE
TELEPHONE, ELECTRONIC VIDEO SCREEN
COMMUNICATION, OR OTHER COMMUNICATIONS
EQUIPMENT5

 Section 3.13 WAIVER OF NOTICE.....5

 Section 3.14 ADJOURNMENT5

Section 3.15	ACTION WITHOUT MEETING.....	5
Section 3.16	RIGHTS OF INSPECTION.....	6
Section 3.17	FEEES AND COMPENSATION	6
ARTICLE IV	OFFICERS	6
Section 4.01	OFFICERS.....	6
Section 4.02	ELECTION	6
Section 4.03	SUBORDINATE OFFICERS.....	6
Section 4.04	REMOVAL AND RESIGNATION	7
Section 4.05	VACANCIES.....	7
Section 4.06	CHAIRPERSON OF THE BOARD	7
Section 4.07	PRESIDENT	7
Section 4.08	VICE PRESIDENTS	7
Section 4.09	SECRETARY	8
Section 4.10	TREASURER.....	8
ARTICLE V	OTHER PROVISIONS	8
Section 5.01	CONFLICT OF INTEREST POLICY	8
Section 5.02	ENDORSEMENT OF DOCUMENTS; CONTRACTS.....	8
Section 5.03	REPRESENTATION OF SHARES OF OTHER CORPORATIONS	9
Section 5.04	CONSTRUCTION AND DEFINITIONS	9
Section 5.05	AMENDMENTS	9
Section 5.06	MAINTENANCE OF CERTAIN RECORDS	9
Section 5.07	ANNUAL FINANCIAL REPORT.....	9
Section 5.08	ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS	10
Section 5.09	INDEMNIFICATION	11

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OF
CA LOW CARBON FUEL & ENERGY COALITION
A California Nonprofit Public Benefit Corporation**

ARTICLE I OFFICES

Section 1.01 PRINCIPAL OFFICE

The corporation's principal office shall be fixed and located at such place as the Board of Directors (the "**Board**") shall determine. The Board is granted full power and authority to change said principal office from one location to another.

Section 1.02 OTHER OFFICES

Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II MEMBERSHIP

Section 2.01 MEMBERS

The corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law (the "**Law**"). Any action that would otherwise require approval by a majority of all members or approval by the members shall require the approval of only the Board.

Section 2.02 ASSOCIATES

Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "**members**" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the Law.

ARTICLE III DIRECTORS

Section 3.01 POWERS

Subject to the limitations of the corporation's Articles of Incorporation (the "**Articles**") and these Bylaws and compliance with applicable law, the activities and affairs of the corporation 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 corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that

the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the corporation, and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem appropriate, but failure to affix a seal does not affect the validity of any instrument.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefor.

Section 3.02 NUMBER OF DIRECTORS

The authorized number of Directors shall be seven (7) until changed by amendment of the Articles or these Bylaws.

Section 3.03 TERMS OF OFFICE OF DIRECTORS

All Directors shall be elected by the Board at the annual meeting of the Board (“**Annual Meeting**”) and shall hold office for one (1) year terms and until their respective successors have been elected and qualified. Any Director may serve as a member of the Board indefinitely.

Section 3.04 INTERESTED PERSONS

Not more than forty-nine percent (49%) of the Directors serving on the Board at any time may be “**interested persons**”. For purposes of this Section 3.04, an interested person is:

(a) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a 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 described in Section 3.04(a) above.

Any violation of the provisions of this Section 3.04 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 3.05 VACANCIES AND REMOVAL OF DIRECTORS

(a) A vacancy on the Board shall be deemed to exist in the event of the death, resignation or removal of any Director or an increase in the authorized number of Directors. Vacancies on the Board shall be filled by a majority of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been elected and qualified.

(b) Subject to the provisions of Section 5226 of the Law, any Director may resign effective upon giving written notice to the Chairperson of the Board, if any, 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.

(c) Subject to Section 5222(f) of the Law, the Board may (i) declare vacant the office of a Director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Sections 5230 through 5239 of the Law and/or (ii) remove any Director without cause if the removal is approved by a majority of the Directors then in office.

(d) No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office, unless the reduction provides for the removal of one or more specified Directors.

Section 3.06 PLACE OF MEETINGS

Meetings of the Board shall be held at the principal office of the corporation or at any other place within or without the State of California as may be designated from time to time by the Board.

Section 3.07 ANNUAL MEETINGS

Every year the Board shall hold an Annual Meeting of the Board for the purposes of organization, election of Directors, and the transaction of other business. Annual Meetings of the Board shall be held on such dates and at such times as may be fixed by the Board

Section 3.08 REGULAR MEETINGS

Regular meetings of the Board may be held without call or notice on such dates and at such times as may be fixed in advance by the Board.

Section 3.09 SPECIAL MEETINGS

Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, if any, the President, any Vice President, the Secretary or any two (2) Directors.

Section 3.10 NOTICE OF MEETINGS

(a) A notice need not specify the purpose of any regular or special meeting of the Board.

(b) Special meetings of the Board shall be held upon at least four (4) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile transmission, electronic mail, or other electronic means.

(c) Any such notice sent by mail, telegraph, facsimile transmission, electronic mail, or other electronic means shall be addressed to each Director at such Director's address (including e-mail address or fax number) as it is shown upon the records of the corporation or as may have been given to the corporation by the Director for purposes of notice.

(d) Notice by mail, shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient, or to the recipient's voice messaging system or other system or technology designed to record and communicate messages, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section 3.11 QUORUM AND VOTING

(a) A majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 3.14 below. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, by the Articles or these Bylaws. 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, or such greater number as may be required by law, the Articles, or these Bylaws.

(b) Each Director present and voting at a meeting shall have one (1) vote on each matter presented to the Board for action at that meeting. No Director may vote at any meeting by proxy.

Section 3.12 PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE, ELECTRONIC VIDEO SCREEN COMMUNICATION, OR OTHER COMMUNICATIONS EQUIPMENT

Members of the Board may participate in a Board meeting, or a committee 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 pursuant to this Section 3.12 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, pursuant to this Section 3.12 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 by the corporation.

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 the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 3.14 ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any 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 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 3.15, “**all members of the Board**” shall not include any “**interested director**” as defined in Section 5233 of the Law.

Directors may consent, vote or otherwise take action under this Section 3.15 by a signed document transmitted by mail, messenger, courier, facsimile, or any other reasonable method satisfactory to the Chairperson of the Board, if any, or the President.

Section 3.16 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 corporation.

Section 3.17 FEES AND COMPENSATION

Directors shall serve as Directors without compensation, *provided* that they shall be allowed advancement or reimbursement of reasonable expenses incurred in the performance of their duties as Directors. The foregoing shall not prohibit compensation to be paid to individuals who serve as officers and/or employees of or independent contractors to the corporation for such service even though those individuals may also serve as Directors. Any such payments to such individuals who are also serving as Directors shall be approved in advance in accordance with the corporation's Conflict of Interest Policy.

ARTICLE IV OFFICERS

Section 4.01 OFFICERS

The officers of the corporation shall be a President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other offices as may be elected or appointed in accordance with the provisions of Section 4.03 of these Bylaws. 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 or Chairperson of the Board.

Section 4.02 ELECTION

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 4.03 below, shall be chosen by and shall serve at the pleasure of the Board and may be removed at any time by the Board, subject to the rights, if any, of an officer under any contract of employment. Each such officer shall hold his or her respective office for a period of one (1) year and until his or her respective successor shall be elected, unless he or she shall earlier resign or be removed.

Section 4.03 SUBORDINATE OFFICERS

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the President may from time to time determine.

Section 4.04 REMOVAL AND RESIGNATION

(a) Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

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

Section 4.05 VACANCIES

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

Section 4.06 CHAIRPERSON OF THE BOARD

The Chairperson of the Board, if there be such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 4.07 PRESIDENT

Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there be such an officer, the President shall be the general manager and chief executive officer of the corporation and shall have, subject to the control of the Board, general supervision, direction and control of the business and affairs of the corporation. In the absence of the Chairperson of the Board, or if there be none, the President shall preside at all 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 such other powers and duties as may be prescribed by the Board.

Section 4.08 VICE PRESIDENTS

In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 4.09 SECRETARY

The Secretary shall keep, or cause to be kept, at the principal office of the corporation or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. 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 corporation's Articles and these Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given, shall keep the seal of the corporation, if any, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 4.10 TREASURER

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any Director.

The Treasurer shall deposit, or cause to be deposited, all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board, shall render, or cause to be rendered, to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall serve as the Chief Financial Officer of the corporation.

ARTICLE V OTHER PROVISIONS

Section 5.01 CONFLICT OF INTEREST POLICY

This corporation and its business and affairs shall be governed by that certain Conflict Of Interest Policy attached hereto and consisting of four (4) pages, which Conflict Of Interest Policy is hereby incorporated in and made a part of these Bylaws by this reference. In the event of any conflict between a provision of these Bylaws on the one hand and a provision of the foregoing Conflict Of Interest Policy on the other, the provision of the Conflict Of Interest Policy shall control.

Section 5.02 ENDORSEMENT OF DOCUMENTS; CONTRACTS

(a) Authority for the endorsement of checks, contracts or other legal documents on behalf of the corporation shall be established by the Board. Except within specific authority levels established 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 amount.

(b) The Law provides that any note, mortgage, contract or other instrument in writing entered into between the corporation and any other person, when signed by (i) any one of the Chairperson of the Board or the President and by (ii) any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of the corporation, will not be deemed invalid as to the corporation by any lack of authority of the signing officers and, thus, enforceable against the corporation, in the absence of actual knowledge on the part of the other party that the signing officers had no authority to execute the same.

Section 5.03 REPRESENTATION OF SHARES OF OTHER CORPORATIONS

The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares or other ownership interests of any other corporation or other entity standing in the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5.04 CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Law shall govern the construction of these Bylaws.

Section 5.05 AMENDMENTS

These Bylaws may be amended or repealed by the approval of a majority of the Directors then in office.

Section 5.06 MAINTENANCE OF CERTAIN RECORDS

The accounting books, records, minutes of proceedings of the Board and committees thereof, if any, of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed or printed form.

Section 5.07 ANNUAL FINANCIAL REPORT

(a) The Board shall cause an annual financial report to be furnished to the Directors not later than one hundred and twenty (120) days after the close of the corporation's fiscal year.

(b) The annual financial report shall contain in appropriate detail the following:

(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 Section 5.08 below.

(c) The report required under this Section 5.07 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the President or the Treasurer of the corporation that such statements were prepared without audit from the books and records of the corporation.

Section 5.08 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

(a) The corporation shall furnish annually to the Directors a statement of any “covered transaction” or indemnification described below, if such covered transaction or indemnification has taken place during the preceding fiscal year. Such annual statement shall be affixed to and sent with the annual financial report described in Section 5.07 above. A “**covered transaction**” under this Section 5.08 is a transaction to which the corporation was a party, and in which any Director or officer of the corporation has or had a direct or indirect material financial interest (excluding a mere common directorship).

(b) The statement required by this Section 5.08 shall describe briefly:

(i) any covered transaction (including compensation of officers and Directors) 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 persons had a direct or indirect material financial interest and which transactions in the aggregate involve more than \$50,000;

(ii) the names of the interested persons involved in such transactions, stating 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; 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; and

(iii) 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.


Section 5.09 INDEMNIFICATION

The corporation shall, to the maximum extent permitted by the Law and Section 4958 of the Internal Revenue Code of 1986, as amended (the “**Code**”), indemnify each of its Directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was a Director or an officer of the corporation and shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law and Section 4958 of the Code. For purposes of this Section 5.09, a “**Director**” or an “**officer**” of the corporation includes any person who is or was a Director or an officer of the corporation, or is or was serving at the request of the corporation as a director or an officer of another corporation, or other enterprise, or was a director or an officer of a corporation that was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

CERTIFICATION

I hereby certify that I am the President of CA LOW CARBON FUEL & ENERGY COALITION and that the foregoing Bylaws are the Bylaws as adopted by the Board of Directors on March 13, 2017, and that these Bylaws have not been amended or modified since that date.

Date: 3/13/17



KELLY BOYD, President/CEO