

**BYLAWS**  
**of**  
**NOLOSE**

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ARTICLE 1.  
PRINCIPAL OFFICE

The principal office of NOLOSE (the "Corporation") shall be located in the city of Oakland, California.

ARTICLE 2.  
MEMBERSHIP

This Corporation shall have no voting members.

ARTICLE 3.  
BOARD OF DIRECTORS

Section 3.1 Powers. This Corporation shall have powers to the full extent allowed by law. All powers and activities of this Corporation shall be exercised and managed by the Board of Directors of this Corporation directly or, if delegated, under the ultimate direction of the Board.

Section 3.2 Number of Directors. The number of directors shall be no smaller than seven (7) and no larger than thirteen (13) members.

Section 3.3 Election of Directors. The directors of the Corporation shall be elected by the board of directors of the Corporation. The election of the directors shall take place annually at a regular meeting or a special meeting of the Corporation.

Section 3.4 Limitations on Interested Persons. At all times, not more than 49% of the directors of this Corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this Corporation for services rendered to it within the previous (12) twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity 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 3.5 Election, Term of Office and Term Limits of Directors. The directors then in office shall elect their successors, at the annual meeting, or as soon as practical thereafter.

Except as provided below, the term of office for each director shall be two (2) years, or until his or her successor is appointed.

No director may serve for more than two consecutive full terms. A partial term shall not be counted as a term for this limitation. A one-year absence from the Board after a person has served the maximum number of consecutive terms of office shall render such person again eligible for election to the Board.

Section 3.6 Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the remaining directors for the unexpired portion of the term.

Section 3.7 Resignation and Removal. Resignations shall be effective upon receipt in writing by the President of the Board, the Secretary, or the Board of Directors of this Corporation, unless a later effective date is specified in the resignation. A majority of the directors then in office may remove any director at any time, with or without cause. A Board member shall be removed from his/her Board position for excess absences from the Board if s/he has three unexcused absences (an unexcused absence is defined as an absence when notice has not been given to at least one member of the Board, and an excused absence is when the absent Board member notifies at least one member of the Board) from Board meetings in a year.

Section 3.8 Regular Meetings. Regular meetings shall be held at such time and place as may be fixed by resolution of the Board at least once during each fiscal year. Where possible and as approved by the Board, at least one meeting of the Board of Directors during each fiscal year shall be in person.

Section 3.9 Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board or any three directors, and noticed in accordance with Section 3.11.

Section 3.10 Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Section 8.5 of these Bylaws.

Section 3.11 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 3.12 Quorum. 67% or greater of the membership of the Board shall constitute a quorum. The act of 80% of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Sections 3.6 (filling board vacancies), 3.7 (removing directors) and 3.13 (taking action without a meeting); Section 4.1 (appointing Board Committees); Section 6.3 (approving self-dealing transactions); Section 7.2 (approving indemnification); and Section 8.6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. 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.

Section 3.13 Action Without a 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 to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 3.14 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 8.5 of these Bylaws so long as all 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 with 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 by the Corporation.

Section 3.15 Standard of Care.

(a) General. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (1) one or more officers or employees of this Corporation whom the director believes to be reliable and competent as to the matters presented;
- (2) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- (3) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (1) or (2), as to

matters within the committee's designated authority, provided that the director believes such committee merits confidence; so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 6 below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this Corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this Corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this Corporation's capital; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This Corporation's other resources;
- (7) The needs of this Corporation to make distributions and to preserve capital; and
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this Corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this Corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this Corporation.

Notwithstanding the above, no investment violates this Section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing

such investment contained in an instrument or agreement pursuant to which the assets were contributed to this Corporation.

Section 3.16 Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 3.17 Director Compensation. The directors shall not be compensated for their role as director of the Corporation, however the Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

#### ARTICLE 4. COMMITTEES

Section 4.1 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. The executive committee described in Article 5.1 shall be a Board Committee. The finance committee described in Article 5.1 shall be a Board Committee. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board Committee;
- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this Corporation;
- (g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (h) create any other Board Committees or appoint the members of any Board Committees; or
- (i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this Corporation.

Section 4.2 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of

directors or non-directors and may be appointed as the Board determines. Each Advisory Committee shall have one or more Chairpersons, at least one of whom shall be a member of the Board of Directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this Corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 4.3 Committee Supervision and Reliance. If a committee is composed and appointed as required by Section 4.1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Section 3.15.A(3), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4.4 Meetings.

(a) Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article 3 of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Of Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

## ARTICLE 5. OFFICERS

Section 5.1 Officers. The officers of this Corporation shall be a President of the Board, a Vice President of the Board, a Secretary, and a Treasurer, each of whom shall be directors of the Corporation, and whom collectively shall comprise the executive committee of the Corporation. The Corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary, the Treasurer, or the Chief Financial Officer, if any, may not serve concurrently as the President of the Board. The office of the President may be jointly held by two directors in lieu of having a Vice President of the Board. The Treasurer shall be the chair of the Finance Committee of the Corporation, which shall have as its members at least 2 other directors.

Section 5.2 Election. The officers of this Corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board.

Section 5.3 Removal. Any officer may be removed, with or without cause, by a vote of a majority of the directors then in office.

Section 5.4 Resignation. Any officer may resign at any time by giving written notice to this Corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this Corporation under any contract to which the officer is a party.

Section 5.5 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 5.6 President of the Board. The President of the Board shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President of the Board shall be the chief executive officer of this Corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this Corporation. The President of the Board shall have the general powers and duties of management usually vested in the office of president of the Corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President of the Board shall also be the principal spokesperson of the Corporation.

Section 5.7 Vice President of the Board. The Vice President of the Board shall, in the absence of the President of the Board, carry out the duties of the President of the Board and shall have such other powers and duties as may be prescribed by the Board of these Bylaws.

Section 5.8 Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this Corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 5.9 Treasurer. The Treasurer shall be the chief financial officer of this Corporation and shall supervise the charge and custody of all funds of this Corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this Corporation's properties and business transactions, shall render reports and accountings as required, is the Chair of the Finance Committee, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

## ARTICLE 6. CERTAIN TRANSACTIONS

Section 6.1 Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for



expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 6.2 Self-Dealing Transactions. Except as provided in Section 6.3 below, the Board of Directors shall not approve, or permit the Corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 6.3 Approval. This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this Corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this Corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

## ARTICLE 7. INDEMNIFICATION AND INSURANCE

Section 7.1 Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

Section 7.2 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the

agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 7.3 Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances;  
and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 7.4 Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law.

## ARTICLE 8. MISCELLANEOUS

Section 8.1 Fiscal Year. The fiscal year of this Corporation shall end each year on December 31<sup>st</sup>.

Section 8.2 Contracts, Notes, and Checks. All contracts entered into on behalf of this Corporation must be authorized by the Board of Directors and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this Corporation or contract binding this Corporation shall be signed by any director of the Corporation or such other persons on whom such power may be conferred by the Board from time to time.

Section 8.3 Annual Reports to Directors. The treasurer, with the advice and consent of the executive committee, shall furnish an annual written report to all directors of this Corporation containing the following information about this Corporation's previous fiscal year:

(a) the assets and liabilities, including the trust funds of this 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 this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this Corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than \$50,000 between this Corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this Corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this Corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this Corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing 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 this Corporation that such statements were prepared without an audit from the books and records of this Corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Section 8.5 of these Bylaws.

**Section 8.4 Required Financial Audits.** This Corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this Corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years to any person who requests a copy in a written request via U.S. mail or electronic mail transmission to the Secretary of the Corporation. The Corporation will furnish such a copy as requested by mailing via U.S. mail or transmitting via electronic mail or other electronic transmission to the requesting party, or by posting them on this Corporation's website.

**Section 8.5 Electronic Transmissions.** Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 8.6 Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment.

Section 8.7 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am presently the duly elected and acting Secretary of NOLOSE, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 11 pages, are the Bylaws of this corporation as adopted by the Board of Directors at a duly called and noticed meeting at which a quorum was at all times present on September 21, 2014.

DATED: September \_\_, 2014

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Alex Gino, Secretary