

Voting

- Subject to the California Nonprofit Public Benefit Corporation Law, Organization Members in good standing on the record date as determined under Section 4.10 or Section 4.11 of the Bylaws shall be entitled to vote at any meeting of the Organization Members.
- Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any Organization Member at the meeting.
- Each Organization Member entitled to vote may cast up to the number of votes they are entitled to cast pursuant to Section 3.4 of the Bylaws on each matter submitted to a vote of the Organization Members (subject to the provisions regarding cumulative voting in connection with the election of Directors as set forth below).
- If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the Organization Members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law, the Articles, or the Bylaws.
- Organization Members holding votes equivalent to thirty-five percent (35%) of the voting power shall constitute a quorum for the transaction of business at any meeting of the Organization Members. Except as otherwise required by law, the Articles, or the Bylaws, the Organization Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough Organization Members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the voting power of Organization Members required to constitute a quorum.

Election of Directors

- Directors shall be elected by the Organization Members using a written ballot process at an annual meeting of the Organization Members. The Board shall fix the authorized number of Directors within the range specified in Section 5.3 of the Bylaws by no later than May 1st to determine the number of Director seats to be filled at the upcoming annual meeting, although the number of seats to be filled shall generally be set so that there shall be fifteen (15) elected Directors on the Board if all such seats are filled.
- Each Organization Member may cast its vote(s), based on its voting power and the number of Directors to be elected at the meeting, for any qualified nominee(s) listed on the written ballot (no write-in candidates will be permitted) and votes may be cumulated (meaning an Organization Member may give one candidate a number of votes equal to the number of Directors to be elected multiplied by the number of votes to which the Organization Member is entitled, or may distribute their votes on the same principle among as many candidates as the Organization Member thinks fit), provided at least one Organization Member has given notice at the meeting prior to the voting of such Organization Member's intention to cumulate votes. The nominees receiving the highest number of votes shall be elected as Directors, up to the number of Director seats to be filled at such annual meeting. If multiple nominees receive the same number of votes such that not all of the seats can be filled based on such

votes, then none of the nominees receiving such votes shall be elected and the remaining seats shall be considered vacant.

Proxies

- Each Organization Member entitled to vote shall have the right to do so either in person or by one or more agents (including, but not limited to, the Secretary of this corporation) authorized by a written proxy, signed by the Organization Member and filed with the Secretary of this corporation. A proxy shall be deemed signed if the Organization Member's name is placed on the proxy by the Organization Member or the Organization Member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.
- If this corporation has one hundred (100) or more Organization Members, any form of proxy distributed to ten (10) or more Organization Members shall give the Organization Member an opportunity to specify a choice between approval and disapproval of each matter or group of related matters and, subject to reasonable specified conditions, shall provide that, when the Organization Member solicited specifies a choice in any such matter, the vote shall be cast according to that specification. In an election of Directors, any form of proxy that an Organization Member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.
- Any revocable proxy covering matters for which a vote of the Organization Members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, in an election of Directors, the proxy lists the persons who have been nominated at the time the notice of the vote is given to the Organization Members. Such matters include amendments to the Articles; amendments to the Articles or Bylaws changing proxy rights; removal of Directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of this corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve this corporation; or contracts or transactions between this corporation and one or more Directors or between this corporation and an entity in which a Director has a material financial interest.
- Proxies shall be made only for a specific meeting of the Organization Members as specified in the proxy and shall not be valid after the occurrence of such meeting. To be valid, a completed proxy, regardless of who the Organization Member has proxied to, must be submitted to this corporation by no later than the close of business four (4) days before the respective meeting. A proxy may be revoked by the Organization Member executing it before the vote is cast under that proxy (i) by a writing delivered to this corporation stating that the proxy is revoked, (ii) by a subsequent proxy executed by that Organization Member and submitted to this corporation before the respective deadline, or (iii) as to any meeting, by the Organization Member's personal attendance and voting at the meeting.
- This corporation shall be entitled to accept or reject proxies in accordance with California Corporations Code Section 5517. This corporation is entitled to reject a proxy appointment if the Secretary or other officer or agent authorized to tabulate votes, acting in good faith,

has a reasonable basis for doubt concerning the validity of the signature or the signatory's authority to sign for the Organization Member.