

# EXHIBIT B

## BYLAWS OF BAJA COMMUNITY FOUNDATION

### CONTENTS

#### ARTICLE I Offices

- 1.1 Registered Office and Registered Agent
- 1.2 Other Offices

#### ARTICLE II Board of Directors

- 2.1 Number and Powers
- 2.2 Change of Number
- 2.3 Vacancies
- 2.4 Regular Meetings
- 2.5 Special Meetings
- 2.6 Notice
- 2.7 Quorum
- 2.8 Waiver of Notice
- 2.9 Registering Dissent
- 2.10 Executive and Other Committees
- 2.11 Remuneration
- 2.12 Loans
- 2.13 Removal
- 2.14 Action by Directors without a Meeting

#### ARTICLE III Officers

- 3.1 Designations
- 3.2 The President
- 3.3 Vice Presidents
- 3.4 Secretary and Assistant Secretaries
- 3.5 The Treasurer
- 3.6 Executive Director
- 3.7 Delegation
- 3.8 Vacancies
- 3.9 Other Officers
- 3.10 Loans
- 3.11 Term-Removal
- 3.12 Bonds

ARTICLE IV Depositories

ARTICLE V Notices

ARTICLE VI Seal

ARTICLE VII Indemnification of Officers, Directors, Employees, and Agents

ARTICLE VIII Books and Records

ARTICLE IX Discretion and Control

ARTICLE X Amendments

**BYLAWS  
OF  
BAJA COMMUNITY FOUNDATION**

**ARTICLE I OFFICES**

1.1 *Registered Office and Registered Agent.* The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 *Other Offices.* The corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II BOARD OF DIRECTORS**

2.1 *Number, Powers, Eligibility.* The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of no less than three (3) persons and no more than five (5) persons, each with an equal vote. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are required to be exercised or done by the corporation. No person who has been retained by the corporation as an employee or independent contractor shall serve as a director of the corporation for a period of one (1) year from the date the person's employment or contractual relationship with the corporation terminated.

2.2 *Change of Number.* The number of directors may at any time be increased or decreased by amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

2.3 *Vacancies.* All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

2.4 *Regular Meetings.* Regular meetings of the Board of Directors may be held at such place or places, either within or without the state of Washington, as the Board of Directors may from time to time designate. The annual meeting shall be held in January of each year at a time and place to be designated by the Board of Directors, or at such other time as the Board of Directors shall designate by written notice.

2.5 *Special Meetings.* Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two directors. Such meetings shall be

held at the registered office of the corporation or at such other place or places as the directors may from time to time designate.

2.6 *Notice.* Notice of all special meetings of the Board of Directors (and of all regular meetings other than the annual meetings to be held at the place and time designated in Section 2.4) shall be given to each director by three (3) days' prior service of the same by electronic mail, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of the meeting.

2.7 *Quorum.* A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

2.8 *Waiver of Notice.* Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

2.9 *Registering Dissent.* A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

2.10 *Board Committees.* The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing appointing, or removing any member of any such committee or any director or officers of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

2.11 *Remuneration.* No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that

nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings

2.12 *Loans.* No loans shall be made by the corporation to any director.

2.13 *Removal.* Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by directors at a meeting of directors at which a quorum is present.

2.14 *Action by Directors without a Meeting.* Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the directors, or all of the members of the committee, as the case may be, before such action may also be ratified after it has been taken, either at a meeting of the directors or by unanimous written consent.

### **ARTICLE III OFFICERS**

3.1 *Designations.* The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be elected for terms of one year by the Board of Directors. Such officers shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.2 *The President.* The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

3.3 *Vice President.* During the absence or disability of the President, the Vice Presidents shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

3.4 *Secretary.* The Secretary shall issue notices for all meetings, except for notices of special meetings of the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Directors. The Secretary shall have such powers and discharge such duties as may be assigned to him or her from time to time by the by the President or the Board of Directors.

3.5 *The Treasurer.* The Treasurer shall have the custody of all monies and securities of the corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall

render the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall have such powers and discharge such duties as may be assigned to him or her from time to time by the President or the Board of Directors.

3.6 *Executive Committee.* The President, Vice President, and Treasurer shall constitute the corporation's Executive Committee. The Executive Committee shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Committee shall have full authority for direction of the employees of the corporation, if any.

3.7 *Delegation.* If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

3.8 *Vacancies.* Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

3.9 *Other Officers.* The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

3.10 *Loans.* No loan shall be made by the corporation to any officer.

3.11 *Term – Removal.* The officers of the corporation shall hold office until their successors are chosen and qualified.

3.12 *Bonds.* The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

#### **ARTICLE IV DEPOSITORIES**

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

#### **ARTICLE V NOTICES**

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered

when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

#### **ARTICLE VI SEAL**

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

#### **ARTICLE VII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

#### **ARTICLE VIII BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

#### **ARTICLE IX FINANCIAL DISCRETION AND CONTROL**

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the corporation's articles of incorporation are within the exclusive power of the Board of Directors.

The Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and, if the board approves the request, shall authorize payments of the funds to the approved grantee.

The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes approved by the board.

The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance for any or all purposes for which funds were requested.

After the Board has approved a grant to an organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of

the other organization. At all times, however, the Board has the right to withdraw approval of the grant and to use the funds for other charitable, scientific, or educational purposes.

**ARTICLE X AMENDMENTS**

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation.

Adopted by resolution of the corporation's Board of Directors dated: 23 April 2018

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Secretary

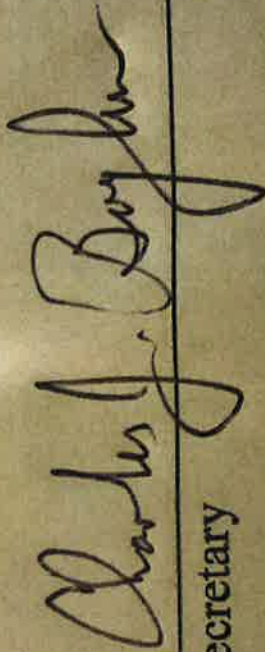


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