

**OJAI VALLEY DEFENSE FUND
NON-PROFIT FOUNDATION
BY-LAWS**

ARTICLE I: NAME AND LOCATION

SECTION 1. NAME. The legal name of the Corporation is "Ojai Valley Defense Fund," hereinafter called "the Corporation."

SECTION 2. LOCATION. The Corporation is a California nonprofit public benefit Corporation with principal offices at 3945 Thacher Road, Ojai, California 93023.

ARTICLE II: PURPOSE AND MEMBERS

SECTION 1. PURPOSE. The mission of the Ojai Valley Defense Fund is to provide financial support to groups undertaking legal action to protect and sustain the environmental quality of the Ojai Valley for the public benefit. Undertaking legal action includes appearing in administrative proceedings. The purpose of this non-profit charitable Corporation is to receive and distribute contributions from individuals, estates, government, corporations, foundations, and any other source for the benefit of the mission of the Ojai Valley Defense Fund. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. .

SECTION 2. MEMBERS. The Corporation shall have no members and shall be a non-membership Corporation. Any action that would otherwise require approval by a majority of all members shall only require approval of the Board of Directors ("Board" or "Directors"). All rights that would otherwise vest in the members shall vest in the Board.

SECTION 3. ASSOCIATES. Nothing contained in Section 2 of these Bylaws shall be construed to limit the right of the Corporation to refer to persons associated with the Corporation as "members" even though these persons are not corporate members, and no such reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Corp. Code § 5056. The Corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law [Corp. Code §§ 5000 et seq.], on any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles or Bylaws, but no such person shall be a member within the meaning of Corp. Code § 5056.

ARTICLE III: BOARD OF DIRECTORS AND DUTIES.

SECTION 1. COMPOSITION. Individuals eligible for election to the Board shall be those members who have demonstrated ability and expressed an interest in the Corporation and its mission, shall commit themselves to furthering this Corporation's objectives, have sufficient time to serve, possess knowledge and other attributes which would be of benefit to the Corporation, have expressed a willingness to accept responsibility to govern, have experience in organizational and community activities, or possess other unique attributes.

SECTION 2. SIZE. The authorized number of Directors of the Corporation shall be not less than five

and not more than eleven, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the directors then in office.

SECTION 3. FUNCTION OF BOARD OF DIRECTORS. Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these 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 the officers, agents and employees of the Corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service;

(b) to make disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the Corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best;

(c) to adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best; and

(d) to borrow money and incur indebtedness for the purposes of the Corporation and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

SECTION 4. ELECTION AND TERMS. The initial Directors shall be elected by the incorporator(s) of the Corporation. Thereafter, Directors shall be elected at each annual meeting of the Directors. If any annual meeting is not held, or the Directors are not elected at that meeting, the Directors may be elected at any special meeting of Directors held for that purpose.

In order to stagger the terms of the Directors initially elected by the incorporator(s) (the "Initial Directors"), the length of the term of the Initial Directors shall be varied as follows: the first three directors shall be voted upon to serve an initial term of one year (an "A Term"); the next three Directors shall be voted upon to serve an initial term of two years (a "B Term"); and the remaining one to five Directors to be elected shall be voted upon to serve an initial term of three years (a "C Term"). (A Term, B Term and C Term collectively the "Initial Term(s).")

After the expiration of each of the Initial Terms, Directors shall be elected to terms of three years. Directors shall serve until their successors are duly elected and qualified. Excluding the Initial Terms and any time spent as a Director elected or appointed to an Initial Term, Directors shall not serve more than two full consecutive three-year terms or more than six consecutive years without first taking time off as a Director for no less than one-year.

SECTION 5. RESIGNATIONS, VACANCIES, REPLACEMENTS, REMOVAL

Subject to the provisions of Corp. Code § 5226, any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies

a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective. Vacancies in the Board shall be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filed by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of 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 the California Nonprofit Public Benefit Corporation Law. [Corp. Code §§ 5230 et seq.] No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

A Director may be removed from office if any of the following has been found to have occurred:

- (a) the Director misses 3 meetings in a calendar year without providing justifiable cause;
- (b) the Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board;
- (c) a conflict of interest is found to exist between the Director and the Corporation;
- (d) the Director is found to have engaged in activities that are directly contrary to the interests of the Corporation or the Corporation's duly adopted Code of Ethics; or
- (e) the Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present to the Board any contrary evidence, or explanation he or she may have. Removal must be by a majority vote of all the Directors.

SECTION 6. PLACE OF MEETINGS. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the Corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

SECTION 7. REGULAR MEETINGS. Regular meetings of the Board shall be held on the first Tuesday of November at 7:00 p.m. of said day. No notice of such regular meetings of the Board shall be required; however, a reminder notice and an agenda, together with pertinent materials, shall be sent no less than five days before the date of the regular meeting. The Board, may, at its discretion vote to suspend the regular meeting or change the location of the regular meeting by a majority vote of the Board.

SECTION 8. SPECIAL MEETINGS. Special meetings of the board of directors may be called at the discretion of the president, or by written request of any two directors with no less than seventy-two (72) hours notice. The person or persons who call a special meeting of the Board of Directors may fix the time and place for holding such special meeting.

SECTION 9. ANNUAL MEETING OF THE BOARD: The annual Meeting of the Board shall be held on the first Tuesday of May at 7:00 p.m. at which time the Board shall meet for the purpose, among other things, of electing Directors, officers and the chairs and members of the Board Committees.

SECTION 10. QUORUM AND VOTING. Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents this majority, whereupon a majority of the Directors in office shall constitute a quorum, provided such majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Public Benefit Corporation Law may provide, the 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 the act of the Board of Directors.

SECTION 11. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

SECTION 12. 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 individually or collectively consents in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

SECTION 13. WAIVER OF NOTICE. A director may waive notice of any meeting by signing a waiver of notice before or after the meeting in question. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

SECTION 14. 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 of which the person is a Director, for a purpose reasonably related to that person's interest as a Director.

SECTION 15. FEES AND COMPENSATION. Directors (as such) shall not receive compensation for their services as Directors. Directors shall not serve the organization in some other capacity for which compensation is paid.

ARTICLE IV: OFFICERS AND ELECTIONS

SECTION 1. OFFICERS. The officers of the Corporation shall be chair of the board of directors, president, vice-president, secretary, and treasurer and shall be elected annually by and serve at the pleasure of the board of directors.

SECTION 2. ELECTION AND TERMS. The officers shall be elected for a term of one year at the time

of the annual meeting. If a vacancy occurs in one of the officers, it shall be filled by the board of directors at any regular or special meeting.

SECTION 3. PRESIDENT: POWERS AND DUTIES. Subject to that supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be such an Officer, the President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and Officers of the Corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. The President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 4. CHAIR OF THE BOARD. The Chair of the Board, if there shall be such an Officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform those other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the Corporation does not have a President, then the Chair shall also have the powers otherwise given to the President.

SECTION 5. VICE-PRESIDENT: POWERS AND DUTIES. The vice-president shall perform such duties as delegated by the board of directors or the president and shall perform the duties of president in the absence of the president.

SECTION 6. SECRETARY: POWERS AND DUTIES. The secretary shall keep minutes of the meetings of the board of directors and shall see that all notices are given in accordance with the provision of these by-laws. The secretary shall keep minutes of the meetings of the board of directors and shall see that all notices are given in accordance with the provision of these by-laws.

SECTION 7. TREASURER: POWERS AND DUTIES. The treasurer shall have charge of the administration of, and accounting for, corporate funds in accord with the Corporation's investment policies. The treasurer shall prepare all financial statements required by law, the board of directors, or good accounting practices. The treasurer shall provide the board of directors with quarterly and annual reports of all corporate financial transactions and investments, and of the financial condition of the Corporation.

SECTION 8. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Corporation. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

SECTION 9. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies shall be filled as they occur and not

on an annual basis.

SECTION 10. COMPENSATION. The salaries of the Officers, if any, shall be fixed from time to time by the Directors.

ARTICLE V: COMMITTEES

SECTION 1. COMMITTEES. The board of directors, by resolution adopted by a majority of the directors in office, may designate committees, which, to the extent provided in such resolution, shall have and exercise the authority granted by the board of directors for the management of the Corporation. Each such committee shall consist of two or more persons. The designation of such committees and the delegation thereto of authority shall not relieve the board of directors, or any individual director, of any responsibility imposed by law.

SECTION 2A. EXECUTIVE COMMITTEE. An executive committee consisting of the president, vice-president, secretary, and treasurer shall be designated by resolution adopted by a majority of directors in office. The board of directors may delegate to the executive committee any part of all of the powers of the board of directors in the management of the business and affairs of the Corporation as specified in the resolution.

SECTION 2B. FINANCE COMMITTEE. A finance committee consisting of two or more directors shall be designated by resolution adopted by a majority of the board of directors in office. The finance committee shall annually review the Corporation's investment policy. Recommended changes will be presented to the board of directors for consideration. The finance committee shall also quarterly review the Corporation's investments to ensure that the investment policy is being followed.

SECTION 2C. NOMINATING COMMITTEE. A nominating committee consisting of two or more directors shall be responsible for developing a list of nominees from which the directors shall be elected by the board of directors at each annual meeting. The nominating committee shall notify the secretary of the names of such nominees at least 30 days prior to the annual meeting.

SECTION 2D. OTHER COMMITTEES. Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present. Membership on such committees may, but need not be, limited to directors. Any non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

SECTION 3. COMMITTEE MINUTES. The committees shall keep regular minutes of their proceedings and report the same to the board of directors when required.

SECTION 4. DELEGATION AND EXPENSES. Except as otherwise provide in these Bylaws, or as delegated by the Board from time to time, any expenditure of corporate funds by a committee shall require prior approval of the Board. A receipt is required for all expenditures.

ARTICLE VI: RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

SECTION 1. The Corporation shall receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Directors to accept or receive any

money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the Corporation as shown by these Bylaws.

SECTION 2. The Corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

SECTION 3. No disbursement of Corporation money or property shall be made until it is first approved by the President, Treasurer, or the Directors of the Corporation. However, a vote of the majority of Directors plus one shall be required to appropriate specific sums to fulfill the objects and purposes for which the Corporation was formed and to direct the officers of the Corporation from time to time to make disbursements to implement the appropriations.

SECTION 4. All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation shall be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

ARTICLE VII: SAFEKEEPING

SECTION 1: BOOKS AND RECORDS. The Corporation shall keep and maintain correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors.

SECTION 2. FISCAL YEAR, AUDIT, AND REVIEW.

The fiscal year of the Foundation shall be January 1 - December 31 of each year. The accounts of the Foundation shall be audited annually by a Certified Public Accountant. The accounts of the Foundation shall be reviewed quarterly by a Certified Public Accountant.

SECTION 3: ANNUAL REPORT. The board of directors shall make an annual report. The report shall include the Corporation's acts, goals, and financial condition.

ARTICLE VII: STAFF

SECTION 1. STAFF. The board of directors may accept the services and assistance of municipal personnel for the purpose of carrying out the work of the organization.

ARTICLE IX: AMENDMENTS

These Bylaws are hereby adopted and may be subsequently amended at any regular meeting of the Board or any special meeting called for that purpose by affirmative vote of a majority plus one of the Directors presently serving and empowered to vote. Notice of such proposed action on the Bylaws shall be mailed to each member of the Board of Directors at least seven (7) days prior to said meeting and provided further that the written notice shall fully describe the proposed amendments.

ARTICLE X – INDEMNIFICATION

SECTION 1. The Corporation shall to the maximum extent permitted by California law, indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative proceeding by reason of the fact that such person is or was a Director, officer or otherwise

an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding, provided that all of the requirements of the California Nonprofit Public Benefit Corporation Law for such indemnification are met. In addition, the Corporation through its Directors and President shall purchase and maintain insurance providing coverage to any Director, officer, committee member or otherwise an agent of the Corporation against liability asserted against or incurred by such person in such capacity or arising out of such a person's status whether or not the Corporation is empowered to indemnify the person against such liability under the provision of this Article.

ARTICLE XI - WAIVER OF NOTICE

SECTION 1. Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Foundation under the provisions of these bylaws or under the provisions of its Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic means sufficient to authenticate the sender, date and time, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII: DISSOLUTION

SECTION 1. DISSOLUTION. When the purpose for which it was established has been accomplished or abandoned, the Corporation may be dissolved by a majority plus one vote of the board of directors of the Corporation. After paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, corporation or foundation with educational and or environmental purposes organized and operated exclusively for charitable purposes that is located within the Ojai Valley which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.