

AMENDED AND RESTATED BYLAWS
OF
DESIGN PROFESSIONALS RISK CONTROL GROUP
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

AS OF ~~DECEMBER 15, 2011~~ March 22, 2024

ARTICLE I PURPOSE

Design Professionals Risk Control Group (the "Corporation") is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law ("the Law"). The purposes of this Corporation are to (i) develop and to maintain a select group of ~~large~~ architectural, engineering, and environmental consulting firms with a shared interest in practice management and loss prevention; and, (ii) engage in any lawful act or activity for which a corporation may be organized under the Law.

ARTICLE II OFFICES

The principal office of the Corporation shall be located within or without the State of California, at such place as the Board of Directors shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another. The Corporation may establish or maintain additional offices at such other places as the Board of Directors may determine.

ARTICLE III MEMBERSHIP

Section 3.1 Eligibility Criteria. A member of the Corporation shall be ~~only a~~ professional firm that: (a) is involved principally in the business of architectural, engineering, or environmental consulting; (b) demonstrates a history of ethical practices and professionalism; (c) is insured by XL Specialty Insurance Company or an affiliated company (herein, together with its successors and assigns, "XL"); and (d) meets criteria for membership established and published by the Board of Directors. Each firm having satisfied these requirements is entitled to become a member upon execution of a membership agreement in the form approved by the Board of Directors and payment of any and all fees required by the Board of Directors.

Section 3.2 Membership Classes. The Corporation shall have only one class of members.

Section 3.3 Membership Voting. Each member shall have the right to vote: (i) for the election of Directors, as set forth in Section 4.3 of these Bylaws; (ii) for a disposition of all, or substantially all, of the assets of the Corporation; (iii) on any merger per Section 8012 of the Law and its principal terms and amendment of those terms; and (iv) on any election action to dissolve the Corporation.

Subject to the provisions of Section 7612 of the Law and Section 3.13 of these Bylaws, each member shall be entitled to cast one (1) vote on each matter submitted to a vote of the members.

Section 3.4 Membership Fee. Each member shall pay annual dues and assessments in such amounts and at such times as shall be determined by the Board of Directors. Such membership fees shall not be refundable, except upon cancellation or nonrenewal of the XL policy of insurance by XL.

Section 3.5 Transfer of Membership. Membership in the Corporation is not transferable.

Section 3.6 Termination of Membership. ~~The Membership of a member~~ shall continue annually for such time as the member is insured by XL and satisfies the Eligibility Criteria and dues and assessments have been paid. Upon non-payment of dues by the renewal date, termination of coverage under a policy of insurance issued by XL, by expiration of the policy without renewal, by cancellation of the policy, or ~~for any other reasons decided by the Board of Directors,~~ the term of membership shall end immediately, without notice.

Section 3.7 Place of Meetings. Meetings of members shall be held either at the principal office of the Corporation or at any other place within or without the State of California which is designated by the Board.

Section 3.8 Annual Meetings. Annual meetings of members shall be held on such date and at such time as may be fixed by the Board of Directors. In any year in which Directors are elected, the election shall be held at the annual meeting. Any other proper business may be transacted at the meeting.

Section 3.9 Special Meetings. Special meetings of members ~~shall~~ may be called for any lawful purpose at any time by the Board of Directors, the President or not less than five percent (5%) of the members. Upon request in writing to the President ~~, any Vice President or~~ the Secretary by any person (other than the Board of Directors) entitled to call a special meeting of members, the ~~officer~~ Secretary forthwith shall cause notice to be given to the members ~~entitled to vote~~ that a meeting will be held at a time fixed by the Board of Directors, not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request. If the notice is not given within twenty (20) days after receipt of the written request, the persons entitled to call the meeting may give the notice.

Section 3.10 Notice of Annual or Special Meetings. Written notice of each annual or special meeting of members shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting, to each member entitled to notice thereof, provided, however, that if notice is given by mail, and the notice is not mailed by first class, registered or certified mail, the notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date and hour of the meeting and: (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted; or (b) in the case of the annual meeting, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

Notice of a ~~members'~~ meeting of members shall be given either personally, ~~or~~ by postal or electronic mail, or by other means of written communication, addressed to a member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice, or, if no such address appears or is given, at the place where the principal office of the Corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office of the Corporation is located. Notice by postal 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 recipient.

Section 3.11 Quorum. One third of the voting power, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting entitled to vote, and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws, except as provided in the following sentence. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 3.12 Adjourned Meetings and Notice Thereof. Any ~~members'~~ meeting of members, regardless of whether ~~or not~~ a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy at the meeting, but in the absence of a quorum (except as provided in this Section 3.12) no other business may be transacted at such meeting. No meeting may be adjourned for more than forty-five (45) days.

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, other than by announcement at the meeting at which such adjournment is taken; provided, however, that if after adjournment a new record date is fixed for voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting, as in the case of the meeting originally called.

Section 3.13. Voting. The members entitled to notice of any meeting or to vote at any such meeting shall be only the ~~persons or~~ entities in whose name membership stands on the records of the Corporation on the record date for notice as determined in accordance with Section 3.14 of these Bylaws.

Elections need not be by ballot; provided, however, that all elections for Directors must be by ballot upon demand made by a member at the meeting and before the voting begins.

Subject to the provisions of Section 4.3 of these Bylaws, in any election of Directors, the candidates receiving the highest number of votes are elected.

Voting shall in all cases be subject to the provisions of Chapter 6 of the Law.

Section 3.14 Record Date. The Board of Directors may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting, nor more than sixty (60) days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting. The Board of Directors shall fix a new record date if the meeting is adjourned for more than thirty (30) days.

If no record date is fixed by the Board of Directors, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board of Directors, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any purpose other than set forth in this Section 3.14 or Section 3.12 of these Bylaws shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later.

Section 3.15 Consent of Absentees. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though they had been done at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes thereof, except as provided in Section 7511(f) of the Law.

Section 3.16 Action Without Meeting. Subject to Section 7513 of the Law, any action except election of Directors which, under any provision of the Law, may be taken at any regular or special meeting of ~~any~~ members, may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 3.14 of these Bylaws, the record date for determining members entitled to cast written ballots pursuant to this Section 3.16, when no prior action by the Board of Directors has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first.

Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all members individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

Section 3.17 Proxies. Every ~~person-member~~ entitled to vote ~~a-membership~~ has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the ~~person-member~~ executing it prior to the vote pursuant thereto. Such revocation may be effected either: (a) by a writing delivered to the Secretary of the Corporation stating that the proxy is revoked; (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting; or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution.

Section 3.18 Inspectors of Election. In advance of any meeting of members, the Board of Directors may, but is not obligated to, appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election are not appointed, or if any persons so appointed fail to appear or refuse to act, the ~~chairman~~Chairperson of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members or proxies, the majority of members represented in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed. In the case of any action by written ballot without a meeting as provided for in Section 3.16 of these Bylaws, the Board of Directors may also appoint inspectors of election.

Whether the election is at a meeting or by written ballot without a meeting, the powers and duties of the inspectors shall be as prescribed by Section 7614(b) of the Law and shall include: determining the number of memberships outstanding and the voting power of each; determining the ~~memberships~~number of members represented at the meeting; determining the existence of a ~~quorum;~~quorum; -determining the authenticity, validity, and effect of proxies; receiving votes, ballots or consents;

hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

Section 3.19 Conduct of Meeting. The President shall preside as ~~chairman~~Chairperson at all meetings of the members. The Chairperson ~~chairman~~ shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal or parliamentary rules or principles of procedure. The ~~chairman~~Chairperson's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person or by proxy at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the ~~chairman~~Chairperson shall have all of the powers usually vested in the ~~chairman~~Chairperson of a meeting of members.

ARTICLE IV DIRECTORS

Section 4.1 Powers. Subject to any limitations in the Articles of Incorporation, ~~of~~ these Bylaws, or ~~of~~ the Law relating to action required to be approved by the members or by a majority of members, 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 of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committee 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 of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors 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 powers and duties for them as may not be inconsistent with ~~law~~the Law, the Articles of Incorporation, or these Bylaws, fix their compensation, and require from them security 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 Law, the Articles of Incorporation or these Bylaws, as it may deem best;
- (c) To adopt, make and use a corporate seal, and to alter the form of such seal from time to time as it may deem best;
- (d) To authorize the issuance of memberships of the Corporation from time to time, upon such terms and for such consideration as may be lawful; and

- (e) 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.

Section 4.2 Number of Directors. The authorized number of voting Directors shall be eleven (11); until changed by amendment of the Aarticles of Incorporation or a byBylaw duly adopted by the members amending this Section 4.2.

Section 4.3 Election, Designation, and Term of Office. Eight (8) Directors shall be elected by the members and are hereafter referred to as "Elected Directors." Three (3) Directors shall be designated by XL; and are hereafter referred to as "Designated Directors."

- a) Elected Directors. At each annual meeting of members, ~~a number of~~ Elected Directors shall be elected by the membership equal to the number of Elected Directors whose terms will or have expired at the time of such meeting. Each such Elected Director shall hold office for a term of three (3) years, until the third annual meeting of members following the annual meeting at which the Elected Director is elected, and until a successor is elected and qualified. ~~Any~~ Elected Director who is elected by the members or ~~to~~appointed to fill a vacancy; in accordance with the provisions of Section 4.4 shall hold office as a Director until the expiration of the term of the replaced Director and until a successor is elected and qualified.

After an Elected Director has served two full terms of three (3) years each, plus any portion of an unexpired term to which that Elected Director may have been appointed or elected, three (3) years shall elapse before he or she shall be eligible for re-election to the Board.; ~~provided, that the Elected Director who was elected at the 2000 annual meeting to hold office until the 2002 annual meeting shall be deemed to have served a full term of three (3) years upon the expiration of his term in 2002.~~

Each Elected Director shall, at the time of election and throughout the term of service as a Director, be an active principal of a firm which is a member of the Corporation.

- b) Designated Directors. Designated Directors shall be designated by XL to take office at the annual meeting at which designated or, if not designated at an annual meeting, at the time specified in the designation. Each Designated Director shall hold office until the next ensuing annual meeting of members or until a successor is designated by XL. One (1) Designated Director shall be an agent who represents XL; ~~and;~~ such Designated Director shall serve no more than four consecutive one-year terms.

Past President. In addition to the Elected Directors and the Designated Directors, the Board ~~shall may also~~ include a Past President Director if one is qualified in accordance with

this ~~paragraph~~Section. The Past President Director shall be the immediate Past President of the Corporation whose term as President has most recently expired, if such person's term as a Director has also expired, and he or she is not eligible for re-election as a Director. The Past President Director must be an active principal of a firm which is a member of the Corporation. The Past President Director shall hold office as a non-voting Director, ~~without vote,~~ for one (1) year or until the next ~~following~~ annual meeting of the members.

c) ~~All Directors except those designated by XL shall, at the time of their election and throughout their term of service as a Director, be active principals of a member.~~ Other. Elected Directors shall be elected ~~by a majority vote of members eligible to vote~~ at the meeting of members at which the election takes ~~place, or place or~~ shall be ~~selected~~ appointed as hereinafter set forth per Section 4.4 in the event of a vacancy.

Directors who are elected, appointed, or designated by XL to fill a vacancy shall take office immediately upon their selection. ~~and qualification. Directors who are~~ The person who is elected or designated to replace a ~~retiring~~ Director who is leaving the Board of Directors shall take office at the ~~retirement of the Director, namely at the~~ conclusion of the meeting of the Board of Directors at which ~~the retiringsaid~~ Director's term expires or earlier if the Director resigns prior to the conclusion of that meeting.

If the authorized number of voting Directors is increased or decreased, or if the expiration of terms of Elected Directors is not substantially equally divided among the next succeeding three (3) years at any time for any reason, the Board of Directors shall set terms of office for one (1), two (2) or three (3) years for the Elected Directors next to be elected in order to preserve, as ~~precisely closely~~ as is possible, an even number of Elected Director terms expiring in a year.

Section 4.4 Vacancies. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time to take office when the resignation becomes effective.

In the event that any vacancy in the membership of the Board of Directors arises from the removal, ineligibility, resignation, or death of a Director designated by XL, such Designated Director's replacement shall be designated by XL. In the event that any vacancy in the membership of the Board of Directors arises from the removal, ineligibility, resignation, or death of an Elected Director ~~elected by the members~~, such Elected Director's replacement shall be filled by the affirmative vote of a majority of Directors then in office at a meeting held pursuant to notice or waivers of notice, or by a sole remaining Director, or by vote of the members. Each Director so elected or appointed shall hold office until the expiration of the term of the replaced Director and until a successor has been elected and qualified.

A vacancy or vacancies in the Board of Directors 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, or if the members fail, at any regular or special meeting of members at which any Director or Directors are elected, to elect the full authorized number of Directors to be voted for at that meeting.

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, convicted of a felony, been found by a final order or

judgment of any court to have breached any duty arising under Section 7238 of the Law, or fails to attend three (3) consecutive meetings of the Board of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's term of office.

Section 4.5 Place of Meeting. Regular or special meetings of the Board of Directors shall be held at any place within or without the State of California which has been designated

from time to time by the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 4.6 Regular Meetings. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business as may be properly before the Board of Directors. Other regular meetings of the Board of Directors shall be held on such dates and at such times as may be fixed by the Board of Directors.

Section 4.7 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Secretary or any two Directors.

Special meetings of the Board of Directors shall be held upon five (5) days' notice by first-class mail or twenty-four (24) hours' notice given personally or by electronic mail, telephone, telegraph, telex, or other similar 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 postal 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 recipient. Any notice need not specify the purpose of any special meeting of the Board of Directors.

Section 4.8 Quorum. A majority of the Directors authorized in Section 4.2 of these Bylaws constitutes a quorum of the Board of Directors for the transaction of business, except for purposes of adjournment as provided in Section 4.11 of these Bylaws. Unless a greater number is required by ~~law~~the Law, the Articles of Incorporation or these Bylaws, every action taken or decision 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; provided, however, that a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.9 Participation in Meeting by Conference Telephone Remote Means. Members of the Board of Directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other similar communications equipment if all of the following apply: (1) each member participating in the meeting can communicate with all of the other members concurrently, (2) each member is provided the means of participating in all matters before the Board of Directors, including the capacity to propose, or to interpose an

objection, to a specific action to be taken by the Corporation, and (3) the Corporation adopts and implements some means of verifying both that (i) a person communicating by telephone, electronic video screen, or other similar communications equipment is a Director entitled to participate in the Board of Directors' meeting, and (ii) all statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director. Participation in a meeting pursuant to this Section 4.9 constitutes presence in person at such meeting.

Section 4.10 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 4.11 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board of 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 twenty-four (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 4.12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors and shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 4.13 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.

ARTICLE V COMMITTEES

Section 5.1 Executive Committee. An Executive Committee of the Board of Directors shall be and hereby is created. The Board of Directors, by resolution adopted by a ~~majority~~ majority ~~quorum~~ quorum of the ~~entire~~ Board of Directors then in office, ~~provided a quorum is present~~, shall designate three (3) or more Directors to constitute an Executive Committee, at least one of whom shall be a XL Designated Director. The Executive Committee shall, during the intervals between meetings of the Board of Directors, have and exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation, subject only to such restrictions or limitations as the Board of Directors may from time to time specify; provided, however, that the Executive Committee shall have no power or authority with respect to:

- (a) The approval of any action for which the Law ~~also~~ requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board of Directors;
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or any committee of the Board of Directors;
- (d) The amendment, ~~or~~ repeal of Bylaws, or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) The creation of any other committees of the Board of Directors or appointing the members of committees of the Board of Directors;
- (g) The expenditure of corporate funds to support a nominee for Director if more people have been nominated for ~~director~~ Director than can be elected; or
- (h) The approval of any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided in Corporations Code section 5233(d)(3).

The Executive Committee shall have the power to authorize the seal of the Corporation to be affixed to all instruments which may require it. Any member of the Executive Committee may be removed at any time, with or without cause, by a resolution of a majority of the ~~entire~~ Board of Directors then in office. Any person ceasing to be a Director shall *ipso facto* cease to be a member of the Executive Committee. Any vacancy in the Executive Committee occurring from any cause whatsoever may be filled from among the Directors by a resolution of a majority of the ~~entire~~ Board of ~~Directors~~ Directors then in office.

Section 5.2 Other Committees. Other committees, each of which must have at least one (1) Director, may be appointed by the President. Committees so appointed shall hold office for such time and have such powers and perform such duties as may from time to time be assigned to them by the President, with the advice of the Board of Directors. Any member of such a committee appointed by the President may be removed at any time, with or without cause, by the President. Any vacancy in a committee appointed by the President occurring from any cause whatsoever may be filled by the President.

Section 5.3 Resignation. Any member of the Executive Committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or the Secretary. Any member of any other committee may resign by giving notification to the President. The acceptance of any resignation shall not be necessary to make it effective unless so specified therein.

Section 5.4 Quorum. A majority of the members of a committee shall constitute a quorum. The act of a majority of the members of a committee present at any meeting at which a quorum is present shall be the act of such committee. The members of a committee shall act only as a committee, and the individual members thereof shall have no powers as such.

Section 5.5 Record of Proceedings. Each committee shall keep a record of its acts and proceedings and shall report the same to the Board of Directors when and as required by the Board of Directors.

Section 5.6 Organization Meetings, Notices. A committee may hold its meetings at the principal office of the Corporation or at any other place upon which a majority of the committee may at any time agree or through the use of conference telephone, electronic video screen communications or similar communications equipment. Each committee may make such rules as it may deem expedient for the regulation and carrying on of its meetings and proceedings. Unless otherwise ordered by the Executive Committee, any notice of a meeting of such committee may be given by the Secretary of the Board of Directors or by the ~~chairman~~Chairperson of such committee and shall be sufficiently given if mailed to each member at his residence or usual place of business at least five (5) days before the day on which the meeting is to be held, or if sent to the member at such place by electronic messaging means, or delivered personally or by telephone not later than twenty-four (24) hours prior to the time at which the meeting is to be held.

Section 5.7 Fees and Compensation. Directors and members of committees may receive ~~such~~ compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board of Directors.

ARTICLE VI OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a President (who shall also be designated Chairman~~Chairperson~~ of the Board of Directors), a Vice President, a Secretary, and a Chief Financial Officer. The Corporation ~~also~~ may have, at the discretion of the Board of Directors, such other officers as may be elected or appointed in accordance with the provisions of Section 6.4 of these Bylaws. Any number of offices may be held by the same person unless these Bylaws provide otherwise.

Section 6.2 Election. The officers of the Corporation (except such officers as may be elected or appointed in accordance with the provisions of Section 6.4 or Section 6.6 of these Bylaws) shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors shall be elected.

Section 6.3. Limitation on Succession. An officer may not succeed himself or herself in the office to which elected (or appointed as the case may be), more than one term beyond that to which the officer was originally elected or appointed; provided, however, that the Chief Financial Officer can serve successive terms without limit.

Section 6.4 Subordinate Officers. The Board of Directors 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 of Directors may from time to time determine.

Section 6.5 Removal and Resignation. Any officer may be removed with or without cause by the Board of Directors at any time or, in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors. 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 without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.6 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 6.7 President. Subject to such powers as may be given by the Board of Directors to the ~~Chairman~~Chairperson of the Board of Directors, if any, the President is the general manager and chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall be responsible for the general supervision, direction, and control of the business and officers of the Corporation. The President shall preside at all meetings of the members and at all meetings of the Board of Directors.

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 of Directors.

Section 6.8 Vice President. The Vice President shall act for and in the place of the President in the event of the President's resignation, absence, incapacity, or temporary relinquishing of the office. In such events, the Vice President shall continue to so act until the earliest of the: (1) resumption of the President's duties by the President; or (2) the next meeting of the Board of Directors immediately following the annual meeting of the members. The Vice President shall have such other powers and perform such other duties as from time to time may be assigned by the President.

Section 6.9 Secretary. The Secretary shall keep or cause to be kept, at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of members and meetings of the Board of Directors. The minutes shall

include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board of Directors 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 of Incorporation and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of all meetings of the Board of Directors required by ~~law~~ the Law or these Bylaws 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 of Directors.

Section 6.10. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The Chief Financial Officer shall send or cause to be sent to the members of the Corporation such financial statements and reports of the properties and business transactions of the Corporation as are by ~~law~~ the Law or these Bylaws required to be sent to them. The books of account shall be open at all reasonable times to inspection by any Director.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request 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 of Directors.

ARTICLE VII OTHER PROVISIONS

Section 7.1 Inspection of Corporate Records. Subject to Sections 8330, 8331, and 7332 of the Law, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (a) Inspect and copy the records containing members' names, addresses, and voting rights at reasonable times on five (5) business days' prior written demand upon the Corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (b) Obtain from the Secretary of the Corporation, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of a date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make the membership list available on or

before the later of ten (10) business days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (10) business days after receiving a demand, as set forth above in paragraph (a) or (b) of this Section 7.1, deliver to the ~~person~~member(s) making the demand a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer shall be in writing and shall state the reasons the proposed alternative does not meet the proper purpose of the demand made pursuant to paragraph (a) or (b) of this Section 7.1.

The accounting books, records and minutes of proceedings of the members and the Board of Directors shall be open to inspection upon written demand on the Corporation ~~of by~~ any member at ~~any a~~ reasonable time for a purpose reasonably related to such ~~person's member's~~ interests as a member of the Corporation.

Section 7.2 Inspection of Articles of Incorporation and Bylaws. The Corporation shall keep in its principal office in the State of California the original or copy of its Articles of Incorporation and Bylaws, as amended to current date, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no office in the State of California, it shall upon written request of any member furnish to that member a copy of the Articles of Incorporation or Bylaws as amended to the current date.

Section 7.3 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 and Secretary of the Corporation 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 of Directors, and, unless so authorized by the Board of Directors, 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 7.4 Representation of Shares of Other Corporations. Subject to the requirements of Section 703 of the California Corporations Code, the President, or any other officer or officers authorized by the Board of Directors 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 to do so by proxy or power of attorney duly executed by said officer.

Section 7.5 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the Law and in the Law shall govern the construction of these Bylaws.

Section 7.6 Amendments. These Bylaws may be amended or repealed by approval of a majority of the members or by the approval of a majority of the Board of Directors; provided, however, that members must approve any action that would: (a) materially and adversely affect the members' rights as to voting, dissolution, or redemption, or transfer of memberships; (b) increase or decrease the number of memberships authorized in total; (c) effect an exchange, reclassification, or cancellation of all or any part of the memberships; (d) authorize a new class of membership; or (e) specify or change a fixed number of Directors or the maximum or minimum number of Directors or change from a fixed to a variable number of Directors or vice versa; and provided further that the affirmative vote of eighty percent (80%) of the Board of Directors in addition to the approval of a majority of the members is required for any amendment to (including alteration, repeal or adoption of provisions inconsistent with) this Section 7.6, and Sections 4.2, 4.3 and 4.4 of these Bylaws.

Notwithstanding the preceding paragraph, Section 4.3 of these Bylaws may not be amended to change the right of XL to designate Directors without the written consent of XL.

Section 7.7 Publishing a Program Description. XL may, at its discretion and expense, publish a Program Description for explaining the DPRCG program to prospective and current members, provided, ~~however,~~ that

- a) ~~T~~he Program Description, before being issued or revised, be approved by the Board of Directors; ~~and~~
- b) ~~T~~he Program Description be amended or republished when substantive provisions therein cease to be accurate; ~~and~~
- c) ~~N~~othing contained therein shall be in conflict with the Bylaws.

ARTICLE VIII INDEMNIFICATION

Section 8.1 Definitions. For the purpose of this Article VIII, "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; "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 Section 8.4 or 8.5 (c) of these Bylaws.

Section 8.2 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 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.

Section 8.3 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 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 8.3:

- (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~~determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 8.4 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 Section 8.2 or 8.3 of these Bylaws 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 8.5 Required Determinations. Except as provided in Section 8.4 of these Bylaws, any indemnification under this Article VIII 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 Section 8.2 or 8.3 of these Bylaws, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or
- (c) 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 8.6 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

Section 8.7 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 of Incorporation, Bylaws, a resolution of members or Directors, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article VIII, except as provided in Section 8.4 or 8.5(c), in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members, 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 8.9 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by said agent in such capacity or arising out of the agent's status as such whether or not

Secretary