

Final Operating By-Laws for MenloSpark Board of Advisors, June 8, 2015

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ARTICLE 1—PURPOSES MenloSpark has been organized to bring together businesses, residents and government to achieve a climate neutral community within ten years (by 2025). MenloSpark, through its umbrella organization Trust for Conservation Innovation, may therefore seek, apply for, and receive donations, grants, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, policy, and educational purposes.

ARTICLE 2—BOARD OF ADVISORS

2.1 General Powers

Oversight of the program activities of MenloSpark is delegated by the Trust for Conservation Innovation Board of Directors and Executive Director to the individual members of the MenloSpark Board of Advisors (“Board”), and day-to-day management of the project is subject to the ultimate direction and fiduciary responsibility of the Trust for Conservation Board. Acting in their individual capacities, the members of the Board serve as a subordinate body to the Trust for Conservation Innovation Board. Those participating on the Board do not, for the purposes of this advisory role serve as representatives or agents of any funding source, employer, or any party other than the Trust for Conservation Innovation. The Project Agreement signed by several Members of the Board on November 26th, 2014 is incorporated into these Operating Bylaws by reference.

Board Members shall not be compensated for their duties except for reasonable out-of-pocket expenses associated with their advisory role.

2.2 Number & Qualifications

The Board shall consist of not less than five (5) nor more than eleven (11) Members, the specific number to be set by resolution of the Advisory Board. Advisory Board Members shall be sought who have experience or working interest in areas such as climate policy, urban planning and development, municipal government, philanthropy, finance, and/or possess a specific skill necessary to chair and oversee the corporation. MenloSpark is committed to a policy of fair representation on the Advisory Board, which does not discriminate on the basis of race, color, religion, gender, sexual orientation, gender identity, national origin, age, disability, genetic information, marital status, amnesty, status as a covered veteran, or any other classification protected by applicable federal, state and local laws.

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2.3 Commitment to Service

For continuity of leadership, Board Members agree to serve in this capacity for at least two years. Board Members are encouraged to stay through the full length of the project.

ARTICLE 3—OFFICERS

3.1 Number & Qualifications

The Steering Committee of the Advisory Board shall be Chair, Vice-Chair, Financial Advisor and such other Members as may be determined by the Board. The same person, except the offices of Chair and Vice-Chair, may hold any two or more Advisory roles.

3.2 Chair

The Chair shall be the principal Advisor to MenloSpark staff. He or she shall preside at all meetings of the Advisory Board and Steering Committee. The Chair shall provide approval prior to any significant expenditures or contracts exceeding \$2,000; and for all strategic budget and fundraising plans.

3.3 Vice-Chair

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting shall have all the powers, and be subject to, the restrictions placed on the Chair.

3.4 Financial Advisor

If requested by the Advisory Board, the Financial Advisor shall provide supplementary fiscal oversight of budgetary decision-making and other financial operations carried out by the Trust for Conservation Innovation on behalf of its project, MenloSpark.

3.5 Secretary

Traditional duties of an Advisory Board Secretary shall be carried out by Trust for Conservation Innovation/MenloSpark staff including: (a) keep the minutes of the meetings of the Advisory Board; (b) see that all notices are duly given in accordance with the provisions of these Operating By-laws; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or the Advisory Board from time to time.

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ARTICLE 4—COMMITTEES

4.1 Steering Committee

The Steering Committee shall consist of the Chair, Vice-Chair, and Financial Advisor of MenloSpark. The Committee shall have the power to act on behalf of the Board. The Chair, the Vice-Chair, and/or the Financial Advisor may call a meeting of the Steering Committee.

4.2 Other Committees

The Board may establish and empower such standing Committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. A Board Member shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the Board Chair. Committee decisions must be approved by the Board prior to enactment.

ARTICLE 5—PROCEDURE

5.1 Meetings

Regular meetings of the Board shall be at least quarterly on a date and time established by the Board. Special meetings of the Board may be called by or at the request of the Chair, any two Board Members, or by the Executive Director of the Trust for Conservation Innovation. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held at locations found to be mutually convenient by the Board or persons entitled to call a meeting. Attendance at meetings of the Board may, in special situations, be by telephone or electronic means.

5.2 Notice

Unless otherwise stated in these Operating By-laws, notice of all meetings shall be given to the appropriate Board and committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the Chair, Secretary, or committee chair calling the meeting.

5.3 Quorum

A majority of members shall constitute a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

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5.4 Procedure

The Advisory Board shall seek to make decisions through consensus. If consensus cannot be reached in a reasonable period of time, the Chair may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each Advisory Board or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting. Unless otherwise provided for in these Operating By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting.

5.5 Resignation

Any Advisory Board Member, or committee member may resign at any time by delivering written notice to the Chair, Secretary, or appropriate committee chair or by giving oral or written notice at any meeting. Such resignation shall take effect, where possible following an agreed upon transition plan, or at a time specified.

5.6 Removal

The Trust for Conservation Innovation may remove any MenloSpark Board Member, or committee member if they have knowingly violated the rules and policies of the Trust for Conservation Innovation. If removal of a Board Member is proposed, all Board Members shall be notified of the cause for the proposed termination. Any Advisory Board Member who undergoes a significant change in employment, shall notify the Executive Committee of the Board, which will discuss whether any action should be taken. If the Executive Committee suggests removal, the full Advisory Board will discuss and decide upon an appropriate course of action.

5.7 Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board. If the number of Board Members in office is less than the minimum required by these Operating By-laws, a vacancy may be filled by approval of a majority of the Board Members then in office or by a sole remaining Board Member.

ARTICLE 6—ADMINISTRATION

6.1 Books & Records

The Board shall keep correct and complete minutes of the meetings of the Advisory Board and committees, and the names and addresses of the Board Members and

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Committee Members. All minutes shall be open for access by Board Members, or the Trust for Conservation Innovation staff for any proper purpose at any reasonable time.

ARTICLE 7—CONFLICT OF INTEREST POLICY

No Advisory Board Member or Staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in Menlo Spark. If an Advisory Board Member or Staff has a financial or personal interest in any matter coming before the Advisory Board, the board shall ensure that:

- That interest is fully disclosed to the Advisory Board.
- No interested Advisory Board Member or Staff may vote or lobby on the matter.
- Any transaction in which an Advisory Board Member or staff person has a financial or personal interest shall be duly approved by members of the Advisory board not so interested or connected as being in the best interests of Menlo Spark.
- Menlo Spark shall record such disclosures in a transparent manner.

ARTICLE 8 - MISCELLANEOUS

8.1 Amendment

These Operating By-laws may be amended by a two-thirds vote of the Board at any meeting of the Board provided all Members have been notified of this purpose, and that as amended the Operating By-laws shall not contain any provision that permits the Board to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under California Nonprofit Corporation Law.

8.2 Dissolution

The Board may recommend the voluntary dissolution of the Board upon the affirmative vote of not less than seventy-five percent (75%) of the Board Members at any meeting of the Board and upon acceptance of this recommendation by the Trust for Conservation Innovation, provided all Board Members and the Trust for Conservation Innovation have been notified of this purpose.

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ADOPTION OF BY-LAWS

The MenloSpark Board of Advisors on March 10th, 2015 adopted the forgoing Operating By-laws, and updated them on June 8th, 2015.

_____ Chris DeCardy, Chair

_____ Mitchel Slomiak, Vice-Chair

_____ Susan Bell, Financial Advisor

_____ David D. Bohannon II

_____ Michael Closson

_____ Katie Ferrick

_____ Matt James

_____ Brent Harris