SECOND RESTATED BYLAWS OF TREE FRESNO
A California Nonprofit Public Benefit Corporation

ARTICLE 1. NAME
The name of this corporation is TREE FRESNO

ARTICLE 2. PRINCIPAL OFFICE
Section 1. Principal Executive Office. The principal office for the transaction of the business of this corporation is hereby fixed and located at 3150 East Barstow Avenue, Fresno, 93740 in the County of Fresno, State of California. The Board of Directors may change the principal office from one location to another.

Section 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 OBJECTIVES
Section 1. General. This corporation is organized under the Nonprofit Public Benefit Corporation Law of California exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific and Primary Purposes. The specific and primary purposes for which this corporation is formed include, but are not limited to:

(a) To be a regional resource for trees, trails and greenbelts.
(b) To establish and conduct such committees, bureaus and offices as are necessary and incidental to the activities of this corporation.
(c) To conduct and carry on such other related activities as may be necessary, desirable or incidental to gaining recognition of this corporation and the attainment of its purpose.
(d) To solicit and collect money for any of the purposes of this corporation, fees, through membership dues and/or special assessments and/or by acceptance of gifts, legacies, bequests, endowments, or otherwise to carry on activities of this corporation; to expend, contribute and disburse any funds and otherwise to handle and deal with or dispose of any funds collected or monies received, for any or all of the purposes of this corporation.
(e) To exercise all powers that are or may hereafter be conferred upon a corporation by the laws of the State of California, and to do any and all such other acts and things, including the making and performing of any contracts necessary, desirable or appropriate to carry out or accomplish any of the objectives or purposes of this corporation, except as prohibited by the Articles of Incorporation and the Bylaws of this corporation.

ARTICLE 4. NONPARTISAN ACTIVITIES
This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. 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. 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 and objectives described above.

ARTICLE 5. DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated or 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, officer, or Board member of this corporation. On liquidation or dissolution, all assets, properties, and obligations shall be distributed and paid over to an organization dedicated to similar charitable purposes, provided that organization continues to be dedicated to the exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or to an appropriate governmental entity described in Section 170(b)(1)(a)(v) of the Internal Revenue Code.

ARTICLE 6. MEMBERSHIP

This corporation shall have no voting members. Any action which would otherwise under law require the approval of the Board of Directors, and all rights which would otherwise vest in the members under law shall vest in the Directors of this corporation. The Board of Directors may, by resolution, establish such categories of nonvoting memberships as it deems advisable and useful in its research, recreation, and fund raising activities.

ARTICLE 7. BOARD OF DIRECTORS

Section 1. General 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 power shall be exercised, by or under the direction of the Board. Each Board member shall serve on a standing committee.

Section 2. Number of Directors and Term. The Board of Directors shall consist of not less than seven (7) and not more than nineteen (19) persons. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Directors shall serve for a term of office of three (3) years and until a successor has been designated and qualified. The Board of Directors may select such additional persons to serve as non-voting Honorary Directors as it deems appropriate. The term of office shall commence at the time of the Annual Meeting. A member of the Board may be elected for an additional three (3) year term, but shall be limited to a total of two (2) three (3) year terms, and shall again become eligible for election after the lapse of one (1) year from the expiration of the second term. The terms of voting members of the Board shall be staggered, so that approximately an equal number of these positions shall be subject to nomination and election each year.

Section 3. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

(a) 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.

(b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any
place within or outside California for holding any meeting of members. (c) Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

(d) 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.

Section 4. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. An interested person is defined as (1) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as 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 provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 5. Election of Directors. The election of Directors shall be conducted in the following manner:

(a) Executive Committee. The Executive Committee shall serve as the Board Development Committee and identify qualified candidates for consideration by the Board of Directors prior to the annual meeting. The Chairperson shall present his/her recommendation for each seat to be filled at the Annual Meeting.

b) Nominations from the floor. Any Director present at the Annual Meeting may place additional names in nomination.

(c) Vote required. A vote will be held for each seat to be filled. Candidates receiving Board approval shall be elected as Directors.

Section 6. Voting. At all meetings of the Board of Directors, each Director shall have one vote.

Section 7. Vacancies. A vacancy shall be deemed to exist in the event that the actual number of Directors is less than the authorized number for any reason. Resignation shall be effective upon receipt of written notice by the Board, the Chairperson the CEO, or the Secretary. The Board may remove any Director with or without cause by a two-thirds majority vote of the entire Board. Absence of a Director from 50% of the scheduled Board meetings in a year shall constitute a cause for removal, unless excused by a vote of the Board. Vacancies shall be filled by appointment from the Board for the unexpired portion of the term. Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

Section 8. Place of Meeting. Meetings of the Board of Directors shall be held at any place within the Fresno region designated by the Board of Directors. In the absence of any such designation, meetings shall be held at the principal executive office of the corporation.

Section 9. Annual Meeting. The annual meeting of the Board of Directors shall be held in January each year; the business to include the operating report for the past year, election of directors and officers, and approval of the meeting calendar, work plan with event calendar and budget for the new year.
Section 10. Regular Meetings. The Board of Directors shall establish a schedule of meetings of the Board of Directors at the annual meeting; to provide for at least one meeting each quarter.

Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, CEO, or by any two (2) members of the Board. Notice of the time and place thereof shall be given in person, by e-mail or by telephone at least forty-eight (48) hours before the time set for such meeting, or by written notice at least seventy-two (72) hours before such meeting. The purpose of said meeting shall be set forth in said notice and the business transacted shall be limited to the purpose stated in the notice.

Section 12. Waiver of Notice. Notice of a meeting need not be given to any Director 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 meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 13. Meeting by Telephone. Any meetings, regular or special, may be held by telephone or similar communication equipment, and all Directors so contacted shall be deemed to be present at such meeting.

Section 14. Quorum. Forty percent of the Directors then in office shall constitute a quorum for the transaction of business. Every act or decision by a majority of the Directors present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, 2) appointment of committees, and (3) 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.

Section 15. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. 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 the adjournment.

Section 16. Action without a meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all members of the Board of Directors consent in writing to the action; provided, however, that the consent of any director 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 of Directors. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 17. Standard of Care.

(a) General. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director
believes to be in the best interests 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 the corporation whom the Director believes to be reliable and competent in the matters described;
(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 of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with the foregoing 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 the public and charitable purposes to which the corporation, and assets held by it, are dedicated.

(b) Non-liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

(c) Investments. Except with respect to assets held for use or used directly in carrying out this corporation's charitable activities, investigating, reinvesting, purchasing, acquiring, exchanging, selling and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital. The provisions of Subsection (a) above, shall apply to this Subsection.

Section 18. Prohibited Transactions.

(a) Loans. 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 officer or Director, so long as such individual would be entitled to be reimbursed for such expenses without that advance.

(b) Conflict of Interest Policy. These Bylaws incorporate by this reference the Conflict of Interest Policy attached hereto as Exhibit "A." In the event of a conflict between the Conflict of Interest Policy attached hereto and the Corporation's Policy on Ethical behavior and Code of Conduct for Members of the Board of Directors, the terms of the Conflict of Interest Policy shall prevail.

Section 19. Compensation. At all times, fifty-one percent (51%) or more of the Directors shall be persons who have not been compensated within the previous twelve (12) months by this corporation for services performed for this corporation. In this Section, the term "persons" includes individuals related by blood or marriage.

ARTICLE 8. COMMITTEES
Section 1. Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Board members plus the Board may authorize the inclusion of non-board members in such committees, excepting the Executive Committee, to serve at the pleasure of the Board. Appointment to such committees shall be by the Chairperson of the Board with approval of the Directors. The Board of Directors shall have the following standing committees: Executive, Finance & Facilities, Marketing & Events and Programs & Projects. The Executive Committee and any other committee (to the extent provided in a Board resolution) shall have the authority of the Board, so long as there are no non-board members in such committee, except that a committee, regardless of Board resolution, may not:

(a) Take an action on matters which, under the Nonprofit Corporation Law of California, also requires Board of Directors approval.
(b) Fill vacancies on the Board of Directors or in any committee.
(c) Fix the compensation of the Board of Directors for serving on the Board or on any committee.
(d) Amend or repeal the bylaws or adopt new bylaws.
(e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
(f) Create any other committees of the Board of Directors or appoint the members of the committees or the Board of Directors.
(g) Expends corporate funds to support a nominee for Director after there are more people nominated for director than can be elected.
(h) Approve any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.

Section 2. Executive Committee. The Executive Committee of the Board shall consist of the Chairman of the Board, who shall also chair the Executive Committee, the Chairpersons of the Board Standing Committees of which one will be the Vice Chairperson, and the Secretary if a member of the Board. The CEO and CFO are non-voting members of the Executive Committee.

Section 3. Other Committees. The Chairperson of the Board may, with the approval of the Board, ratify the existence of, or create, such other committees as are necessary to carry out the activities of the corporation. The Chairperson of the Board, with the approval of the Board, shall appoint the members, either Board members or non-Board members, of all committees.

Section 4. Advisory Committees. The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more Advisory Committees which shall serve at the pleasure of the Board. Advisory Committees shall have no power or authority to act on behalf of the Board or the corporation and shall have authority to only make recommendations to the Board.

Section 5. Meetings and Actions of Committees. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board of Director actions, except that a quorum shall be a majority of those committee members then in office. Minutes of each meeting of any committee of the Board of Directors shall be kept and shall be filed with the corporate records. The Board of Directors 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 of Directors, the committee may adopt such rules.

ARTICLE 9. OFFICERS
Section 1. Officers. The officers of this corporation shall be the Chairperson of the Board, Vice Chairperson of the Board, CEO/Executive Director, Secretary, and Chief Financial Officer/Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer/Treasurer may serve concurrently as the CEO/Executive Director.

Section 2. Election and Term. The officers of this corporation shall be chosen annually, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment. Officers may serve for longer terms when approved by the Board of Directors by an employment agreement.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors at any meeting of the Board by a vote of two-thirds (2/3) of those present.

Section 4. Resignation. Any officer may resign at any time by giving written notice to this 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 that 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. Vacancies in Offices. In the case of death, resignation, or removal from office of any officer of this corporation, the Chairperson shall appoint his or her successor, subject to confirmation by the Board of Directors at its next regular meeting, who shall hold office by like tenure for the unexpired term.

Section 6. Chairperson of the Board. The Chairperson of the Board, in concert with the CEO/Executive Director, will represent the Corporation in the community and may be asked to publicly speak on behalf of the Corporation. The Chairperson of the Board shall preside at Board meetings. In the event the CEO position is vacant, the Chairperson shall serve as CEO without compensation. The Board may request the Chairman of the Board to assume other duties, such as leadership and fundraising or a special assignment. In the absence of the Chairperson of the Board, the Vice-Chairperson of the Board shall serve as Chairman of the Board.

Section 7. CEO/Executive Director, who shall not be a member of the Board of Directors, shall be Chief Executive Officer and Executive Director of the corporation. He or she shall conduct the general management of the business of the corporation, subject to the policy of the Board of Directors, and such general powers as are usually vested in the office of the CEO/Executive Director of a corporation, including supervising, directing and controlling the corporation’s activities, affairs and officers. He or she shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board of Directors.

Section 8. Acting CEO/Executive Director. The Acting CEO/Executive, in the absence or disability of the CEO/Executive Director, shall perform the duties and exercise the powers of the CEO/Executive Director; and shall have such other powers and perform such other duties as may be prescribed by these Bylaws or by the Board of Directors. The Acting CEO/Executive Director shall be appointed by the CEO/Executive Director; subject to confirmation by the Board when the appointment is for a period of more than one month.

Section 9. Secretary. The Secretary, who shall not necessarily be a member of the Board of Directors, shall attend all sessions of the Board. The Secretary shall give, or cause to be given,
notice of all special meetings of the Directors. 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 of 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 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 bylaws, as
amended to date.

Section 10. CFO/Treasurer. The CFO/Treasurer, who shall not be a member of the Board of
Directors, shall be the Chief Financial Officer and shall have such powers as are usually vested
in the CFO/Treasurer of a corporation, and shall deposit such funds in the manner required by
the Board, shall keep and maintain adequate and correct accounts of the corporation's properties
and business transactions, shall render reports and accountings as required, and shall discharge
such other duties as pertain to the office or as prescribed by these Bylaws or by the Board of
Directors.

Section 11. Absences. In case of the absence of any officer of the corporation, or for any other
reason that the Board may deem sufficient, the CEO/Executive Director may delegate for the
time being the powers or duties or any of them, of such officer to any other officer, or to any
Director, provided a quorum of the Board or Executive Committee votes in favor of such
degulation of power.

ARTICLE 10. INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article 10, “agent” means any person who is or
was a director, officer, employee, or other agent of the corporation, or is or was serving at the
request of the 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 which was a predecessor
corporation of the corporation or of another enterprise at the request of that predecessor
corporation; “proceeding” means any threatened, pending, or completed action or proceeding,
whether civil, criminal, administrative, or investigatory; and “expenses” includes without limitation
attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or
5(b) of this Article 10.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to
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 Nonprofit Public Benefit Corporation
Law, or an action brought by the Attorney General or a person granted relator status by the
Attorney General for any breach of duty relating to assets held in charitable trust), by reason of
the fact that that person is or was an agent of the corporation, against expenses, judgments,
fines, settlements, and other amounts actually and reasonably incurred in connection with that
proceeding if that person acted in good faith and in a manner that 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 that 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.
Section 3. Indemnification in Actions by or in the Right of the Corporation.
The corporation shall have power to 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, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation
Law, or brought by the Attorney General or a person granted relator status by the Attorney
General for breach of duty relating to assets held in charitable trust, to procure a judgment in its
favor by reason of the fact that the person is or was an agent of the corporation, against
expenses actually and reasonably incurred by that person in connection with the defense or
settlement of that action if the 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 Section 3:

(a) In respect of any claim, issue, or matter as to which that person shall have been adjudged to
be liable to the corporation in the performance of that person's duty to the corporation, unless
and only to the extent that the court in which the proceeding is or was pending shall determine
upon application that, in view of all the circumstances of the case, the person is fairly and
reasonably entitled to indemnity for the expenses which the 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 which is settled or otherwise
disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has
been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this
Article 10 or in defense of any claim, issue, or matter therein, the agent shall be indemnified
against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article 10, any
indemnification under this Article 10 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 Section
2 or 3 of this Article 10, by:

(a) A majority vote of a quorum consisting of directors who are not parties to the proceeding; or
(b) The court in which the proceeding is or was pending upon application made by the
corporation or the agent or the attorney or other person rendering services in connection with the
defense, whether or not the application by the agent, attorney, or other person is opposed by the
corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be
advanced by the corporation prior to the final disposition of the proceeding upon receipt of an
undertaking by or on behalf of the agent to repay that amount unless it shall be determined
ultimately that the agent is entitled to be indemnified as authorized in this Article 10.

Section 7. Other Indemnification. No provision made by the corporation to indemnify its or its
subsidiary's directors, officers, members or managers for the defense of any proceeding, whether
contained in the Articles, Bylaws, a resolution of directors, an agreement, or otherwise, shall be
valid unless consistent with this Article 10. Nothing contained in this Article 10 shall affect any
right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article 10, except as provided in Section 4 or 5(b), in any circumstances in which it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, 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.

Section 9. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability asserted against or incurred by the agent in that 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 liability under the provisions of this Article 10, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article 10 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article 10. The corporation shall have power to indemnify that trustee, investment manager, or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

ARTICLE 11. RECORDS AND REPORTS

Section 1. CEO/Executive Director's Report to Directors. The CEO/Executive Director shall furnish a written report annually to all Directors of this corporation within 120 days after the end of the corporation's fiscal year. That report shall contain the following information:

(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, for both unrestricted and restricted purposes during the fiscal year;
(d) The expenses or disbursement of this corporation, for both the general and restricted purposes during the fiscal year;
(e) Any other information required by California Corporations Code Sections 6321 and 6322.

Section 2. Rights of Directors. Every Director 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. This inspection by a Director may be made in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts of documents.

ARTICLE 12. AMENDMENTS
Subject to the requirements of the California Nonprofit Public Benefit Corporation Law, these Bylaws and the Articles of Incorporation may be adopted, amended, or repealed by action of the Board of Directors. Any adoption, amendment or repeal will require a reading and approval at two separate meetings of the Board of Directors.

ARTICLE 13. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall begin on the first day of January and end on the last day of December in each year.

Section 2. Contracts. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or by the Executive Committee.

Section 3. Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, money order, or evidence or indebtedness of the corporation shall be signed by such individuals as are authorized by the Board of Directors.

Section 4. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit 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 plural, the plural includes the singular, and the term "person " includes both a legal entity and a natural person.

ARTICLE 14. EMERGENCY PROVISIONS

During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its activities or customarily holds meetings of its Board, or during any nuclear or atomic disaster, or during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board or of the Executive Committee, if any, cannot readily be convened for action, a meeting of the Board or of that committee may be called by any officer or director. Notice of a meeting so called need be given only to those directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by the means feasible at the time including, without limitation, publication or radio.

The director or directors in attendance at the meeting of the Board so called, and the member or members of the Executive Committee, if any, in attendance at the meeting of the committee so called, shall constitute a quorum. If none is in attendance at the meeting, the officers or other persons designated on a list approved by the Board before the emergency, all in the order of priority and subject to the conditions and for the period of time (not longer than reasonably necessary after the termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board or of the Executive Committee, be deemed directors or members of the committee, as the case may be, for the meeting. The Board, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during the emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices or authorize the officers so to do.
CERTIFICATION OF SECRETARY

I hereby certify that I am the presently elected and acting Secretary of Tree Fresno, a California Nonprofit Corporation, and the above Bylaws, consisting of fifteen (15) pages, including this Certification and Exhibit A, are the Bylaws of the corporation, as adopted by the Board of Directors on July 2, 2013, and adopted at a meeting of the Tree Fresno Membership on October 1, 2013 in the County of Fresno, California.

Signature

Print Name
EXHIBIT "A"

CONFLICT OF INTEREST POLICY

ARTICLE 1. PURPOSE

The purpose of the conflict of interest policy is to protect the interests of TREE FRESNO (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE 2. DEFINITIONS

1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
   (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
   (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE 3. PROCEDURES

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.
   (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. (b) The chairperson
of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE 5. COMPENSATION

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member’s compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 6. ANNUAL STATEMENTS Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
(a) Has received a copy of the conflicts of interest policy,
(b) Has read and understands the policy,
(c) Has agreed to comply with the policy, and
(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 7. PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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