



**AMENDED AND RESTATED BYLAWS
OF
MORRO BAY COMMUNITY QUOTA FUND**
A California Nonprofit Public Benefit Corporation

**ARTICLE 1
NAME, MISSION, PURPOSES AND OBJECTIVES**

SECTION 1.01. NAME.

The name of this Corporation is Morro Bay Community Quota Fund (Hereinafter the “Corporation”).

SECTION 1.02. MISSION, PURPOSES AND OBJECTIVES:

- A. The mission of this Corporation shall be to develop and enhance an economically and environmentally sustainable Central Coast fishery (the “Fishery”), built upon local stewardship and management of marine resources and secured fishing rights anchored in the community.
- B. The primary purposes of this Corporation shall be:
- (1) To obtain legally recognized and enforceable fishing privileges from various governmental agencies, non-governmental or charitable organizations, and/or individuals and hold them in San Luis Obispo County, California;
 - (2) To administer and manage those fishing privileges, including permits or quota, for social, general economic and environmental benefits;
 - (3) To preserve for the community access to fish stocks and thereby secure sufficient local fishing activity to support associated waterfront dependent infrastructure and services;
 - (4) To improve knowledge of regional fish stocks and marine resources in order to support cooperative and adaptive management of the Fishery (e.g. compiling long-term data sets through collaborative fisheries research that integrates fishermen’s experience and knowledge with academic and agency scientists); and,
 - (5) To improve consumer knowledge of and access to high quality local seafood products and engage in efforts to create a market distinction for local and

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sustainably caught seafood in order to support Corporation activities and community Fishery infrastructure.

C. Objectives of the Corporation:

(1) Manage Assets for Local Stewardship and Long Term Environmental and Economic Sustainability

Actions to Accomplish Objective 1:

- a. Corporation will use its best efforts to manage Overfished Species (“OFS”) quota share and OFS annual Quota Pounds (“QP”) which will be allocated to a regional Risk Pool known as the California Groundfish Collective (“Risk Pool”) or similar entity for the purpose of reducing OFS interactions, creating a more efficient Fishery, and maximizing the economic and conservation performance of the Fishery through adaptive management. Should no Risk Pool arrangements or entities exist at any time in the future, Corporation will manage OFS in a manner consistent with the intent of the current Risk Pool as it existed at the time of incorporation.
- b. Corporation may acquire other target species fishing privileges and Corporation will: (1) as a first priority allocate target species QP to qualified fishermen located in the Morro Bay/Port San Luis area; (2) as a second priority allocate target species QP to other qualified fishermen participating in the Risk Pool and, (3) as a last priority allocate target species QP to any other legal participants in the Fishery.
- c. Corporation may allocate QP in a manner that creates incentives for improving the environmental performance of the Fishery by:
 - i. Prioritizing allocation to selective lower impact gear such as hook and line and trap or similar lower impact gear understanding that diversification of gear types improves a port group’s fishing flexibility but acknowledging that some species can only be caught by trawl;
 - ii. Managing and allocating quota in the Morro Bay/Port San Luis area with a goal of achieving better environmental performance on OFS bycatch and discard than the fleet-wide average (as reported through West Coast Groundfish Observer reports);
 - iii. Reducing the fishing footprint in Morro Bay/Port San Luis compared to the historic baseline of 6 active trawlers (as documented in 2000 to 2004 trawl tracks and fishing footprint analysis), in part by utilizing some fixed gear and other gear types with smaller footprint; and,
 - iv. Requiring collaborative spatial fishery plans, created by fisherman within the Fishery and approved by the Risk Pool or the Corporation Board if the

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- Risk Pool ceases to exist, as a means to enhance environmental performance, reduce bycatch and avoid gear conflicts of QP lessees;
- v. Diversifying catch to target healthy, underutilized stocks so as to avoid reliance on and possible depletion of single species including, but not limited to, sablefish; and,
 - vi. Requiring all members of the Risk Pool leasing QP from the Corporation to record logbook information through eCatch or similar electronic approach, so as to provide information that can be used to gauge and improve performance.
- d. The Corporation will leverage its fishing privileges by playing a lead role in the development of a Community or Regional Fishing Association (“CFA”) in order to engage other Central Coast Quota Shareholders to ensure resilient environmental and economic viability of the Fishery in compliance with the rules and regulations promulgated by the National Marine Fisheries Service or its successor in federal fisheries regulation.

(2) **Stabilize and Improve the Economics of the Fishery.**

The Corporation will lease or sell QP or other fishing privileges to fishermen to stabilize and enhance the local fishery economy.

Actions to Accomplish Objective 2:

- a. To the fullest extent reasonable and permitted, lease QP to Central Coast region fishermen in long-term agreements at appropriate pricing to position them to successfully compete in the larger Individual Fishing Quota (“IFQ”) groundfish fishery and to invest in their businesses as permitted by applicable law;
- b. Corporation may actively create incentives to stimulate maintenance and investment in local waterfront infrastructure in various Central Coast region ports in its discretion;
- c. Corporation may work with stakeholders and consumer groups to promote branding and market recognition of a sustainable local fishery;
- d. Corporation may incentivize, by offering reduced leasing rates or other means, the harvest of underutilized species as a means to reduce over dependence on single species harvest regime; and,
- e. Corporation may manage permits and fishing privileges to maximize opportunities for transfer across generations to promote demographic stability.
- f. Corporation may sell excess QP on open market to raise funds to support Corporations activities, operations and financial stability.

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(3) **Research – Create a Fund to Advance Scientific Knowledge of Economically and Environmentally Sustainable Fishing Practices and Marine Health.**

The Corporation will commit to regular monitoring of fishery performance, adaptive management to improve sustainability and, as outlined below, making a contribution of revenue to a Research Fund (Fund). The Goal of the Fund is to create an industry derived source of funds or quota pounds to advance research that improves the environmental and economic performance of the fisheries and supports area based management on the central coast.

Actions to Accomplish Objective 3:

- a. Corporation will conduct monitoring and research or analysis to assess and adaptively improve the performance of the Corporation in meeting its mission and overall objectives (i.e. fishery performance) through a Performance Audit as outlined Article 8, Section 8.06 of these bylaws; and,
- b. Corporation will establish a Fund to enhance collaborative fisheries research on the Central Coast. The Corporation will dedicate a minimum of 50% of its annual revenues to such a Fund (having first deducted the Corporation's operating and debt expenses from its annual revenues, while also ensuring the Corporation maintains reasonable cash reserves to fund its on-going operations).
- c. The Board of Directors will appoint a Science Advisory Committee which will be comprised of at least three members, a science oriented member of the Board, a Scientist employed by, or identified by The Nature Conservancy, and a representative of the fishing industry. The Science Advisory Committee will propose a process to review potential research projects, set specific research fund priorities and make recommendations to the board for use and disbursement of available research funds.
- d. The Board of Directors shall direct the disbursement of any research funds to an appropriate research project and/or collaborative research entity such that the funding will be earmarked and/or utilized in fisheries research which is, or may be, consistent with the mission, purposes and objectives of the Corporation and the Fund. The disbursement of any research funds shall be agreed upon by a majority of Directors present at a meeting duly held in which a quorum is present as more fully set forth in Article 4, Section 4.14 of these bylaws.
- e. Funding priorities should support Area-based management and improved environmental and economic performance of Central Coast fisheries. Priority research topic areas could include, but are not limited to, improving stock status understanding, bycatch avoidance, habitat impacts, barotrauma, gear

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innovation, market rewards or certifications, market/product development, and evaluation of effectiveness of management measures (e.g. Closures, gear temporal or habitat restrictions etc.). While Central Coast groundfish and communities are a priority, The Science Advisory Committee should retain flexibility to consider funding emerging research issues or research in other geographic areas that affect sustainability of west coast fisheries.

ARTICLE 2 OFFICES

SECTION 2.01. PRINCIPAL OFFICE.

The principal office of the Corporation for the transaction of its business is located in San Luis Obispo County, California.

SECTION 2.02. CHANGE OF ADDRESS.

The County of the Corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named County by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

The principal office of the Corporation for the transaction of its business is located at:
601 Embarcadero, Suite 11, Morro Bay, California 93442

SECTION 2.03. OTHER OFFICES.

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 3 MEMBERS

SECTION 3.01. GENERAL.

This Corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. All rights which would vest in members under the California Nonprofit Public Benefit Corporation Law instead shall vest in the Board of Directors.

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ARTICLE 4 DIRECTORS

SECTION 4.01. NUMBER AND CATEGORY OF DIRECTORS.

The Corporation shall have seven Directors and collectively they shall be known as the Board of Directors. The number and category of Directors listed in this Section may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws only with approval of at least 80% of the currently serving Board members. At all times at least five members of the Board of Directors shall be appointed as follows:

- A. Two experienced representatives of the fishing industry, at least one of which shall be an active member of the Morro Bay Commercial Fishermen's Organization ("MBCFO") or any successor organization, as long as the mission of MBCFO is compatible with the Corporation's mission, purposes and objectives as contained in these bylaws;
- B. Two representatives of conservation organizations and/or academia; and,
- C. One representative with experience working for a California Governmental Agency as well as expertise in fisheries, marine life, coastal regulation and/or natural resources management.

SECTION 4.02. POWERS.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.03. DUTIES.

It shall be the duty of the Directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this Corporation, or by these bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- C. Supervise all officers, agents, contractors and employees of the Corporation to assure that their duties are performed properly;
- D. Meet at such times and places as required by these bylaws;
- E. Register their addresses with the secretary of the Corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

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SECTION 4.04. INITIAL BOARD MAKEUP AND TERMS OF OFFICE.

The initial seven Directors have been appointed as follows to serve a four year term:

- A. A representative of the City of Morro Bay (“CMB”), a California Governmental Agency. Said Director being City Manager Ms. Andrea Lueker;
- B. A representative of The Nature Conservancy (“TNC”), a Conservation organization., Said Director being Mr. Michael Bell;
- C. A representative of the MBCFO, a non-profit fishing Association. Said Director being Mr. Jeremiah O’Brien;
- D. A representative of the Central California Seafood Marketing Association (“CCSMA”), a fishing association. Said Director being Mr. Rob Seitz;
- E. A representative of the Center for Coastal Marine Sciences at Cal Poly, San Luis Obispo. Said Director being Dr. Dean Wendt;
- F. Member at large. Said Director being Dr. Robert Deacon; a resource economist at UCSB; and,
- G. Member at large. Said Director being Ms. Janice Peters, former Mayor of City of Morro Bay.

Subsequent Board terms and vacancies will be filled as outlined in Article 4, Section 4.17 hereof, except that the Directors shall retain director representation on the Board as outlined in Article 4, Section 4.01 hereof. The Board of Directors may choose to set different terms of office after a vacancy or expiration of the terms of the initial Board of Directors.

SECTION 4.05. COMPENSATION.

Directors shall serve without compensation except that they may be reimbursed their actual and necessary expenses incurred in attending directors’ meetings as well as reasonable compensation not to exceed \$200/day for attending meetings outside of San Luis Obispo County as reimbursement for loss of income incurred in attending said meeting. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.03 of this Article Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 4.06 of this Article. Any payments to Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 10 of these bylaws, and an adopted travel policy.

SECTION 4.06. RESTRICTION REGARDING INTERESTED DIRECTORS.

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

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- A. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- 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 any such person.

SECTION 4.07. PLACE OF MEETINGS.

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to communicate with and hear one another concurrently. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- A. Each Director participating in the meeting can communicate with and hear all of the other Directors concurrently;
- B. Each director is provided 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 Corporation; and,
- C. The Corporation adopts and implements some means of verifying (1) that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting, and (2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.

SECTION 4.08. REGULAR AND ANNUAL MEETINGS.

Regular meetings of directors shall be held in April.

At the annual meeting of Directors held in April, if a Director Vacancy exists as set forth in this Article, Directors shall be elected by the Board of Directors in accordance with this Section. Cumulative voting by Directors for the election of Directors shall not be permitted. The

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candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each director shall cast one vote.

SECTION 4.09. SPECIAL MEETINGS.

Special meetings of the Board of Directors may be called by the chairperson of the Board, the president, the vice president, the secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 4.10. NOTICE OF MEETINGS.

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, or email. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the proper email address. Such notices shall be addressed to each director at his or her mailing or email address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 4.11. CONTENTS OF NOTICE.

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless: (1) the action to be contemplated at the meeting is an amendment to these bylaws; (2) the action contemplated at the meeting is an amendment to the Corporation's articles of incorporation; or (3) where specific notice as to an agenda item is otherwise required elsewhere in these bylaws. However, to the extent that matters not stated in the notice (other than an amendment to these bylaws, the articles of incorporation or as otherwise required in these bylaws) are addressed at a duly noticed meeting, the Board may address those issues regardless of the fact that the matters were not listed in the notice.

SECTION 4.12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS.

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an

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approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 4.13. QUORUM FOR MEETINGS.

A quorum shall consist of a majority of the then filled director positions. Except as otherwise provided in these bylaws or in the articles of incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.10 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this Corporation.

SECTION 4.14. MAJORITY ACTION AS BOARD ACTION.

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the articles of incorporation or bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 4.15. CONDUCT OF MEETINGS.

Meetings of the Board of Directors shall be presided over by the chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the president of the Corporation or, in his or her absence, by the vice president of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

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Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this Corporation, or with provisions of law.

SECTION 4.16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING.

Notwithstanding any requirement contained within these bylaws requiring a meeting of the board of directors, any action may be taken by the Board, including an amendment of these bylaws or an amendment of the articles of incorporation, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws of this Corporation authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

SECTION 4.17. VACANCIES.

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased (3) upon expiration of a designated term.

The Board of Directors 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 under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors may be removed without cause by a majority of the Directors then in office.

Any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or Directors in charge of its affairs, except upon notice to the attorney general.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held

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pursuant to notice or waivers of notice complying with this Article of these bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 4.18. NONLIABILITY OF DIRECTORS.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 4.19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS.

To the extent that a person who is, or was, a director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 4.20. INSURANCE FOR CORPORATE AGENTS.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

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ARTICLE 5 OFFICERS

SECTION 5.01. NUMBER OF OFFICERS.

The officers of the Corporation shall be a president, a vice-president, a secretary, and a chief financial officer who shall be designated the treasurer. The Corporation may also have, as determined by the Board of Directors, a chairperson of the Board, one or more vice presidents, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the secretary nor the treasurer may serve as the president or chairperson of the Board.

SECTION 5.02. QUALIFICATION, ELECTION AND TERM OF OFFICE.

Any person may serve as an officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 5.03. SUBORDINATE OFFICERS.

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 5.04. REMOVAL AND RESIGNATION.

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 5.05. VACANCIES.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

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SECTION 5.06. DUTIES OF PRESIDENT.

The president of the Corporation (the “President”) shall, if there is no Chairperson, or in the Chairperson’s absence, preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive as defined in Section 5.10, the President shall, in addition, be the chief executive and shall have the powers and duties prescribed in **Error! Reference source not found.**

SECTION 5.07. DUTIES OF VICE PRESIDENT.

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president 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 on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

SECTION 5.08. DUTIES OF SECRETARY.

The secretary shall:

Certify and keep at the principal office of the Corporation the original or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. “Contemporaneously” in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the later of (1) the next meeting of the Board, committee,, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these bylaws.

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Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the bylaws, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.09. DUTIES OF TREASURER.

Subject to the provisions of these bylaws relating to the “Execution of Instruments, Deposits, and Funds,” the treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.

Render to the president and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 5.10. CHIEF EXECUTIVE.

Subject to such supervisory powers as may be given by the Board to the Chairperson or President, the Board may hire a chief executive who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the

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Corporation's day-to-day activities, business and affairs. The chief executive (who may be referred to as the "chief executive officer" or "executive director") shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the chief executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the chief executive as an Officer.

SECTION 5.11. COMPENSATION.

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Article 4, Section 4.06 of these bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation. All officer salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 10 of these bylaws.

ARTICLE 6 COMMITTEES

SECTION 6.01. EXECUTIVE COMMITTEE OF THE BOARD.

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members (who may also be serving as officers of this Corporation) to constitute an executive committee of the Board and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- A. The filling of vacancies on the Board or on any committee that has the authority of the Board.
- B. The fixing of compensation of the Directors for serving on the Board or on any committee.
- C. The amendment or repeal of bylaws or the adoption of new bylaws.
- D. The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- E. The appointment of committees of the Board or the members thereof.

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- F. The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 6.02. OTHER COMMITTEES.

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

SECTION 6.03. MEETINGS AND ACTION OF COMMITTEES.

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 7.01. EXECUTION OF INSTRUMENTS.

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, 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 monetarily for any purpose or in any amount.

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SECTION 7.02. CHECKS AND NOTES.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation, up to the amount of \$5,000 shall be signed by the Executive Director. The Executive Director shall also have the authority to sign all Quota Lease Agreements. All checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation over the amount of \$5,000 shall be signed by the Executive Director and countersigned by the President of the Corporation. If the President and the Executive Director are the same person, then any document requiring a countersignature shall be countersigned by the Vice-President.

SECTION 7.03. DEPOSITS.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 7.04. GIFTS.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 8 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 8.01. MAINTENANCE OF CORPORATE RECORDS.

The Corporation shall keep at its principal office in the State of California:

- A. Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- C. A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the Directors of the Corporation at all reasonable times during office hours.

SECTION 8.02. CORPORATE SEAL.

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

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SECTION 8.03. DIRECTORS' INSPECTION RIGHTS.

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.

SECTION 8.04. RIGHT TO COPY AND MAKE EXTRACTS.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 8.05. ANNUAL REPORT.

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- E. Any information required by Section 8.07 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statement were prepared without audit from the books and records of the Corporation.

SECTION 8.06. QUOTA USE AND RESEARCH FUND MANAGEMENT PLAN

At the first Board meeting of each year after commencement of financial activity of the Corporation, the Board will approve a Quota Use and Research Fund Management Plan (Annual Plan) based on the Mission, Purposes and Objectives of the Corporation as specified in Article 1, Section 1.02 of these bylaws.

Commencing on January 1, 2016 and every two years thereafter, the Corporation shall complete a Performance Audit ("Audit") assessing the performance in the past two (2) calendar years of the Corporation and associated fishing operations in meeting the mission, purposes and objectives as stated in these bylaws, rate the Corporation's compliance with its Annual Plan and provide the Board recommendations as necessary to improve the Corporation's performance. The purpose of the Audit is to monitor the success of the Corporation in achieving its stated mission and goals in accordance with these bylaws, and the Board shall incorporate

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recommendations of the Audit into future Annual Plans as necessary. The Audit shall be completed by qualified persons or entities to be determined by the Board of Directors. However, the Board will engage outside (non-Board members or Corporation employees) auditors if financially feasible.

SECTION 8.07. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind: Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- A. Any director or officer of the Corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- B. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 9 FISCAL YEAR

SECTION 9.01. FISCAL YEAR OF THE CORPORATION.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 10

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CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 10.01. PURPOSE OF CONFLICT OF INTEREST POLICY.

The purpose of this conflict of interest policy is to protect this tax-exempt 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 any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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 10.02. DEFINITIONS.

A. Interested Person.

Any director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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:

- (1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or,
- (3) 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.

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 10.03, paragraph B hereof, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

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SECTION 10.03. CONFLICT OF INTEREST AVOIDANCE PRODEDURES.

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 governing 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, he/she shall leave the governing 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.

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

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing 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 governing 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.

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If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing 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 10.04. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS.

The minutes of meetings of the governing 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 governing 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 10.05. COMPENSATION APPROVAL POLICIES.

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

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.

No voting member of the governing 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.

When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following Sections of this Article, as well as the preceding paragraphs of this Section of this Article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- A. The terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation.

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- B. All members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
- (1) Is not the person who is the subject of compensation arrangement, or a family member of such person;
 - (2) Is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement;
 - (3) Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;
 - (4) Has no material financial interest affected by the compensation arrangement; and,
 - (5) Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- C. The Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
- (1) Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources.
 - (2) The availability of similar services in the geographic area of this organization.
 - (3) Current compensation surveys compiled by independent firms.
 - (4) Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement. As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- D. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
- (1) The terms of the compensation arrangement and the date it was approved.

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- (2) The members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member.
- (3) The comparability data obtained and relied upon and how the data was obtained.
- (4) If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
- (5) If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.
- (6) Any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- (7) The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

SECTION 10.06. ANNUAL STATEMENTS.

Each director, principal officer, and member of a committee with governing 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.

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SECTION 10.07. 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 10.08. USE OF OUTSIDE EXPERTS.

When conducting the periodic reviews as provided for in Section 10.07 hereof, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 11.01. AMENDMENT.

Subject to any provision of law applicable to the amendment of bylaws of California Nonprofit Public Benefit Corporations, and subject to the limitations in Article 4, Section 4.01 of these bylaws; these bylaws may be altered, amended, or repealed, in whole or in part, and new bylaws adopted by approval of the Board of Directors at any duly noticed meeting as provided in these bylaws. However, no meeting to amend these bylaws is required if any such amendment is made pursuant to the unanimous written consent of the Board of Directors without a meeting (see Section 4.16).

ARTICLE 12 AMENDMENT OF ARTICLES

SECTION 12.01. AMENDMENT OF ARTICLES

Subject to any provision of law applicable to the amendment of articles of incorporation of California Nonprofit Public Benefit Corporations; any amendment of the articles of incorporation may be adopted by approval of the Board of Directors at any duly noticed meeting as provided in these bylaws. However, no meeting to amend these bylaws is required if any such amendment is made pursuant to the unanimous written consent of the Board of Directors without a meeting (see Section 4.16).

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SECTION 12.02. CERTAIN AMENDMENTS.

Notwithstanding the above Sections of this Article, this Corporation shall not amend its articles of incorporation to alter any statement which appears in the original articles of incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 12.03. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS.

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

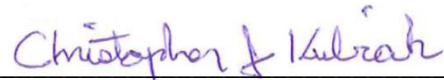
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CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Morro Bay Community Quota Fund, a California Nonprofit Public Benefit Corporation, and that the foregoing AMENDED AND RESTATED BYLAWS, comprising 27 pages, constitute the Bylaws of said Corporation originally adopted April 26, 2013, and as amended and restated, duly adopted by the Board of Directors as of this date and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 1st day of April, 2015, at Morro Bay, California.



Secretary