

**BYLAWS OF THE
RURAL COUNTY REPRESENTATIVES OF CALIFORNIA,
A California Nonprofit Mutual Benefit Corporation**

(As Amended December 5, 2018)

1. Name

The name of this corporation shall be the Rural County Representatives of California (hereinafter referred to as the “Corporation”).

2. Offices of the Corporation

2.1 Principal Office

The principal office for the transaction of the business of the Corporation shall be located at 1215 K Street, Suite 1650, Sacramento, California 95814. The Corporation’s Board of Directors (hereinafter referred to as the “Board”) may change said principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

2.2 Other Offices

The Board may at any time establish branch or subordinate offices at anyplace or places where the Corporation is qualified to conduct its activities.

3. General and Specific Purposes

The purposes for which this Corporation is formed shall be as set forth in the Articles of Incorporation, as amended; and further, it shall be the express policy of the Corporation to provide a forum for mutual support to strengthen efforts for and on behalf of its members in providing effective liaison with state and federal government. In addition, the Corporation shall secure and disseminate information and assist members in matters of common interest that affect member counties including but not limited to those items adopted by the Board in the Policy Principles. In furtherance of the foregoing purposes, the Corporation shall represent the members and provide services including but not limited to the areas of:

- (i) Legislative Representation
- (ii) Regulatory Representation
- (iii) Member Services
- (iv) Affiliate Entity Administration/Services
- (v) Economic Development
- (vi) Other Business as appropriate to support Member counties

4. Membership

4.1 Member Counties

Eligible Members of the Corporation shall be California counties with small and rural County interests subject to Board approval, such counties shall be members within the meaning of Sections 5056 and 7310 of the California Corporations Code (“Member Counties”). The affairs of the Corporation shall be governed and determined by the Member Counties by and through a single delegate appointed by the Board of Supervisors of each Member County to serve on the Corporation’s Board of Directors. The Board of Directors may add additional Member Counties in its sole and absolute discretion.

4.2 Associate Members

The Corporation may establish and refer to persons of non-voting classes or other persons or entities associated with it as “associate members” even though those persons or entities are not voting Member Counties as set forth in these bylaws, but no such reference shall constitute anyone a member within the meaning of Sections 5056 and 7310 of the California Corporations Code unless that person or entity shall have qualified as a Member County. Reference in these bylaws to Member Counties shall mean members as defined in Sections 5056 and 7310 of the California Corporations Code, i.e. the Member Counties set forth above and as determined by the Board. By amendment of its articles of incorporation or of these bylaws, the Corporation may grant some or all the rights of a Member County to any person or entity that does not have such rights, but no such person shall be a member within the meaning of Sections 5056 or 7310 of the California Corporations Code.

4.3 Good Standing

In order to be an active Member County of the Corporation in good standing, a Member County must have paid its dues approved by the Board at the time of the adoption of the Corporation’s annual budget. In order to be an associate member in

good standing, an associate member must have paid any fees and/or assessments approved by the Board.

4.4 Termination

Membership of any kind shall terminate on occurrence of any of the following events: (i) resignation of the member; (ii) failure to pay annual dues; (iii) occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or (iv) expulsion by the Board upon the Board's determination that the member has failed to observe the rules of the Corporation or has engaged in conduct materially prejudicial to the purposes and interests of the Corporation.

4.5 Withdrawal

A Member County may voluntarily withdraw from membership in the Corporation by submitting a copy of a resolution of its Board of Supervisors to the Board. A withdrawing member shall not be entitled to refund of all or any part of any dues, fees and/or assessment paid prior to the effective date of its withdrawal.

4.6 Regions

The Member Counties shall be divided into regions (each, a "Region") as set forth in Attachment 1, incorporated herein by reference.

5. Revenue and Finances

The funds for carrying out the purposes of the Corporation shall be derived from its operations, services and annual dues paid by its members.

5.1 Dues, Fees and Assessments

Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equitable for all members of each different class of membership, but the Board may, in its discretion, set different dues, fees and assessments for each class. Any member who has not paid its dues when due (no later than October 31 of the billing year) shall be considered not in good standing and may not exercise any privileges it would otherwise have unless and until such dues are paid in full. Any member, who has not paid fees or assessments, if applicable, may not exercise any privileges it would otherwise have in connection with those fees or assessments.

Annual dues shall be fixed by the Board at the time of adoption of the Corporation's annual budget and may be collected based on Member Counties' fiscal year. Annual dues of Member Counties shall be generally based on county population as determined with reference to the most recent figures supplied by the California Department of Finance. After adoption of the budget, the Corporation shall notify the Board of Supervisors of each Member County of the amount of its dues for the next fiscal year. Dues for associate members shall be determined by the Board as provided herein, and fees and/or assessments may be levied on members based on the Board's determination of costs and benefits as necessary to carry out the purposes of the Corporation.

5.2 Fiscal Year; Annual Budget

The fiscal year of the Corporation shall commence on the first day of January and end on the last day of December of each year, unless changed by resolution of the Board. On or before January 1 of each year, the Board shall adopt a budget of the Corporation for the coming fiscal year.

5.3 Audit

The Corporation shall open the books and financial transactions of the Corporation to a certified public accountant within one-hundred and twenty (120) days after the close of each fiscal year to be audited.

6. Board of Directors

6.1 General Powers

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

6.2 Specific Powers

Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:

6.2.1 Appoint and remove the President and prescribe the President's

powers and duties that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix the President's compensation and determine the amount of any bond or crime/employee dishonesty policy that may be required for the faithful performance of the President's duties.

6.2.2 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.

6.2.3 Consider and approve an annual budget for the corporation.

6.2.4 Adopt, use and alter as necessary the form of the corporate seal.

6.2.5 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.

6.2.6 Buy, sell and own real and personal property and own the same, for the Corporation's own account or for its business purposes.

6.2.7 Create, own in whole or in part, or otherwise acquire or dissolve of any entity organized for a purpose related to or otherwise in support of the purposes of the Corporation.

6.2.8 Establish general policies for the corporation.

6.3 Number and Qualification of Directors

The Board shall consist of one member of the Board of Supervisors from each Member County who shall be appointed by the Board of Supervisors of the county where he or she was elected. Directors shall be appointed by the Board of Supervisors of the Member County for a term of one (1) year. A Director shall hold office until the appointment of his or her successor and may be removed only by the appointing Board of Supervisors.

6.4 Vacancies

A vacancy on the Board shall be filled by appointment of the Board of Supervisors of the Member County as soon as possible; the successor appointee shall hold office for the balance of the unexpired term of his or her predecessor. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

6.5 Alternate Directors; Representatives

Notwithstanding paragraph 6.3 above, each Member County shall appoint a Supervisor as an Alternate to its appointed Director who, in the absence of the appointed Director, may exercise all rights and privileges of such absent Director. A Member County may also designate a county official to represent it at Board meetings the Director or Alternate cannot attend, but such representative may not vote.

6.6 Officers of the Board

The Officers of the Board shall be the Chair, First Vice Chair, Second Vice Chair and Immediate Past Chair.

Candidates interested in running for Second Vice Chair shall indicate their intent to run for the position no later than November 15th of each year. Such intent shall be provided in writing, by any acceptable means, to the President. Additionally, nominations may be made from the floor during the annual election meeting.

Annually at its December meeting or the last regular meeting of the calendar year, the Board shall elect a Chair, First Vice Chair, and Second Vice Chair from among its members. The current Chair shall automatically become the Immediate Past Chair except when such person will no longer be a delegate. In the event that a current Chair does not transition into the Immediate Past Chair position, the current Immediate Past Chair shall remain in office. If neither the current Chair nor current Immediate Past Chair remains a delegate, that position on the Executive Committee shall be filled as provided for in Section 6.7.1

In selecting the next Chair and First Vice Chair, the Board shall consider the ascension of the current First Vice Chair to Chair and the Second Vice Chair to First Vice Chair, subject to the consideration of additional nominations from the floor. The Chair, First Vice Chair and Second Vice Chair may come from any Region and shall join the Immediate Past Chair as Officers of the Board of Directors.

All new Officers shall succeed to their respective positions effective January 1st of the next calendar year regardless of when the formal swearing in ceremony occurs.

The Chair shall preside at all meetings of the Board and the Executive Committee, and shall have such powers and shall discharge such duties as may be required by the Articles of Incorporation, these Bylaws, the California Nonprofit Mutual Benefit Corporation Law, and by the Board. The First Vice Chair, or Second Vice Chair in the absence of the Chair and First Vice Chair, shall fulfill the duties of the Chair in the event of the latter's absence or disability, and when so acting shall have all the powers of and be subject to all limitations on the Chair, and have such other duties as may be prescribed by the Board

All Officers of the Board and the Executive Committee shall serve for one (1) year or until election of their successors. A vacancy during any Officer's term shall be filled by succession, subject to confirmation by the Board for the remaining term. Following such succession, any vacant Officer's position shall be filled as described in these Bylaws. An Officer filling the unexpired term of a prior Officer may remain in such position for a full term subject to the election process described in this section.

6.7 Standard of Care

As specified in Section 5231 of the California Corporations Code, a Director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such case, including reasonable inquiry, as an ordinary prudent person in a life situation would use under similar circumstances.

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

6.7.1 One or more Officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

6.7.2 Legal counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

6.7.3 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.

6.8 Executive Committee

6.8.1 Composition

A ten-member Executive Committee of the Board shall be comprised of the Chair, First Vice Chair, Second Vice Chair, the Immediate Past Chair if he or she is still a Supervisor of a Member County and a Director, five (5) Directors, each one from a Member Region, and the Chair of the Golden State Finance Authority, acting as an ex officio (non-voting) member. Each Member chosen from a Region shall have a minimum of one year of service as a Delegate to the Board and shall be elected by regions of the Board following the election of the Officers, for a two-year term, and in the same general manner as Board officers are elected. In the event the Immediate Past Chair is no longer a Delegate and the position is not filled per section 6.6, a sixth (6th) Director shall be elected to the Executive Committee, but such sixth Director shall be elected at-large and not represent a particular Region. The Chair of the Golden State Finance Authority shall be precluded from serving concurrently as a director from a Member Region. All Executive Committee members shall succeed to their respective positions effective January 1st of the next calendar year.

6.8.2 Powers and Limitations

The Executive Committee shall have the authority to act on behalf of the Corporation and the Board as necessary to conduct the business and affairs of the Corporation between Board meetings. The Executive Committee shall be subject to all the limitations imposed on the Board by the Articles of Incorporation, these Bylaws, otherwise applicable law, and resolutions of the Board.

Specifically, the Executive Committee shall: review the annual budget and make recommendations to the Board regarding its adoption; review quarterly the currently approved budget and refer any matters to the Board it deems necessary; when necessary, act as the Audit Committee for the Corporation; periodically review these Bylaws and recommend any changes to the Board; annually conduct a performance evaluation of the President; annually evaluate the President's compensation and benefits and recommend any changes to the Board for approval; and complete any other tasks assigned by the Board.

6.8.3 Quorum

A majority of the Executive Committee shall constitute a quorum for transacting business. Meetings of the Executive Committee shall be held at the call of the Chair and after not less than three (3) days prior notice of the time, place and purpose of such a meeting given in the manner provided for meetings of the Board.

6.8.4 Vacancies

An Executive Committee Member's absence from three (3) consecutive meetings without prior notice to the presiding Officer will constitute such member's resignation from the Executive Committee and a vacancy thereon which shall be filled by the Board at its next regular meeting for the unexpired term.

6.9 Other Committees

The Board may establish such other committees as it deems proper for the function of the Corporation. Committees other than the Executive Committee shall act only as a committee of the whole at a meeting of the Board. Any other committees shall be advisory only. No committee other than the Executive Committee may act in the name of the Board or the Corporation. Chairs and Vice Chairs of committees other than the Executive Committee shall be appointed by the Chair of the Board, subject to confirmation by the Board.

6.10 Interested Persons

No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (i) any person compensated by the Corporation for services rendered to it within 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 (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of 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.

6.11 Meetings

6.11.1 Compliance with Brown Act; Exceptions

6.11.1.1 Except as provided in Section 6.11.1.2, and notwithstanding any other provision in these Bylaws, all meetings of the Board and the Executive Committee shall be conducted pursuant to the provisions of the Ralph M. Brown Act, California Government Code Sections 54950 et seq., (the “Brown Act”), as it exists on the date of the adoption hereof or as may from time to time hereafter be amended, and any conflict between the provisions of these Bylaws and the Brown Act shall be resolved in favor of the provisions of the Brown Act.

6.11.1.2 Notwithstanding Section 6.11.1.1, elections of Officers of the Board and members of the Executive Committee may be conducted by secret ballot.

6.11.1.3 Nothing in this Section 6.11.1 shall be construed to create any contractual obligations, nor any rights of any kind or nature in any party not a Member of the Corporation. There are no third-party beneficiaries of this Section.

6.11.2 Place

Meetings of the Board and the Executive Committee may be held at any place within California that is consistent with Government Code section 54954(d) that has been designated by the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

6.11.3 Manner

Any meeting may be held by telephone conference or similar communication equipment; as long as all Directors participating in the meeting can hear one another and the requirements of Government Code

Section 54953(b) are met. All such Directors shall be deemed to be present in person at such a meeting.

6.11.4 Regular Meetings

The Board shall hold a regular annual meeting for purposes of organization, election of officers, and transaction of other business. Other regular meetings of the Board shall occur based on the annually adopted meeting schedule of the Board at the time and place designated by the Board. The Secretary shall notify each Director of meetings by any acceptable method of notification of the time, place and preliminary agenda for such meetings at least three (3) days prior to such meeting; failure to provide such notice shall not invalidate such meeting provided the agenda for the meeting is posted. Notice shall also be provided to any person or entity requesting notice.

6.11.5 Special Meetings

Special meetings of the Board may be called by the Chair if Directors have been notified by any acceptable method of notification of the time, place and purpose of such meeting at least three (3) days prior to such meeting. No business may be conducted at a special meeting except as stated in such notice.

6.11.6 Quorum

The presence of one Director each from 50% plus one, of the current Member Counties shall constitute a quorum for the transaction of all business at any regular or special meeting of the Board.

6.11.7 Resolution and Minute Orders

The Board of Directors may act by resolution or by orders entered in full in the minutes of the Board. A Member County shall have one vote on matters before the Board, cast by the Director of record or that person's Alternate; Directors may not vote or act by proxy. A majority affirmative vote of the Directors present shall be sufficient for the adoption of all resolutions or orders unless otherwise stated in these Bylaws or required by the California Nonprofit Mutual Benefit Corporation Law.

6.11.8 Adjournment

A majority of the Directors present, whether or not a quorum is present, 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 original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another 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. The Board may also reconvene at the time fixed for the next regular meeting of the Board, or such other time as may be announced in the order of adjournment.

6.11.9 Closed Sessions

Directors may convene in closed session unless prohibited by otherwise applicable law. All other meetings of the Board shall be open to the public, and the public shall, subject to such reasonable time restrictions as the Board may establish, have a right to address the Board on items appearing on the agenda under public comment. Prior to convening in closed session, the Board shall make such announcements as may be required by applicable law. At the conclusion of any closed session meeting, the Board shall make such reports as may be required by applicable law.

6.11.10 Rules of Order

All meetings of the Board and its committees should be conducted in accordance with Robert's Rules of Order, subject to any overriding effect of these Bylaws, other rule of the Board, or applicable law. The order of business of any regular meeting should include introductions and certification of a quorum present, approval of the minutes of a previous meeting, reports of committees and officers, unfinished business, new business, public comment, and adjournment. The substance and nature of each agenda item shall be reflected clearly on the agenda.

6.11.11 Approval of Minutes

In order to provide for a current record of corporate action, minutes shall be kept of each meeting of the Board and Executive Committee. The Board and the Executive Committee, as the case may be, shall approve minutes of the Board or Executive Committee meetings, as applicable, and the approved minutes shall be filed with the corporate records.

6.12 Ratification by Member Counties

The Board may seek ratification of its policies and resolutions by Member Counties in instances where the Board determines that such ratification will strengthen the Corporation's efforts to satisfy its general and specific purposes.

6.13 Compensation

The Chair, First Vice Chair, Second Vice Chair and Immediate Past Chair of the Board and all other Directors of the Corporation shall serve without compensation; provided, however, that they may be entitled to receive reimbursement of customary and necessary expenses while traveling on the business of the Corporation.

7. Corporate Officers and Employees

7.1 Officers

7.1.1 President

The President shall be appointed by and serve at the pleasure of the Board. The action of the Board appointing the President shall indicate the date the appointment is effective, salary and benefits, and the fact that the appointment is terminable at will by the Board. Any appointment shall remain in full force and effect until modified or terminated by the Board.

The President shall serve as the Chief Executive Officer of the Corporation and shall, subject to the advice and control of the Board, direct and control the affairs of the Corporation. The President shall manage the offices of the Corporation, shall supervise all employees, and shall oversee the effective performance of all areas of the corporation pursuant to the policies and directives approved by the Board. The President shall have the authority to appoint the Secretary and Treasurer of the Corporation.

The President shall execute contracts on behalf of the Corporation pursuant to specific authorization by the Board or through the annual budget of the Corporation. The President may delegate authority for the execution of contracts at specific dollar amounts. The President shall perform such other duties as may be provided in the California Nonprofit Mutual Benefit Corporation Law, these Bylaws, and by the Board.

7.1.2 Secretary

The Secretary of the Corporation and shall serve at the pleasure of the President. The Secretary shall fulfill the duties of the President in the latter's absence and shall oversee the areas and functions of the Corporation as assigned by the President. The Secretary shall support the operations of the Corporation pursuant to policies and directives approved by the Board. The Secretary shall oversee the preparation and safekeeping of the minutes of meetings of the Board and the Executive Committee, and of such other records as may be required by these Bylaws or the Board.

7.1.3 Treasurer

The Treasurer of the Corporation shall serve at the pleasure of the President. The Treasurer shall keep and maintain, or cause to be kept and maintained, complete and accurate accounts of receipts and disbursements of the Corporation; including accounts of its assets and liabilities and shall ensure the performance of the Corporation's annual audit. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be determined by the President. The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board and shall regularly render to the Board or the Executive Committee an account of his/her actions and of the financial condition of the Corporation. The Treasurer shall be responsible for filing all necessary corporate reports with appropriate government regulatory agencies in a timely manner, and shall promptly notify the Board of communications with such agencies.

The Treasurer shall collect, or cause to be collected, all dues, assessments and other receipts of the Corporation and shall promptly deposit such funds in a commercial and/or savings account in the name and to the credit of the Corporation in a financial institution determined by the President. Debits and payments from the corporate accounts of less than Five Thousand Dollars (\$5,000.00) shall require the signature of either the President, Treasurer, or a Vice President or other duly authorized and insured signatory; debits and payments of Five Thousand Dollars (\$5,000.00) or more shall require the signatures of two (2) authorized and insured Officers of the Corporation. The Treasurer shall render, or cause to be rendered, quarterly written financial reports to the Executive Committee of the Board setting forth all income received and expenditures made since the previous report and the balance of unexpended corporate funds as of the date of such report. The Treasurer shall be responsible for filing all necessary corporate reports with government regulatory agencies in a timely manner.

7.1.4 Other Officers

The President may appoint such other Officers of the Corporation as may be necessary and proper for conduct of the business of the Corporation. In the absence of a Vice President or Treasurer, the President shall delegate/assign such responsibilities to another Officer of the Corporation.

7.2 Other Employees

The President shall hire, compensate, supervise and terminate as necessary all employees of the Corporation, subject to applicable law and contracts of employment.

7.3 Compensation

All Officers and employees of the Corporation shall be entitled to compensation for services rendered to the Corporation and reimbursement of expenses incurred on behalf of the Corporation in amounts approved and pursuant to rules determined by the President and applicable law.

7.4 Fidelity Bonds; Insurance; Indemnification

7.4.1 Bonds

The President, Secretary and Treasurer each shall post a fidelity bond or cause to be secured comparable coverage via a crime/employee dishonesty policy commensurate with their responsibilities. The President may at any time require any Officer or employee to have similar coverage in an amount determined by the President. Any other Officer or employee authorized to handle funds of the Corporation may be required to have similar coverage as a precondition to the discharge of any such functions. Premiums for any such coverage required pursuant to this paragraph shall be paid by the Corporation.

7.4.2 Insurance

The President shall cause to be secured and maintained an appropriate policy or policies of liability insurance to protect the Corporation, and the Corporation's Directors, Officers and employees and any other insurance coverage deemed necessary.

7.4.3 Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees, agents and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in such section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described by that section. “Expenses,” as used herein, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

On written request to the Board by any person seeking indemnification under Section 7237(b) or (c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) thereof whether the applicable standard of conduct set forth in Section 7237(b) or (c) thereof has been met and, if so, the Board shall authorize indemnification.

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

This subparagraph does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation. Nothing contained herein shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Any amendment, repeal or modification of any provision of this subparagraph shall not adversely affect any right or protection of a Director, Officer, employee or agent of the Corporation existing at the time of such amendment, repeal or modification.

8. Books and Records

8.1 Maintenance of Corporate Records

The Corporation shall maintain adequate and correct accounts, books and records of its business, proceedings and assets. All such accounts, books and records and the Articles of Incorporation and Bylaws shall be kept at its principal place of business.

8.2 Inspection of Books and Records

All accounts, books and records of the Corporation shall, at all times, during regular business hours, be open to inspection by any Director, Officer, or Supervisor of a Member County.

9. Annual Report

The Board shall cause an annual report to be made within one hundred twenty (120) days after the end of the calendar year, containing the following information in appropriate detail for the fiscal year: (i) assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year; (ii) principal changes in assets and liabilities, including trust funds; (iii) revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes; (iv) expenses or disbursement of the Corporation for both general and restricted purposes; and (v) any other information required by these Bylaws. The annual report shall be accompanied by any report on it of independent accountants or, if there is none, by the certificate of the Treasurer that the report was prepared without audit from the Corporation's books and records. This requirement of an annual report shall not apply if the Corporation receives less than \$10,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and provide to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the Corporation's fiscal year:

9.1 Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (i) to which the Corporation or its subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate,

more than \$50,000. For this purpose, an “interested person” is either of the following: (a) any Director or Officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or (b) any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names or interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, on the interest of the partnership need be stated.

9.2 A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation under these Bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

10. Amendments

Except as otherwise required by law or by the articles of incorporation, new bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of a majority of the board of directors or approval of the members as defined in Corporations Code section 5034.

Amendment of these Bylaws shall be in writing, except as pursuant to Section 2.1, setting forth in full such amendment(s) and approved at any regular or special meeting of the Board.

11. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

12. Dissolution

Upon dissolution of the Corporation, its remaining assets shall be applied first to the payment of all authorized debts and obligations of the Corporation. After the satisfaction

of such debts and obligations, any remaining assets shall be distributed as provided in the Articles of Incorporation.

CERTIFICATE OF SECRETARY

I, Craig Ferguson, Secretary of the Rural County Representatives of California, a California nonprofit mutual benefit corporation, certify that the above Bylaws, consisting of 20 pages, plus Attachment 1, are the Bylaws of this Corporation as adopted by the Board of Directors on December 5, 2018, and that they have not been amended or modified since that date.

Executed on 12/5/2018, at Sacramento, California.

Craig Ferguson, RCRC Secretary

ATTACHMENT 1

RURAL COUNTY REPRESENTATIVES OF CALIFORNIA MEMBERS, REGIONS, YEAR OF INDUCTION

Region 1

Del Norte (1976)
Humboldt (2013)
Mendocino (2013)
Shasta (1993)
Siskiyou (1976)
Tehama (1976)
Trinity (1976)

Region 2

Butte (1976)
Lassen (1978)
Modoc (1976)
Nevada (1976)
Placer (1976)
Plumas (1976)
Sierra (1976)

Region 3

Colusa (1976)
Glenn (1988)
Lake (1978)
Napa (2002)
Sonoma (2018)
Sutter (1978)
Yolo (2011)
Yuba (2009)

Region 4

Alpine (1976)
Amador (1976)
Calaveras (1976)
El Dorado (1976)
Inyo (1976)
Mono (1976)
Tuolumne (1976)

Region 5

Imperial (2002)
Madera (1976)
Mariposa (1976)
Merced (1995)
San Benito (1976)
San Luis Obispo (2016)
Tulare (2012)