

BYLAWS

OF

SUSTAINABLE STREETS

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BYLAWS

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,

of

SUSTAINABLE STREETS

A California Nonprofit Public Benefit Corporation

ARTICLE I. OFFICES

Section 1. Principal Office. The location of the principal office of the corporation shall be at any place within or outside the State of California.

The Board of Directors (the “Board”) is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II. MEMBERSHIP

Section 1. Members. The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2. Associates. Nothing in this Article II shall limit the right of the corporation to refer to persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its Articles or of these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of all or substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, or for the selection of delegates who possess any of the preceding voting rights, but no such person shall be a member within the meaning of Section 5056.

ARTICLE III. DIRECTORS

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe qualifications, powers, and duties for them that are not inconsistent with law, the Articles or these Bylaws, fix their compensation, and require from them security or otherwise provide for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) To adopt and use a corporate seal.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

(e) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

Section 2. Number of Directors. The authorized number of directors shall be not less than three (3) nor more than nine (9), the exact number of Directors to be fixed, within the limits specified, by approval of the Board, until changed by amendment of the Articles or by a Bylaw.

Section 3. Selection and Term of Office. Directors shall be elected at each annual meeting of the Board. Each Director shall be elected for a term of one (1) year. No person may serve more than four consecutive terms as a Director. Any such Director, having served the allowable four terms shall be absent from the Board for one (1) year but may spend that year as a committee member, if desired, after which that person may again seek nomination and election as a Director.

Section 4. Vacancies. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation; provided that, except upon notice to the Attorney General, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs. If the resignation is effective

at a future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled in the same manner as the director(s) whose office is vacant was selected, provided that vacancies need not be filled at the annual meeting of the Board and may be filled by election by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors be increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Article 3 of the California Nonprofit Public Benefit Corporation Law or who has failed to attend three (3) consecutive meetings of the Board.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings. The Board shall hold an annual meeting for the purpose of organization, selection of directors and officers, and the transaction of other business. Annual meetings of the Board shall be held without call or notice on February 1, at 7:00 p.m. local time; but if that day is a Saturday, Sunday or holiday observed by the corporation at its principal office, then said meeting shall be held at the same time on the next day thereafter ensuing which is a full business day.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, any Vice President, the Secretary, or any two directors.

Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice given personally by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), or by electronic transmission by the corporation as provided by Corporations Code Section 20 or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown

upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. If the number of authorized directors is greater than two, a majority of the authorized number of directors constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. If the number of authorized directors is two, all directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article III. Every act or decision done or made by a majority of the directors, if there are more than two authorized, and by all directors if there are two authorized, present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law, by the Articles, or by Section 10 of this Article III, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is unanimously approved, if there are two authorized directors, or approved by at least a majority of the required quorum for such meeting if there are more than two authorized directors.

Section 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a directors' meeting through use of conference telephone, video screen, communication or electronic transmission by and to the corporation in accordance with Corporations Code Sections 20 and 21. Participation in a directors' meeting through use of conference telephone or video screen communication constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through the use of electronic transmission by and to the corporation (other than conference telephone and electronic screen communication) constitutes presence in person at that meeting if all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) Each member is provided with the means of participating in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the Board.
- (c) The corporation adopts and implements some means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting.

(ii) All actions of, or votes by, the Board are taken or cast only by the directors and not by persons who are not directors.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 15. Committees. The Board may appoint one or more committees, each consisting of two or more directors, and delegate to such committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board or in any committee;

(c) The fixing of compensation of the directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction, as those transactions are defined in Section 5233(a) of the California Nonprofit Public Benefit Corporation Law (Corporations Code Section 5233(a)).

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 16. Executive Committee. Pursuant to this Article III, the Board may appoint two or more officers of the corporation to serve as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, shall and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Article III Section 1 of these Bylaws. All actions of the executive committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

Section 17. Fees and Compensation. Directors may receive such reasonable compensation (within the meaning of Internal Revenue Code Section 4958), if any, for serving as director, and reimbursement for expenses, as may be fixed or determined by the Board. Directors may receive compensation from the corporation for services rendered to it; provided, however, that not more than 49 percent of the persons serving on the board shall be interested persons within the meaning of Section 5227 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be President, Vice President, Chief Financial Officer, and Secretary. The corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the

Articles or in these Bylaws and except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

Section 2. Election; Qualification and Term. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by the Board and shall serve at the pleasure of the Board. Each officer shall hold their respective offices for a term of one year or until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. Other than the initial officers of the corporation, all officers shall have served at least one (1) year as a director of the corporation prior to the beginning of the appointed term, except in the case of the President, who shall be elected from the existing officers. No person may serve in the same officer position for more than three (3) consecutive terms. However, after vacating the specific position for one (1) year, the director may again be appointed to an officer position in which she/he had previously served three (3) terms.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the corporation addressed and sent to the Board, the President, or the Secretary, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. An officer's resignation shall take effect at the date notice of resignation is received by the addressee or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. Chairperson of the Board. The Chairperson of the Board, if there is such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there is such an officer, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. In the absence of the Chairperson of the Board, or if there is none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management

usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice President, and if more than one Vice President is appointed, the Vice Presidents in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Chief Financial Officer. The Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE V. FINANCIAL OVERSIGHT

Section 1. Appointment of an Audit Committee. In a fiscal year in which the corporation's gross revenue is \$2,000,000 or more, the corporation shall appoint an audit committee (the "Audit Committee"). Such \$2,000,000 threshold excludes grants received from and contracts and services with government entities for which the governmental entity requires an accounting of funds received.

(a) Members. The Audit Committee may include non-Board members, but it may not include any members of the staff, the President, the Chief Executive Officer, or the Chief Financial Officer. If the corporation has a Finance Committee, it shall be separate from

the Audit Committee. The Audit Committee may include members of the Finance Committee, but such overlapping members shall constitute less than half of the Audit Committee and the chairperson of the Audit Committee may not be a member of the Finance Committee. Any person who has any material financial interest in any entity doing business with the corporation may not serve on the Audit Committee. Each member of the Audit Committee shall serve as such until such member's successor shall be appointed by the Board. In the event that any member of the Audit Committee shall resign or cease to be a director of the corporation, the vacancy thus caused shall be filled by the Board. If the Audit Committee is a committee of the Board (in accordance with Section 15 of Article III above), at least two members shall be appointed to such committee, provided, however, that if this committee is not a committee of the Board, it may consist of one or more members.

(b) Duties of the Audit Committee. Subject to the supervision of the Board, the Audit Committee shall exercise the following powers, responsibilities, and duties:

(i) To make recommendations to the Board regarding the appointment, retention, and termination of the independent auditor for the corporation;

(ii) To negotiate the auditor's compensation;

(iii) To confer with the auditor to satisfy its members that the financial affairs of the corporation are in order.

(iv) To review the audit and decide whether to accept it; and

(v) To assure that any non-audit services performed by the auditor conform to the applicable independent standards and to approve such nonaudit services.

(c) Compensation. Members of the Audit Committee may receive reasonable compensation for such services; provided, however, that such compensation may not exceed compensation paid to directors under Section 16 of Article III above. An Audit Committee member may be reimbursed for reasonable expenses incurred in attending such meetings.

(d) Quorum, Meetings of the Audit Committee, Records of the Audit Committee. Determinations of quorum, procedures for meetings, and records of the Audit Committee shall be in accordance with the provisions of the last paragraph of Section 15 of Article III above.

(e) Control by the Board. The Audit Committee shall be subject at all times to the control of the Board, which shall have the power to revise or alter any action taken by the Audit Committee; provided, however, that no rights of third parties shall be affected thereby.

Section 2. Financial Statements Must Be Made Available. If the corporation prepares an audited financial statement (either in accordance with Section 1 above or otherwise), such audited financial statement shall be made available for inspection by the California Attorney General and by all members of the public no later than nine months after the close of the relevant fiscal year in the same manner as the corporation's Internal Revenue Service Form 990. Each annual financial statement shall be made available to the public for three years.

Section 3. Executive Compensation Review and Approval. The Board, or any authorized committee of the Board, shall review and approve the compensation, including benefits, of the president or chief executive officer and the treasurer or chief financial officer to ensure that each such officer's compensation is just and reasonable. Such review and approval shall occur when the officer is initially hired, whenever the officer's term of employment is renewed or extended, and when the officer's compensation is modified, unless such modification applies to substantially all employees.

ARTICLE VI. CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation 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.

Section 2. Definitions.

(a) **Interested Person.** Any director, trustee, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

(ii) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

(c) **Compensation.** 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 Section 3(b) below, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

(a) **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 Board delegated powers considering the proposed transaction or arrangement.

(b) 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, the interested person shall leave the 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.

(c) Procedures for Addressing the Conflict of Interest:

(i) An interested person may make a presentation at the Board or committee meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The Board or Chair or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or committee shall determine whether the corporation 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.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation'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.

(d) Violations of the Conflicts of Interest Policy. If the 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. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

Section 4. Records Of Proceedings. The minutes of the 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 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.

Section 5. Compensation Matters.

(a) A voting member of the Board who receives compensation, directly or indirectly, from the corporation 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 corporation for services is precluded from voting on matters pertaining to that member's compensation.

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

Section 6. Annual Statements. Each director, trustee, principal officer, and member of a committee with 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 corporation 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.

Section 7. Periodic Reviews. To ensure the corporation 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 corporation'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.

Section 8. Use Of Outside Experts. When conducting the periodic reviews as provided for in Section 7 above, the corporation may, but need not, use outside advisors. If

outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII. OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President (acting alone) or the Secretary and the Treasurer (acting together), shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed by the approval of the Board.

Section 5. Tax-exempt Status. If the Internal Revenue Service does not approve the application for tax-exempt status for this corporation, then the Board of Directors shall make whatever changes may be deemed necessary by the Service in order to comply with the requirements for tax-exempt status.

Section 6. Books and Records, Fiscal Year. The corporation's books and records, together with all of the documents and papers pertaining to the business of the corporation, shall be kept and maintained at the principal office of the corporation. The fiscal year of the corporation shall end on December 31, unless otherwise provided for by the Board, and the books and records of the corporation shall be kept on a calendar year basis and shall reflect all the transactions of the corporation and be appropriate and adequate for the corporation's business.

ARTICLE VIII. INDEMNIFICATION

Section 1. Definitions. For the purposes of this Article VII, “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 such predecessor corporation; “officer” or “director” means only an agent who is or was an officer or director of the corporation or a predecessor corporation at the corporation’s (or such predecessor’s) request; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article VII.

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 such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such 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 such 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. The corporation shall, to the maximum extent permitted by law, and in the manner provided by law, indemnify any such persons who serve as directors or officers of the corporation.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the 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 such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such 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 such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such 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 expense 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.

(d) Of amounts that would qualify as an excess benefit as that term is defined in Internal Revenue Code Section 4958.

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 Sections 2 or 3 of this Article VII 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 VII, any indemnification under this Article VII 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 Sections 2 or 3 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceedings; or

(b) The court in which such 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 such 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 before 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 VII; provided, however, that such advance shall not be permitted if the corporation is a private foundation within the meaning of Internal Revenue Code Section 509 and the agent is a disqualified person within the meaning of Internal Revenue Code Section 4946.

Section 7. Meetings of the Board. On written request to the Board by any director, officer, or employee seeking indemnification under these Bylaws or the California Nonprofit Corporation Law, the Board shall promptly convene a meeting and in good faith

decide whether the applicable standard(s) have been met and, subject to any required findings and other constraints, if any, upon its power to provide such indemnification, if they have been met shall promptly authorize such indemnification.

Section 8. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 9. Forms of Indemnification not Permitted. No indemnification or advance shall be made under this Article VII, except as provided in Sections 4 or 5(b), in any circumstances where 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 10. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such 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 such liability under the provisions of this Article VII, 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. For purposes of allocating insurance premiums as compensation of said agent, the corporation shall apply Treasury Regulation Section 53.4941(d)-2(f)(5) as follows:

(a) If the insurance is provided for the purpose of covering the liabilities of the agent in his or her capacity as an agent of the corporation while the person is acting with reasonable cause and without willfulness, such insurance payments shall not be added to the agent's compensation for the purpose of determining reasonable compensation.

(b) If the insurance provides coverage for the agent for any penalty, tax, or expense of correction that is owed by the agent, for instances in which he or she acted willfully or without reasonable cause, or for expenses not reasonably incurred in connection with civil proceedings regarding the agent's performance of services on behalf of the corporation, such insurance payments shall be added to the agent's total compensation solely for purposes of determining whether that compensation is an excess benefit as defined by Internal Revenue Code Section 4958.

Section 11. Nonapplicability to Fiduciaries of Employee Benefit Plans. This Article VII shall not apply to any proceeding against any trustee, investment manager, or other

fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article VII. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

Section 12. Federal and State Exculpatory Provisions. Nothing in this Article VII shall limit or otherwise adversely affect the rights of qualifying agents of this corporation under the Federal Volunteer Protection Act of 1997, as amended [42 USCA Section 14501 et seq.], Section 5047.5 of the California Corporations Code or similar provisions of other laws or public policies limiting such liability, as now in effect or as any thereof may be amended.

Section 13. Separability. Each and every paragraph, sentence, term, and provision of this Article is separate and distinct so that if any paragraph, sentence, term, or provision shall be held to be invalid or unenforceable for any reason, its invalidity or unenforceability shall not affect the validity or enforceability of any other paragraph, sentence, term, or provision of this Article. To the extent required, any paragraph, sentence, term, or provision of this Article may be modified by a court of competent jurisdiction to preserve its validity and to provide the claimant with, subject to the limitations set forth in this Article and any agreement between the corporation and the claimant, the broadest possible indemnification permitted under applicable law.

ARTICLE IX. 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.

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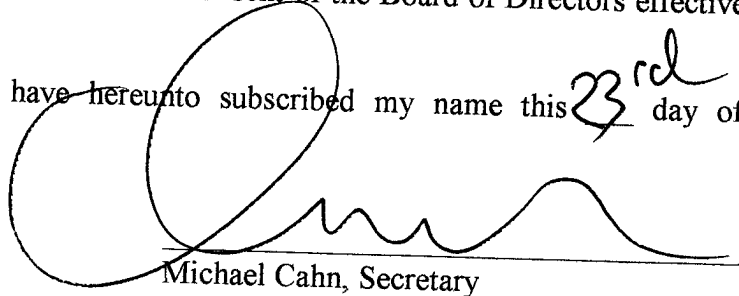
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of SUSTAINABLE STREETS, a California Nonprofit Public Benefit Corporation; and

2. That the foregoing bylaws, comprising 17 pages, constitute the Bylaws of the corporation as duly adopted by Unanimous Written Consent of the Board of Directors effective July 27, 2009.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 23rd day of November 2009.



Michael Cahn, Secretary