

BYLAWS OF THE SAN FRANCISCO BAY TRAIL PROJECT
A California Nonprofit Benefit Corporation

ARTICLE I
NAME

The name of the corporation is The San Francisco Bay Trail Project

ARTICLE II
OFFICES

1. Principal Office. The principal office for the transaction of the business of the corporation ("principal executive office") is located at 101 8th Street, Oakland, County of Alameda, California. The board of directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.
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 III
OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

- a. To develop a broad base of support for the San Francisco Bay Trail Project, in order to ensure all the needs and viewpoints of the region are respected and incorporated into the San Francisco Bay Trail Project. Further, the corporation will work to provide access along the shoreline and to enhance public appreciation of the San Francisco and San Pablo Bays by educating and conducting public outreach programs about the Bay.
- b. The specific purposes of this corporation include, but are not limited to, the preservation of land for educational and recreational purposes. Preservation of land shall be accomplished by acquiring real property or partial interests therein, including conservation easements as defined in California Civil Code Section 815.2, and recording appropriate instruments necessary to protect in perpetuity the physical environment of the area for recreational, ecological and aesthetic purposes beneficial to the public interest. Further, the corporation will provide outreach to increase public appreciation of the bays and surrounding environs.
- c. To lessen the burdens of government by obtaining funds to engage in providing, if necessary, for the planning, development, acquisition, construction, operation and maintenance of the Bay Trail, a 450-mile public recreational trail around the San Francisco and San Pablo Bays to enhance the public's appreciation of the Bays and to preserve land for recreational, ecological and educational opportunities. Further, the corporation will coordinate between the multiple agencies and organizations with an interest in the San Francisco Bay Trail.
- d. To receive limited or conditional gifts or grants in trust, inter vivos, or by way of testamentary devises, bequests or grants in trust, or otherwise, funds of all kinds including property, both real, personal and mixed, whether principal or income, tangible

or intangible, present or future, vested or contingent, in order to carry on the purposes of this corporation.

- e. The general purposes and powers are to have and exercise all rights and powers now or hereafter conferred on nonprofit public benefit corporations under the laws of the State of California; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purposes of this corporation; provided, further, that this corporation shall not have the power to, and shall not, do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and regulations promulgated pursuant to such Sections as they now exist or as they may hereafter be amended.

ARTICLE IV NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to ABAG if ABAG agrees to continue the purposes of this corporation to the extent ABAG is able unless ABAG is unable or unwilling to accept the properties, assets and obligations, in which case they shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

ARTICLE VI MEMBERSHIP

1. Membership. This corporation shall have no members.
2. Associate Members. The corporation may refer to persons or entities associated with it as "associate members", even though those persons or entities are not voting members,

but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code.

3. Dues. Each associate member must pay, within the time and on the conditions set by the board, the dues, fees and/or assessments, if any, in amounts to be fixed from time to time by the board. The dues, fees and assessments shall be equal for all members of each class, but the board may, in its discretion, set different dues, fees, and assessments for each class.
4. Termination. An association membership shall terminate on occurrence of any of the following events:
 - a. Resignation of the member on reasonable notice to the corporation;
 - b. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board; or
 - c. Failure of the member to pay dues, fees and/or assessments as set by the board within thirty (30) days after they become due and payable.

ARTICLE VII DIRECTORS

1. Powers.
 - a. General corporate powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors. The board may delegate the management of the day-to-day operation of the business to the corporation to a committee or other person or persons or entity, 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.
 - b. Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - i. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.
 - ii. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside of the State of California; and designate any place within or outside the State of California for the holding of any meetings.
 - iii. Adopt, make, and use a corporate seal, if desired.
 - 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.

2. Number of Directors. The authorized number of directors shall range between twenty-one (21) and forty-one (41). The initial number of directors shall be thirty (30). The board shall increase or decrease the number of directors to achieve a more representative balance of the diversified interests and viewpoints in the region interested in the San Francisco Bay Trail Project.
3. Limitation on Liability. The liability of the directors for the activities of the corporation and for performance of their duties shall be limited as set forth in the California Corporations Code.
4. Appointment of Directors. The board of directors are hereby appointed to be:

Name	Agency Represented
Kathleen Foote	ABAG Appointee to BCDC
Nancy Walker	ABAG Appointee to BCDC
Irving Besser	Regional Bicycle Advisory Committee
Bill Bliss	Regional Bicycle Advisory Committee
Robert Bury	ABAG Appointee to BCDC
Rosemary Corbin	ABAG Appointee to BCDC
Rod Diridon	County of Santa Clara
Aileen Fox	Leslie Salt Co.
Barbara Green	Santa Clara County Parks & Recreation Commission
Stana Hearne	ABAG Regional Planning Committee
Reed Holderman	State Coastal Conservancy
Marc Holmes	Save San Francisco Bay Association
Ellen Johnck	Bay Planning Coalition
Doug Kimsey	Metropolitan Transportation Commission
Gayle Likens	City of Palo Alto
Bill Lockyer	State Legislature
Glenn Lyles	City of Mountain View
Steven McAdam	Bay Conservation and Development Commission
Tom Mikkelsen	East Bay Regional Park District
Ron Miska	Marin County Park, Open Space, and Cultural Services
Rob Powell	Regional Bicycle Advisory Committee
Barbara Rice	Ridge Trail Council
Diane Ross-Leech	Pacific Gas & Electric Co.
Richard Sheridan	Hayward Area Shoreline Planning Agency
Nancy Stone	National Park Service Program – Rivers and Trails Conservation Assistance
Martin Storm	City of Hayward Santa Clara Valley Audubon Society
Joan Vilms	Sonoma Land Trust
Richard Wetzig	San Francisco Bay Chapter Sierra Club
Charlie Willard	California Department of Parks and Recreation

5. Alternate Directors. Each director shall appoint his/her alternate and shall replace said alternate should the position become vacant.
6. Vacancies.
 - a. Events causing vacancy. A vacancy or vacancies in the board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by resolution of the board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law; (iii) the vote of a majority of members of the Executive Board of ABAG; (iv) the unexcused absence of a board member from three consecutive Board meetings; or (v) the increase of the authorized number of directors.
 - b. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chair, administrative officer, secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective. With the exception of the four directors who serve by virtue of being ABAG appointees to the San Francisco Bay Conservation and Development Commission (BCDC) who shall resign their terms as directors of the corporation at the time each is replaced as an ABAG appointee to BCDC in favor of his/her successor appointee, the resigning director shall recommend his/her successor, which recommendation becomes effective after approval of the appointment by the board of directors. In the event the board of directors does not approve the recommended successor, the resigning director shall make alternate recommendations until the board of directors approves same by majority vote. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
 - c. Successors. The board of directors shall approve successors in such a way as to ensure a representative balance of at least the following organizations:

State Legislature
California Coastal Conservancy

Metropolitan Transportation Commission
S.F. Bay Conservation and Development Commission

(4) Representatives of Cities appointed to BCDC by ABAG's Executive Board
Representatives of Counties

California Department of Parks and Recreation
National Park Service, Rivers and Trails Conservation Assistance Program
Regional Park and Open Space Districts

Regional Bicycle Advisory Committee
County Parks & Recreation Departments
Hayward Area Shoreline Planning Agency
Ridge Trail Council

Save San Francisco Bay Association
Land Trusts
Audubon Society
Sierra Club, San Francisco Bay Chapter
Wetlands Coalitions

Pacific Gas & Electric Co.
Leslie Salt co.
Bay Planning Coalition

League of Women Voters

The list of representative organizations on the Board of Directors may be changed by a majority vote of the Board.

- d. No Vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
 - e. Restriction on interested directors. Not more than forty-nine (49) percent of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it with 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 director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law or father-in-law of any such person. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.
7. Place of Meetings; Meetings by Telephone. Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of the Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

8. Regular Meetings. Regular meetings of the board of directors shall be held without call at such time as shall from time to time, and no less than one time per fiscal year, on a date to be fixed by the board. Such regular meetings may be held without notice.

In the event a regular meeting is held in person, and not by conference call or similar communication equipment, and is held pursuant to notice, all parties who have so indicated will be given notice of said meeting.

9. Special Meetings.
- a. Authority to call. Special meetings of the board for any purpose may be called at any time by the administrative officer of the board, or the vice chair/secretary or any two directors.
 - b. Notice.
 - i. Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
 - ii. Time requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.
 - iii. Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting or the place of the meeting, if it is to be held at the principal executive office of the corporation.
10. Quorum. One third of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VII. 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, subject to the provisions of the California Nonprofit Public Benefit Corporation Law, especially those provisions related to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees and (iii) indemnification of directors. 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 that meeting.
11. Waiver of Notice. The transactions of any meeting of the board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the

meeting, each of the directors not present signs a written waiver of notice or consent to holding the meeting, or an approval of the minutes. 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 before or at its commencement about the lack of adequate notice.

12. Adjournment. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
13. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.
14. 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, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the board. Such written consent or consents shall be filed with the minutes of the proceedings of the board.
15. Fees and Compensation of Directors. Directors and members of committees, if any, may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the board to be just and reasonable.

ARTICLE VIII COMMITTEES

1. Committees of Directors. The board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:
 - a. Take any final action on matters which, under the Nonprofit Public Benefit Corporation Law of California, requires approval of a majority of all the directors;
 - b. Fill vacancies on the board or in any committee which has the authority of the board;
 - c. Fix compensation of the directors for serving on the board or on any committee;
 - d. Amend or repeal bylaws or adopt new bylaws;
 - e. Amend or repeal any resolution of the board which by its express terms is not so amendable or repealable;
 - f. Appoint any other committees of the board or the members of these committees;
 - g. Approve any transaction (1) to which the corporation is a party and one (1) or more director has a material financial interest; or (2) between the corporation

and one (1) or more of its directors or between the corporation or any person in which one (1) or more of its directors have a material financial interest.

2. Steering Committee. The board of directors hereby establishes a standing committee to be known as the Steering Committee composed of not less than five (5) of its members. A quorum of three (3) is hereby established for the transaction of business assigned by the board. The Steering Committee shall meet regularly, not less than one time per quarter, and shall provide regular oversight of the operations of the corporation. The Steering Committee shall have the authority to delegate its assigned tasks as it sees fit.
3. Meetings and Action of Committees. Meeting and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board and its members, except that the time for regular meetings of committees may be determined either by resolution of the board or by resolution of the committee. Special meetings of committees may also be called by resolution of the board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws, or, in the absence of rules adopted by the board, the committee may adopt such rules.

ARTICLE IX OFFICERS

1. Officers. The officers of the corporation shall be a chair, administrative officer, vice chair, secretary, treasurer and chief financial officer. Any number of offices may be held by the same person, except that neither the secretary, chief financial officer nor treasurer may serve concurrently as the chair of the board.
2. Officers. The chair, vice chair, secretary and treasurer shall be elected by the board of directors from its members. The administrative officer of the corporation shall be the Executive Director of ABAG and the chief financial officer shall be the Finance Director of ABAG.
3. Term. The officers of the corporation, except those appointed under Section 2 of this Article, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.
4. Removal of Officers. The appointed officers must be removed, with or without cause, by the board, at any regular or special meeting of the board, if such officers cease to serve as the ABAG Executive Director or Finance Director, respectively. The officer(s) removed must be replaced by the board with the person currently holding such office(s) at ABAG. The elected officers may be removed with or without cause by the board at a regular or special meeting of the board.

5. Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in 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 the corporation under any contract to which the officer is a party.
6. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.
7. Responsibilities of Officers.
 - a. Chair. The chair shall preside at meetings of the board of directors and shall exercise and perform such other powers and duties as may from time to time be assigned to him/her by the board or as may be prescribed by the bylaws.
 - b. Administrative Officer. Subject to such supervisory powers as may be given by the board of directors to the chair, the administrative officer shall generally supervise and execute the business of the corporation. He/she shall have such other powers and duties as may be prescribed by the board or the bylaws.
 - c. Vice Chair. In the absence of the chair, the vice chair shall preside at meetings of the board of directors and carry out any other duties of the chair. He/she shall have all powers of the chair when so acting and shall be subject to all restrictions on the chair. In addition, the vice chair shall have such other powers and perform such other duties as the board or the bylaws may provide.
 - d. Secretary. The secretary shall attend to the following:
 - i. Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings and the proceedings of such meetings.
 - ii. Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the board required by the bylaws to be given. He/she shall keep the seal of the corporation, if any, in safe custody. He/she shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.
 - e. Chief Financial Officer. The chief financial officer shall attend to the following:
 - i. Books of account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.
 - ii. Deposit and disbursement of money and valuables. The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be

designated by the board; shall disburse the funds of the corporation as may be ordered by the board; shall render to the administrative officer and directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board or the bylaws.

- iii. Bond. If required by the board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.
- f. Treasurer. The treasurer shall oversee the operation of the corporate finances as directed by the chair and the board of directors.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

1. Definitions. For the purpose of this Article,
 - a. "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
 - b. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and
 - c. "expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.
2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the

person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

3. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation to procure a judgment in its favor, or brought under Section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, but reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (3):
 - a. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court shall determine;
 - b. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 - c. Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
4. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (2) or (3) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.
5. Except as provided in paragraph (4), any indemnification under this Article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (2) or (3), by:
 - a. A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
 - b. The court in which such proceeding is or was pending upon application made by the corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.
6. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

7. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any subsidiary of the corporation may be entitled by contract or otherwise.
8. No indemnification or advance shall be made under this Article X, except as provided in paragraph (4) or subdivision (5)(b), in any circumstance when it appears:
 - a. That it would be inconsistent with a provision of the articles of incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - b. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
9. Upon and in the event of a determination by the board of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article X; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

ARTICLE XI RECORDS AND REPORTS

1. Maintenance of Corporate Records. The corporation shall keep:
 - a. Adequate and correct books and records of account;
 - b. Minutes in written form of the proceedings of its board, and committees of the board.

All such records shall be kept at the corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

2. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members of the ABAG Executive Board at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the Secretary shall, on the written request of any Executive Board member, furnish to that member a copy of the articles and bylaws as amended to date.
3. Inspection of Records. Every director and any member of the ABAG Executive Board shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations; provided that any inspection by an Executive Board member shall be for a purpose reasonably related to such person's interest. This inspection by a

director or by an Executive Board member may be made in person or by an agent or attorney of said director or Board member, and the right of inspection includes the right to copy and make extracts of documents.

4. Annual Report to Members of ABAG's Executive Board.
 - a. Not later than one hundred twenty (120) days after the close of the corporation's fiscal year, the board shall cause an annual report to be sent to the ABAG Executive Board members. Such report shall contain the following information in reasonable detail:
 - 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.
 - v. Any information required by Section 6 of this Article.
 - b. The report required by this Section shall be accompanied by any report thereon 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 books and records of the corporation.
5. Annual Statement of Certain Transactions and Indemnifications. No later than the time the corporation gives its annual report, if any, to members of the ABAG Executive Board, and in any event no later than one hundred twenty (120) days after the close of the corporation's fiscal year, the corporation shall prepare and mail or deliver to each director a statement of the amount and circumstances of any transaction or indemnification of the following kind:
 - a. Any transaction(s) in which the corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest:
 - i. Any director or officer of the corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or
 - ii. Any holder of more than ten (10) percent of the voting power of the corporation, its parent or its subsidiary; if such transaction involved over forty thousand dollars (\$40,000), or was one of a number of transactions with the same person involving in the aggregate, over forty thousand dollars (\$40,000).
 - b. Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation pursuant to Article XII herof.
6. Fiscal Year. The corporation's fiscal year shall be from July 1 to June 30.
7. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of itself or its officers, directors, employees and other agents against personal injury or property damage or any liability asserted against or incurred by any officer,

director, employer or agent in such capacity or arising out of the officers, directors, employees or agent's status as such or any other insurance which the Board determines is necessary.

8. Administration. The Association of Bay Area Governments, a joint powers agency pursuant to Government Code Sections 6500, et. Seq., is hereby appointed and employed to administer the corporation. In carrying out such administration, ABAG shall receive an administration fee which is limited to and shall not exceed an amount which reasonably relates to its duties as administrator.
9. Administrative Office. The administrative office shall be the ABAG offices at 101 Eighth Street, Oakland, California, unless changed by the board.

ARTICLE XII 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 above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIII AMENDMENTS

1. Amendment by Directors. Subject to the limitations set forth below, the board may adopt, amend or repeal these bylaws by a 2/3 vote of its members. Such power is subject to the following limitations:
 - a. The board may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors within specified limits, the directors may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact number of directors within those limits.
 - b. If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the Secretary of The San Francisco Bay Trail Project, a California nonprofit public benefit corporation, and that the board of directors of the corporation adopted the above bylaws, consisting of 19 pages including this page, as the bylaws of this corporation at its first meeting on June 13, 1990.

Dated: __August 21, 1990__

____Marc Holmes, Secretary____