

Exhibit A

Articles of Incorporation of Mozilla.org

(see attached)

ARTICLES OF INCORPORATION

OF

MOZILLA.ORG

(A California Nonprofit Public Benefit Corporation)

I.

The name of the corporation (the “Corporation”) is Mozilla.org. The principal business address of the Corporation is 149 New Montgomery Street, 4th Floor, San Francisco, California 94105.

II.

- A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes.
- B. The Corporation is organized and operated exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). All references to provisions of the Code herein also reference the corresponding provisions of any future United States internal revenue law.
- C. The specific purpose of the Corporation is to operate exclusively for the benefit of, to carry out the purposes of, and to perform the functions of its designated supported organization, the Mozilla Foundation, a nonprofit public benefit corporation described in Section 501(c)(3) and Section 509(a)(1) of the Code. It may carry out this purpose in a variety of ways, including but not limited to acquiring, holding, and disposing of assets and investments (including mission-related and program-related investments) for the benefit of the Mozilla Foundation and in furtherance of its purposes, and deploying the income from those assets and investments to further the purposes of the Mozilla Foundation.
- D. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a), or 2522(a) of the Code.

III.

- A. The Corporation is intended to qualify as a “supporting organization” described in Section 509(a)(3) of the Code at all times. The Corporation may also qualify as a

publicly supported public charity described in section 509(a)(1) or (2) of the Code, in which case it may claim public charity status by virtue its being described in section 509(a)(1) or (2) of the Code.

1. The Corporation shall not take any action inconsistent with maintaining its status as a public charity under Section 509(a)(3) of the Code.
 2. The Corporation shall not have power to accept any gift, grant or contribution that would cause the Corporation not to qualify as a Type I supporting organization by reason of Section 509(f)(2) of the Code. Any acceptance of such a gift, grant, or contribution shall be void.
 3. The bylaws of the Corporation (the "Bylaws") must at all times vest authority to elect more than 50% of the directors of the Corporation in one or more supported organizations of the Corporation or in their respective governing bodies, members, or officers acting in official capacity (such supported organizations, the "Controlling Supported Organizations"). The Bylaws may specify further which Controlling Supported Organizations (or their respective governing bodies, members, or officers) have the right to vote for which board seats.
- B. Any amendments to these Articles of Incorporation must be approved by a majority of all the directors of the Corporation then in office.
- C. The Corporation may, by amending its Articles of Incorporation, add (and operate to support, carry out the purposes of, or perform the functions of) new supported organizations in addition to or in lieu of its existing supported organizations, subject to the following provisos:
1. The Mozilla Foundation must remain a supported organization so long as it continues to qualify as a public charity described in Section 509(a)(1) or 509(a)(2) of the Code.
 2. Such new or substituted organizations must be organizations described in section 509(a)(1) or 509(a)(2) of the Code, or deemed to be so described for purposes of Section 509(a)(3) of the Code, and any organization that ceases to meet this qualification will automatically cease to be a supported organization of the Corporation.
 3. Such new or substituted organizations must be drawn from one of the following classes:
 - a. affiliates directly or indirectly controlled by, or under common control with, the Mozilla Foundation;
 - b. other organizations closely related in function to the Mozilla Foundation; or

- c. organizations that (1) work in areas likely to have a significant impact on the character of the internet, its potential to benefit society, or its continued availability to the public as a common resource, and (2) are primarily engaged in activities that directly help accomplish the aspirations of the Mozilla Manifesto.
 - 4. To the extent that a supported organization does not participate in electing the Corporation's board of directors, the Corporation's support of that entity will be limited to support that carries out the purposes of the supported organizations that collectively appoint a majority of the Corporation's board of directors.
- D. The Corporation is intended to operate so as to qualify as a public charity under Section 509(a)(1), (2), or (3) of the Code. However, if the Corporation becomes a private foundation as defined in Section 509 of the Code, the Corporation, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code; (iii) make any investments in such manner as to subject the Corporation to any tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

IV.

The name and address of the Corporation's initial agent for service of process is Corporate Creations Network Inc., 7801 Folsom Boulevard, #202, Sacramento, CA 95826.

V.

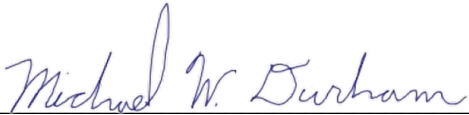
No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code or the corresponding provision of any future United States internal revenue law and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office, except as provided in section 501(h) of the Code or the corresponding provision of any future United States internal revenue law.

VI.

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, within the meaning of Section 501(c)(3) of the Code. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed, in such proportions as the Board of Directors of the Corporation may choose, to one or more of its supported organizations

that have established their tax-exempt status under Section 501(c)(3) of the Code and that qualify as public charities described in Section 509(a)(1) or 509(a)(2) of the Code, or to one or more other supporting organizations described in Section 509(a)(3) of the Code that operate solely for the benefit of, to carry out the purposes of, or perform the functions of one or more of the Corporation's supported organizations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 30th day of September, 2024.



Michael W. Durham

Exhibit B

Bylaws of Mozilla.org

(see attached)

**BYLAWS
OF
MOZILLA.ORG**

Adopted October 1, 2024

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BYLAWS OF MOZILLA.ORG

Article I. OFFICES; CORPORATE SEAL

Section 1.1. Principal Office. The principal office of Mozilla.org (the “Corporation”) shall be located at such place as the Board of Directors may from time to time authorize. If the principal office is located outside the State of California, and the Corporation has one or more offices in the State of California, the Board of Directors shall fix and designate a principal office in the State of California.

Section 1.2. Other Offices. Additional offices of the Corporation shall be located at such place or places, within or outside the State of California, as the Board of Directors may from time to time authorize.

Section 1.3. Corporate Seal. If the Board of Directors adopts a corporate seal such seal shall have inscribed thereon the name of the Corporation and the state and date of its incorporation. If and when a seal is adopted by the Board of Directors, such seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance or other instrument executed by the Corporation.

Article II. MEMBERS

Section 2.1. Members. This Corporation shall have no members.

Article III. BOARD OF DIRECTORS

Section 3.1. Powers. Subject to the provisions of law, 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, management company or committee, 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. Each of the directors, including the Chair, is independent in the exercise of that director’s fiduciary duties in the management and direction of the organization. In fulfilling the responsibilities of a director (and, in the case of the Chair, the responsibilities of that office), each director is to exercise

his or her own independent judgment and is not subject to the direction and control of, or an employee of, the Corporation, its officers, or the other directors.

Section 3.2. Number of Directors. The authorized number of directors of the Corporation shall be not less than a minimum of five (5) nor more than a maximum of fifteen (15) until changed by a duly adopted amendment to these bylaws. The exact number of directors shall be set within these limits from time to time by approval of the Board of Directors. The initial number of directors shall be five (5).

No reduction of the authorized number of directors shall remove any director prior to the expiration of such director's term of office.

Section 3.3. Chair of the Board. The Chair of the Board of Directors (the "Chair") shall be elected by majority vote of all the directors then in office. The Chair must be a director and shall serve for one or more terms of one year and until the Chair's successor is duly appointed and qualified, provided that if the Chair ceases to be a director, the Chair shall immediately and automatically cease to be Chair as well. The Chair may be removed, even before the end of the Chair's term, by the majority vote of all the directors then in office. In addition to exercising and performing all the normal powers and duties of a director of the Corporation, the Chair shall, if present, preside at all meetings of the Board of Directors and shall facilitate the Board of Directors' decision making and its supervision of the Corporation's affairs by communicating with management as necessary between meetings and, when necessary, informing (or causing management to inform) the other board members of matters requiring their attention. For the avoidance of doubt, the Chair shall not be considered an officer or employee of the Corporation, shall not have authority to act on behalf of or legally bind the Corporation, and shall not have any obligation to accept duties assigned to the Chair other than those stated in these bylaws.

Section 3.4. Election of Directors, Term. The Corporation will have two classes of directors. At all times, the number of "Class A" directors shall be adjusted so that they constitute a bare majority of the Board. Class A directors are elected by the Mozilla Foundation, a California nonprofit public benefit corporation (the "Mozilla Foundation"). The remaining directors shall be "Class B" directors and shall be elected by the full Board of Directors of the Corporation (except the initial Class B directors, who shall be appointed by the Incorporator). During the annual election, the Mozilla Foundation shall first elect the Class A directors for the upcoming term, after which the Class B directors shall be elected. The Class A directors participating in the election of Class B directors for a term shall be the newly elected Class A directors for that term, not their predecessors.

Section 3.5. Qualifications. Individuals who are, or are controlled or employed by, substantial contributors to or other "disqualified persons" of the Corporation (other than foundation managers) within the meaning of section 4946 of the United States Internal Revenue Code of 1986, as

amended (the “Code”) (“Restricted Persons”), cannot constitute more than one-third of the Class A directors or one-third of the Class B directors.

Section 3.6. Resignations. Any director of the Corporation may resign effective upon giving written notice to the Chair, the President, the Secretary or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 3.7 of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California no director may resign if such resignation would leave the Corporation without a duly elected director or directors in charge of its affairs.

Section 3.7. Removal.

3.7.1. Any of the Class A directors may be removed from office with or without cause by the Mozilla Foundation, so long as the removal decision has been approved by a majority of the Mozilla Foundation directors then in office.

3.7.2. Any Class B director may be removed from office, for cause, by the vote of a majority of the other directors then in office. For purposes of the previous sentence, “cause” is defined to be any act of embezzlement, fraud, breach of fiduciary duty, dishonesty, deliberate repeated or flagrant disregard of the policies and rules of the Company as adopted by the Board of Directors of the Corporation, conviction of a crime of moral turpitude, material unauthorized use or disclosure of any trade secrets or confidential information of the Corporation, material competition with the Corporation, or acceptance of employment or a fiduciary position with a major competitor of the Corporation, gross negligence adversely impacting the Corporation, a pattern of frequent nonattendance at board meetings, or any other willful serious misconduct reflecting negatively on the reputation of the Corporation.

Section 3.8. Vacancies.

3.8.1. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or upon increase in the authorized number of directors or if, for whatever reason, there are fewer directors on the Board of Directors than the full number authorized. Such vacancy or vacancies may be filled by the Mozilla Foundation in the case of a Class A vacancy, and in the case of a Class B vacancy, after any Class A vacancy has been filled by the Mozilla Foundation, by the directors then in office, though less than a quorum, or by a sole remaining director.

3.8.2. If a vacancy or vacancies on the Board of Directors would result in at least

half of the remaining directors being Restricted Persons, the vacancy or vacancies must be filled as promptly as possible and before other material decisions about the management of the organization are made by the Board of Directors.

Section 3.9. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, places and dates as fixed by the Board of Directors; provided, however, that if the date for such a meeting falls on a legal holiday, then the meeting shall be held at the same time on the next succeeding full business day. Regular meetings of the Board of Directors held pursuant to this Section 3.9 may be held without notice.

Section 3.10. Participation by Telephone. Directors may participate in a Board of Directors meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

Section 3.11. Special Meetings. Special meetings of the Board of Directors for any purpose may be called by the Chair or the President or any vice president or the Secretary of the Corporation or any three (3) directors.

Section 3.12. Notice of Meetings. Notice of the date, time and place of all meetings of the Board of Directors, other than regular meetings held pursuant to Section 3.9 hereinabove, shall be delivered personally, orally or in writing, or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, by facsimile or electronic mail, or other electronic means to each director, at least forty-eight (48) hours before the meeting, or sent in writing to each director by first-class mail, charges prepaid, at least four (4) days before the meeting or other means specifically permitted under the California Nonprofit Corporation Law, including amendments of such law, after the date of these bylaws. Such notice may be given by the Secretary of the Corporation or by the person or persons who called the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice of such meeting, or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement such director's lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.13. Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the state which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board of Directors or, if not so designated or stated, at the principal office of the Corporation.

Section 3.14. Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors 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. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 3.15. Quorum and Transaction of Business. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, provided that a quorum shall not exist if half or more of the directors in attendance are Restricted Persons. 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 shall be the act of the Board of Directors, unless otherwise provided by law or, the Articles of Incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of directors, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting, as provided in Section 3.16 of these bylaws.

Section 3.16. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such 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 3.17. Organization. The Chair shall preside at every meeting of the Board of Directors, if present. If the Chair is not present, a director chosen by a majority of the directors present shall act as chair. The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the Chair shall act as secretary of the meeting.

Section 3.18. 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.

Section 3.19. Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees to serve at the pleasure of the Board of Directors. Appointments to such committees shall be by a majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any committee to replace any absent member at any meeting of such committee. Any such committee shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors, and may have all the authority of the Board

of Directors in the management of the activities and affairs of the Corporation, except with respect to:

3.19.1. the approval of any action for which, if the Corporation had members, approval of the members or approval of a majority of all members would be required by the California Corporations Code;

3.19.2. the filling of vacancies on the Board of Directors or any committee which has the authority of the Board of Directors;

3.19.3. the fixing of compensation of directors for serving on the Board of Directors or any of its committees;

3.19.4. the amendment or repeal of these bylaws or the adoption of new bylaws;

3.19.5. the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

3.19.6. the appointment of other committees of the Board of Directors or the members thereof;

3.19.7. the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

3.19.8. the approval of any transaction within the provisions of California Corporations Code Section 5233, except as provided in California Corporations Code Section 5233(d)(3).

For committees that are authorized to exercise the authority of the Board of Directors in whole or in part (and not merely to make recommendations), such committees must be composed of two or more directors, a majority of which are Class A directors, and less than half of which are Restricted Persons.

Any committee may from time to time provide by resolution for regular meetings at specified times and places. If the date of such a meeting falls on a legal holiday, then the meeting shall be held at the same time on the next succeeding full business day. No notice of such a meeting need be given. Such regular meetings need not be held if the committee shall so determine at any time before or after the time when such meeting would otherwise have taken place. Special meetings may be called at any time in the same manner and by the same persons as stated in Sections 3.11 and 3.12 of these bylaws for meetings of the Board of Directors. The provisions of Sections 3.10, 3.13, 3.14, 3.15, 3.16 and 3.17 of these bylaws shall apply to committees, committee members and committee meetings as if the words "committee" and "committee member" were

substituted for the word “Board of Directors”, and “director”, respectively, throughout such sections.

Section 3.20. Interested Persons. At no time shall more than forty-nine percent (49%) of the directors of the Corporation be “interested persons” as defined in Section 5227 of the California Corporations Code. As presently in effect, Section 5227 of the California Corporations Code defines an “interested person” as:

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

3.20.2. 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.

Article IV. OFFICERS

Section 4.1. Officers. The Corporation shall have a President, a Secretary, a Treasurer and such other officers with such titles and duties as the Board of Directors may determine. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair. An officer may, but need not be, a Director. Restricted Persons may not hold the position of President or Treasurer or other officer positions that would allow them, by aggregating their votes or positions of authority, to make or veto decisions significantly affecting the investments, expenditures, or operations of the Corporation.

Section 4.2. Appointment. All officers shall be chosen and appointed by the Board of Directors; provided, however, that the Board of Directors may empower the chief executive officer of the Corporation to appoint such officers, other than President, Secretary or Treasurer, as the activities of the Corporation may require. All officers shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment.

Section 4.3. Inability to Act. In the case of absence or inability to act of any officer of the Corporation or of any person authorized by these bylaws to act in such officer’s place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select, for such period of time as the Board of Directors deems necessary.

Section 4.4. Resignations. Any officer may resign at any time upon written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the Chair, the President, the Secretary or the Board of Directors, unless a different time is specified in the notice

for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

Section 4.5. Removal. Any officer may be removed from office at any time, with or without cause, but subject to the rights, if any, of such officer under any contract of employment, by the Board of Directors or by any committee to whom such power of removal has been duly delegated, or, with regard to any officer who has been appointed by the chief executive officer pursuant to Section 4.2 hereinabove, by the chief executive officer or any other officer upon whom such power of removal may be conferred by the Board of Directors.

Section 4.6. Vacancies. A vacancy occurring in any office for any reason may be filled by the Board of Directors, in the manner prescribed by this Article of the bylaws for initial appointment to such office.

Section 4.7. President. The President shall be the general manager and chief executive officer of the Corporation and shall have general supervision and control over the activities and affairs of the Corporation, subject to the control of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation. The President shall have all the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or these bylaws. The President shall have discretion to prescribe the duties of other officers and employees of the Corporation in a manner not inconsistent with the provisions of these bylaws and the directions of the Board of Directors.

Section 4.8. Secretary. The Secretary shall:

4.8.1. Keep, or cause to be kept, minutes of all meetings of the Board of Directors and committees of the Board of Directors, if any. Such minutes shall be kept in written form.

4.8.2. Keep, or cause to be kept, at the principal office of the Corporation, or if the principal office is not in California, at its principal office in California, an original or copy of the Articles of Incorporation and these bylaws, as amended.

4.8.3. Give, or cause to be given, notice of all meetings of directors and committees of the Board of Directors, as required by law or by these bylaws.

4.8.4. Keep the seal of the Corporation, if any, in safe custody.

4.8.5. Exercise such powers and perform such duties as are usually vested in the office of secretary of a corporation, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these bylaws.

If any assistant secretaries are appointed, the assistant secretary, or one of the assistant secretaries in the order of their rank, as fixed by the Board of Directors or, if they are not so ranked, the assistant secretary designated by the Board of Directors, in the absence or disability of the Secretary or in the event of such officer's refusal to act or if a vacancy exists in the office of Secretary, shall perform the duties and exercise the powers of the Secretary and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

Section 4.9. Treasurer. The Treasurer shall:

4.9.1. Be responsible for all functions and duties of the treasurer of the Corporation.

4.9.2. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the Corporation.

4.9.3. Receive or be responsible for receipt of all monies due and payable to the Corporation from any source whatsoever; have charge and custody of, and be responsible for, all monies and other valuables of the Corporation and be responsible for deposit of all such monies in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.

4.9.4. Disburse or be responsible for the disbursement of the funds of the Corporation as may be ordered by the Board of Directors or a duly appointed and authorized committee of the Board of Directors.

4.9.5. Render to the chief executive officer and the Board of Directors a statement of the financial condition of the Corporation if called upon to do so.

4.9.6. Exercise such powers and perform such duties as are usually vested in the office of chief financial officer of a corporation, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

Notwithstanding anything herein to the contrary, this Section 4.9 shall not impose on the Treasurer any duty to review, oversee, or otherwise manage the financial or other affairs of any subsidiary or affiliate of the Corporation or the performance of the treasurer of such subsidiary or affiliate. In fulfilling the duties set forth in this Section 4.9, the Treasurer shall be entitled to rely without further inquiry on information provided by the officers and Board of Directors of such subsidiaries and affiliates.

If any assistant financial officer is appointed, the assistant financial officer, or one of the assistant financial officers, if there are more than one, in the order of their rank as fixed by the Board of Directors or, if they are not so ranked, the assistant financial officer designated by the Board of Directors, shall, in the absence or disability of the Treasurer or in the event of such officer's refusal to act, perform the duties and exercise the powers of the Treasurer, and shall have such powers and discharge such duties as may be assigned from time to time pursuant to these bylaws or by the Board of Directors.

Section 4.10. Compensation. The compensation of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that such officer is also a director of the Corporation.

Article V. CONTRACTS, LOANS, BANK ACCOUNTS, CHECKS AND DRAFTS

Section 5.1. Execution of Contracts and Other Instruments. Except as these bylaws may otherwise provide, the Board of Directors or its duly appointed and authorized committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized or otherwise expressly provided in these bylaws, 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 in any amount.

Section 5.2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or its duly appointed and authorized committee. When so authorized by the Board of Directors or such committee, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, Foundation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation and, when authorized as aforesaid, may mortgage, pledge, hypothecate or transfer any and all stocks, securities and other property, real or personal, at any time held by the Corporation, and to that end endorse, assign and deliver the same as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation. Such authorization may be general or confined to specific instances. Except as provided by Section 5236 of the Nonprofit Public Benefit Corporation Law, this Foundation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

Section 5.3. Bank Accounts. The Board of Directors or its duly appointed and authorized committee from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the

Board of Directors, its duly appointed and authorized committee or by any officer or officers, agent or agents, of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors or its duly appointed and authorized committee may make such rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these bylaws, as are deemed advisable.

Section 5.4. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation, and in such manner, as shall be determined from time to time by resolution of the Board of Directors or its duly appointed and authorized committee. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made, without counter-signature, by the President or any vice president or the Treasurer or any assistant financial officer or by any other officer or agent of the Corporation to whom the Board of Directors or its duly appointed and authorized committee, by resolution, shall have delegated such power or by hand-stamped impression in the name of the Corporation.

Article VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 6.1. Indemnification by the Corporation.

6.1.1. For the purposes of this Article VI, “agent” means any person who is or was an employee or other agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was an 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 Paragraphs (b), (c) and (d) of this Section 6.1.

6.1.2. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the Corporation as a director or officer of another foreign or domestic corporation, partnership, joint venture; trust or other enterprise or was a director or officer 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 of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

6.1.3. The Corporation may, in its discretion, upon the affirmative vote of a majority of the Board of Directors, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding 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.

6.1.4. In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors that the director, officer or agent has met the standards of conduct prescribed by law, such body shall meet and shall reach a determination on the issue within a reasonable period of time after request for such body to meet is received by the Corporation from the director, officer or agent.

Section 6.2. Advancing Expenses.

6.2.1. The Corporation shall advance to each director and officer the expenses incurred in defending any proceeding referred to in Section 6.1 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall be determined ultimately that such director or officer is entitled to be indemnified as authorized in Section 6.1.

6.2.2. The Corporation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 6.1 of these Bylaws 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 Section 6.1.

Section 6.3. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any director, officer or agent of the Corporation against any liability asserted against or incurred by such director, officer or agent in such capacity or arising out of such director's, officer's or agent's status as such whether or not the Corporation would have the power to indemnify such director, officer or agent against such liability under the provisions of this Article VI; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any director, officer or agent of the Corporation for a violation of Section 5233 of the California Corporations Code (relating to self-dealing transactions).

Section 6.4. Other Rights to Indemnification. The provisions of this Article VI are in addition to and not in limitation of any other rights to indemnification to which the agent might be entitled.

Article VII. FISCAL YEAR AND FINANCIAL MATTERS

Section 7.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December, and may be changed, by resolution of the Board of Directors.

Section 7.2. Annual Audit. The Board of Directors shall cause an annual audit by independent accountants to be prepared and sent to the Directors not later than one hundred eighty (180) days after the close of the Corporation's fiscal year unless such requirement is waived by a majority vote of the Directors then in office.

Article VIII. MISCELLANEOUS

Section 8.1. Directors' Inspection Rights. Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind of the Corporation and any of its subsidiaries and to inspect the physical properties of the Corporation and any of its subsidiaries. Such inspection may be made by the director in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 8.2. Amendments to Bylaws and Articles of Incorporation. Except as otherwise provided by law, these bylaws may be amended or repealed and new bylaws may be adopted by the Board of Directors, *provided that* any changes to Sections 3.4 through 3.8, 3.15, 3.19, or 8.2 of these Bylaws must be approved by a majority of the directors then in office.

Section 8.3. Time Notice Given or Sent. Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Corporations Code.

Section 8.4. Construction and Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these bylaws. Without limiting the foregoing, "shall" is mandatory and "may" is permissive.