

**BYLAWS OF
ASSOCIATION OF CALIFORNIA WATER AGENCIES (ACWA)
FOUNDATION**

ARTICLE 1

NAME

Section 1.1 Name. The name of this corporation is Association of California Water Agencies Foundation (hereinafter "Foundation" or "corporation").

ARTICLE 2

LOCATION OF PRINCIPAL OFFICE

Section 2.1 Principal Office. The principal office for the transaction of the activities and affairs of the corporation is located in Sacramento, California. The Board of Trustees ("Board") may change the principal office from one location to another, so long as the principal office remains in the State of California.

Section 2.2 Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE 3

PURPOSES AND LIMITATIONS

Section 3.1 General Purposes. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 3.2 Specific Purposes. The specific purposes of this corporation shall be to serve California residents by (i) promoting diversity, equity and inclusion within the water industry (ii) through education, research, and workforce development (iii) funding scholarships and tuition reimbursement in support of education related to the water industry and (iv) carrying on other charitable and educational activities associated with these purposes as allowed by law.

Section 3.3 Limitations.

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

(b) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee or officer, or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and if possible, an organization that has similar goals or activities to this Foundation, if such exists.

ARTICLE 4

MEMBERS

Section 4.1 Members. This corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. To the extent any donor, contributor, or other person is referred to as a “member” in any corporate materials, it shall be understood that such donor, contributor, or person is not a statutory member as contemplated by the California Nonprofit Public Benefit Corporation Law, and has no voting or other rights in the corporation.

ARTICLE 5

TRUSTEES

Section 5.1 Powers.

(a) **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Trustees.

(b) **Specific Powers.** Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the trustees may do any or all of the following:

(i) Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of

Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(ii) Change the principal office in California from one location to another.

(iii) Adopt and use a corporate seal, and prescribe and alter the form of the seal.

However, failure to adopt or affix a seal, if any, does not affect the legality of any document executed by the Foundation.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(v) Enter into contracts in furtherance of the purposes of this corporation.

(vi) Make and accept donations and contributions in the name of the corporation.

(vii) Apply for and receive grants and provide grants, sponsorships and subscriptions to other eligible persons.

(viii) Award and fund scholarships and continuing education tuition reimbursements in furtherance of the corporation's purposes

(ix) Establish endowment accounts for the segregation of donor designated funds, as appropriate.

(x) Do any and all other things necessary, legal and proper in connection with the accomplishment of the objectives and purposes of the corporation.

Section 5.2 Number and Qualification of Trustees. The first Board of Trustees for the Foundation shall consist of nine (9) individuals. Subsequent to the first Foundation Board, the Board shall consist of at least seven (7) but not more than eleven (11) trustees, until changed by amendment to these Bylaws. The exact number of trustees shall be fixed, within the limits provided above, by a resolution adopted by the Board from time to time. The qualifications for designation as a trustee will include, but not be limited to:

- (a) Experience with non-profit organizations
- (b) Experience in education, training, mentoring or academia
- (c) Represents underserved communities

- (d) Experience with fundraising or finance
- (e) Background in human resources and workforce development
- (f) Experience in the water industry

When designating trustees to the Board, the ACWA Board and the Board of Trustees will seek to promote diversity in the makeup of the Board (e.g. generational, gender, racial, geographic, etc.).

Section 5.3 Designation of Trustees. The first trustees shall be appointed by the Association of California Water Agency ("ACWA") President with ratification by the ACWA Board of Directors ("ACWA Board"). Subsequent to the first Board of trustees, the trustees shall be designated by the Board of Trustees at any regular or special meeting of the Board subject to ratification by the ACWA Board at any regular or special meeting of the ACWA Board.

Section 5.4 Ex Officio Nonvoting Representatives on the Board. The Executive Director of ACWA, or their designee, shall be an ex officio nonvoting representative of ACWA on the Board, and the ACWA Board may designate such other ex officio nonvoting representatives to the Board as deemed appropriate.

Section 5.5 Terms of Office. Trustees shall hold office for three (3) years and until a successor has been designated and qualified. Provided, however, that with respect to the first Board, five (5) trustees shall serve for three (3) years and four (4) trustees shall serve for two (2) years, with the determination of which trustees will serve which terms to be determined by the ACWA Board. Trustees may serve a maximum of three (3) consecutive three year terms provided, however, that any trustee who serves a term of less than three full years will not count that partial term against the three consecutive term limit.

Section 5.6 Restriction on Interested Persons as Trustees. No more than 49% of the persons serving on the Board may be "interested persons". An "interested person" is:

- (a) any person who simultaneously serves on the Board of Directors of ACWA;
- (b) any person compensated by the Foundation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, consultant or otherwise;
- (c) any person compensated by ACWA for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, consultant or otherwise; and
- (d) 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 such persons identified in (a) through (c), above.

The provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5.7 Removal of Trustees. A trustee may be removed from the Board at any time, with or without cause, by a two-thirds vote (2/3) vote of the ACWA Board.

Section 5.8 Vacancies on Board.

(a) Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (i) The death or resignation of any trustee;
- (ii) The removal of a trustee or trustees by the ACWA Board;
- (iii) The declaration by resolution of the Board of a vacancy in the office of a trustee who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law;
- (iv) The increase of the authorized number of trustees; or
- (v) The failure of the ACWA Board to designate the number of trustees required to be designated;
- (vi) The failure of a trustee to remain qualified to serve as a trustee.

(b) Resignations. Except as provided below, any trustee may resign by giving written notice to the Chairperson of the Board, the Vice Chairperson of the Board, or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no trustee may resign if the corporation would be left without a duly elected trustee or trustees.

(c) Filling Vacancies. The Board of Trustees shall appoint any vacancies on the Board and such vacancies shall be ratified by the ACWA Board.

(d) No Vacancy on Reduction of Number of Trustees. No reduction of the authorized number of trustees shall have the effect of removing any trustee before that trustee's current term of office expires.

Section 5.9 Trustees' Meetings.

(a) Place of Meetings. Meetings of the Board shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(b) Meetings by Electronic Communication. Any meeting of the Board may be held by conference telephone, video conference call, or similar communication technology, so long as the following conditions are met:

(i) Each trustee participating in the meeting can hear one another and can communicate with all other trustees concurrently.

(ii) Each trustee 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 Board.

(iii) The Board adopts and implements some means of verifying both of the following:

(A) A person participating in the meeting is a trustee or other person entitled to participate in the meeting.

(B) All actions of, or votes by, the Board are taken or cast only by the trustees and not by persons who are not trustees.

(c) Annual Meeting. The Board shall hold an annual meeting for purposes of organization, election of officers, and transaction of other business. Notice of the annual meeting shall be given in accordance with subsection (e) below.

(d) Quarterly Meeting. The Board shall also hold a quarterly meeting for the transaction of business. Notice of the quarterly meetings shall be given in accordance with subsection (e) below.

(e) Other Regular and Special Meetings. Other regular and special meetings of the Board may be held at such time and place as the Board may fix from time to time.

(i) Authority to Call. Regular or special meetings of the Board for any purpose may be called at any time by the Chairperson of the Board, the Vice-Chairperson, the Secretary, the Executive Director, if any, or any two trustees.

(ii) Notice. Notice of the time and place of regular or special meetings shall be given to each trustee by one of the following methods:

(A) By personal delivery of written notice;

(B) By first class mail, postage prepaid; or

(C) By telephone, facsimile, or electronic mail, either directly to the trustee or to a person at the trustee's office who would reasonably be expected to communicate that notice promptly to the trustee.

All such notices shall be given or sent to the trustee's address or telephone, facsimile or electronic mail number as shown on the records of the corporation.

Notices sent by first-class mail shall be deposited in the U.S. mail at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, or electronic mail shall be delivered, telephoned, or sent at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

(f) Quorum. A majority of the seated trustees shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

(i) approval of contracts or transactions in which a trustee has a direct or indirect material financial interest,

(ii) approval of certain transactions between corporations having common directorships,

(iii) creation of and appointments to committees of the Board, and

(iv) indemnification of trustees.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of trustees, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice. Notice of a meeting need not be given to any trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such 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 need not be given to any trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) Adjournment. A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the trustees who were not present at the time of the adjournment.

Section 5.10 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any trustee who has a material financial interest in a transaction to which the corporation is a party, and who is an "interested director" as defined in Section 5233 of the California Corporations Code, shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.11 Compensation and Reimbursement. Trustees shall not receive compensation for their service on the Board, but may receive such reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 5.12 Committees.

(a) Committees of the Board. The Board may create one or more committees, each consisting of two or more trustees and no persons who are not trustees, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by a majority vote of the trustees then in office. The Board may appoint one or more trustees as alternate members of any such committee, who may replace any absent

member at any meeting. Any such committee shall have the authority of the Board to the extent provided in the Board resolution, except that no committee, regardless of Board resolution, may:

- (i) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (ii) Amend or repeal Bylaws or adopt new Bylaws;
- (iii) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (iv) Create any other committees of the Board or appoint the members of committees of the Board; or
- (v) Approve any contract or transaction to which the corporation is a party and in which one or more of its trustees has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

(b) **Advisory Committees.** The Board may also establish advisory committees composed of one or more trustees and other interested persons who are not trustees. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

(c) **Meetings and Actions of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE 6

OFFICERS

Section 6.1 Officers of the Corporation. The officers of the corporation shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer, and may include, in the Board's discretion, an Executive Director. All officers, except for the Executive Director, if any, must be trustees.

The Board may appoint, employ or contract with a person or organization to manage the day-to-day activities of the corporation. The Board shall fix the terms and conditions of the appointment, employment or contract of the Executive Director.

Section 6.2 Election of Officers. The officers of the corporation, except the Executive Director, shall be chosen annually by the Board and shall serve at the pleasure of the Board. There is no limit as to the number of terms that a Trustee may serve.

Section 6.3 Other Officers. The Board may appoint and authorize the Chairperson, the Executive Director, or any other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section 6.4 Removal of Officers. Without prejudice to the rights of an Executive Director retained or employed under a contract, any officer may be removed or terminated, as appropriate, with or without cause, by the Board.

Section 6.5 Resignation of Officers. Subject to the limitations of any contract with an Executive Director, any officer may resign at any time by giving written notice to the Chairperson or Secretary of the Foundation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6.6 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the trustees present at any regular or special meeting of the Board.

Section 6.7 Responsibilities of Officers.

(a) Chairperson. The Chairperson of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Executive Director, the Chairperson of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Executive Director of the corporation prescribed by these Bylaws.

(b) Vice-Chairperson. If the Chairperson is absent or disabled, the Vice-Chairperson shall perform all duties of the Chairperson. When so acting, the Vice-Chairperson shall have all powers of and be subject to all restrictions on the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

(ii) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(iii) If the Chairperson and the Vice-Chairperson are both absent or become disabled, the Secretary shall perform all the duties of the Chairperson. When so acting, the Secretary shall have all powers of and be subject to all restrictions on the Chairperson.

(iv) The Chairperson may appoint a staff member as Assistant Secretary to assist the Secretary in carrying out his or her duties.

(d) Treasurer.

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the trustees such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any trustee at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with

such depositories as the Board may designate, shall disperse, or cause to be dispersed the corporation's funds as the Board may order, shall render to the Chairperson, the Executive Director, and the Board, when requested, 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 the Board or the Bylaws may prescribe. Unless specifically waived by action of the Board, all checks issued by the corporation shall require the signature of the Treasurer and Chairperson.

(iii) The Chairperson may appoint a staff member as Assistant Treasurer to assist the Treasurer in carrying out his or her duties.

(e) Executive Director. The Executive Director, if any, shall be the general manager of the Foundation and shall supervise, direct, and control the corporation's day-to-day activities, affairs, and administration. If an employee, the Executive Director shall be an *at-will* employee unless his or her status is otherwise agreed upon in a written employment contract approved by the Board and signed by the Chairperson. The Executive Director shall be a non-voting advisor to the Board. The Executive Director shall have such other powers and duties as the Board or the Bylaws may prescribe.

ARTICLE 7

LIABILITY OF VOLUNTEER OFFICERS AND TRUSTEES

Section 7.1 No personal liability. Pursuant to Section 5239 of the California Corporations Code, there shall be no personal liability to a third party for monetary damages on the part of a volunteer officer or trustee of the corporation caused by the officer or trustee's negligent act or omission in the performance of that person's duties as a volunteer officer or trustee, if all the following conditions are met:

- (a) The act or omission was within the scope of the officer or trustee's duties.
- (b) The act or omission was performed in good faith.
- (c) The act or omission was not reckless, wanton, intentional or grossly negligent.
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation which qualifies under the conditions of Section 5239, or an insurance policy was not required because the conditions of Sections 5239(a)(4) and 5239(h) were applicable to the corporation.

ARTICLE 8

INDEMNIFICATION

Section 8.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its trustees, officers, employees, and other persons described in Section 5238 of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238 of the California Corporations Code.

Section 8.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238 of the California Corporations Code, the Board shall promptly determine whether the applicable standard of conduct set forth in Section 5238 has been met and, if so, the Board shall authorize indemnification.

Section 8.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE 9

INSURANCE

Section 9.1 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted or required by law on behalf of its trustees, officers, employees, and other agents, against any liability asserted against or incurred by any trustee, officer, employee, or agent in such capacity or arising out of the trustee's, officer's, employee's, or agent's status as such. Additionally, the Board may determine that a bond will be procured to ensure that those trustees and staff who will handle the Foundation's funds are covered against potential loss of such funds.

ARTICLE 10

RECORDS AND REPORTS

Section 10.1 Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate corporate books and records of account;

- (b) Written minutes of the proceeding of its Board and committees of the Board; and
- (c) A record of each trustee's name, address, and telephone number.

Section 10.2 Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by trustees at all reasonable times during office hours.

Section 10.3 Inspection by Trustees. Every trustee shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries, subject to any limitations contained in law.

Section 10.4 Annual Report. The Board shall cause an annual report to be sent to trustees and the ACWA Board within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- (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.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) An overview or summary of the activities of the corporation during the period of time since the preceding Annual Report was prepared.
- (f) Any information required by Section 10.5.

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

Section 10.5 Annual Statement of Certain Transactions and Indemnifications.

As part of the annual report to all trustees the corporation shall annually prepare and mail or deliver to each trustee a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

(a) Any transaction:

(i) in which the corporation and ACWA were both parties,

(ii) in which an "interested person" had a direct or indirect material financial interest,

and

(iii) which involved more than \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

(b) For this purpose, an "interested person" is either of the following:

(i) Any trustee or officer of a corporation, its parent, or its subsidiary (but mere common directorship shall not be considered such an interest); or

(ii) Any holder of more than 10% of the voting power of a corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

(c) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or trustee of the corporation under Article VIII of these Bylaws, unless the indemnification has already been approved by the trustees.

ARTICLE 11

CONSTRUCTION AND DEFINITIONS

Section 11.1 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the

masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 12
AMENDMENTS

Section 12.1 Amendments. Subject to any limitations in the Nonprofit Public Benefit Corporation Law, these Bylaws may be amended by a majority vote of the Board of Trustees at a regular or special meeting provided that before amendments are effective they have been approved by the Board of ACWA. Proposed amendments shall be submitted to each trustee at least ten (10) days prior to the meeting at which such amendments will be discussed and adopted.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Association of California Water Agencies Foundation, a California nonprofit public benefit corporation, that the above Bylaws, consisting of 18 typewritten pages including this page, are the Bylaws of this corporation.

Executed on the 16 day of December, 2022 at Sacramento,
California.

Sue Stephenson
Sue Stephenson Secretary