

Notice and Agenda

INITIAL MEETING

CLEAN WATER WORKS EDUCATION FOUNDATION

To be held at the OFFICE OF THE DISTRICT
1955 Workman Mill Road, Whittier, California

THE FOUNDATION MAY TAKE ACTION ON ANY AGENDA ITEM LISTED BELOW

WEDNESDAY	February 14, 2024	At 2:15 P.M.
Governing Body	Director	Alternate
DISTRICT NO. 2	WARNER	-----
DISTRICT NO. 8	DAVIS-HOLMES	-----
LOS ANGELES COUNTY SANITATION DISTRICTS CHIEF ENGINEER AND GENERAL MANAGER	FERRANTE	-----

1. Roll Call
2. Public Comment
3. Changes to Agenda
Summary: This is the time for the Board of Directors to reorder the agenda, add or delete items, or make changes to the agenda.
4. Re: Clean Water Works Education Foundation
 - (a) Approve *Resolution of Formation and First Actions of the Members of the Board of Directors of Clean Water Works Education Foundation*, Articles of Incorporation, Bylaws and Conflict of Interest Policy
 - (b) Elect Officers
 - (c) Establish Meeting Schedule
Summary: The Board will consider and take formal action on the resolution, Articles of Incorporation, Bylaws, and Conflict of Interest Policy per the attached letter. The Board will also elect President, Treasurer, and Secretary. The meeting schedule will also be established.

Adjourn

Public Comment: Members of the public may address the Board of Directors on any item shown on the agenda or matter under the Board’s authority. A “Request to Address Board of Directors” form is available. In compliance with the Americans with Disabilities Act, if you require special assistance to participate in this meeting, please contact the Secretary to the Boards’ Office (562) 908-4288, extension 1100. Notification of 48 hours prior to the meeting will enable staff to make reasonable arrangements to ensure accessibility to this meeting. (28CFR 35.101 et seq. ADA Title II).

Document Requests: Links to supporting documents are available online at the time of posting. Agendas and supporting documents or other writings that will be distributed to Board members in connection with matters subject to discussion or consideration at this meeting that are not exempt from disclosure under the Public Records Act are available for inspection following the posting of this agenda at the office of the Secretary to the Board of Directors located at the Districts’ Joint Administration Building, 1955 Workman Mill Road, Whittier, California, 90601, or at the time of the meeting at the address posted on this agenda.



**LOS ANGELES COUNTY
SANITATION DISTRICTS**
Converting Waste Into Resources

Robert C. Ferrante

Chief Engineer and General Manager

1955 Workman Mill Road, Whittier, CA 90601-1400
Mailing Address: P.O. Box 4998, Whittier, CA 90607-4998
(562) 699-7411 • www.lacsd.org

February 8, 2024

Boards of Directors
Clean Water Works Education Foundation

Directors:

Approval of Items to Start the Formation Process of the Non-Profit Foundation

The February 14, 2024, meeting of the Boards of Directors (Board) of the Clean Water Works Education Foundation (Foundation) will be the first meeting of the Foundation. We are excited to start the process of forming the Foundation, which will further the mission of the Districts by providing educational opportunities to the local community regarding clean water, wastewater and sanitation in Los Angeles County, as well as the importance of these issues to public health, the environment and long-term regional sustainability.

At this initial meeting, the Board will be asked to consider approval of the attached Resolution of Incorporation, which includes Articles of Incorporation, Bylaws and Conflict of Interest Policy, which are all necessary parts of the federal and state filings required to form the Foundation as a California non-profit public benefit corporation, tax-exempt under Section 501(c)(3) of the Internal Revenue Code. The Board will initially be comprised of three members, and at the first meeting, we will need to elect a President, Secretary and Treasurer.

Very truly yours,


Robert C. Ferrante

**RESOLUTION OF FORMATION AND FIRST ACTIONS
OF
THE MEMBERS OF THE BOARD OF DIRECTORS
OF
CLEAN WATER WORKS EDUCATION FOUNDATION**

**PURSUANT TO SECTION 5211 OF THE
CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION LAW**

February 14, 2024

The undersigned, being all the members of the board of directors (the “**Board**”) of Clean Water Works Education Foundation, a nonprofit public benefit corporation duly formed under the Nonprofit Public Benefit Corporation Law of the State of California (the “**Corporation**”), do hereby consent and agree, that when the undersigned have executed this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board, duly called for the purpose of acting upon proposals to adopt such resolutions. The undersigned hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

Articles of Incorporation:

RESOLVED, that the Articles of Incorporation of the Corporation filed with the Secretary of the State of California (the “**Articles of Incorporation**”), annexed hereto as Exhibit A and incorporated herein, are ratified, authorized, approved, and confirmed, and that a certified copy of such Articles of Incorporation shall be placed in the Corporation’s Minute Book (as defined below); and be it further

Bylaws:

RESOLVED, that the Bylaws of the Corporation (the “**Bylaws**”), annexed hereto as Exhibit B and incorporated herein, are ratified, authorized, approved, and confirmed, and that a certified copy of such Bylaws shall be placed in the Corporation’s Minute Book (as defined below); and be it further

Conflict of Interest Policy:

RESOLVED, that the Conflict of Interest Policy, annexed hereto as Exhibit C and incorporated herein, is ratified, authorized, approved and confirmed, and that a certified copy of the Conflict of Interest Policy shall be placed in the Corporation's Minute Book (as defined below); and be it further

Minute Book:

RESOLVED, that a corporate minute book shall be maintained and a copy of the actions of all proceedings of the Corporation shall be inserted therein (the “**Minute Book**”); and be it further

Number of Directors:

RESOLVED, that the authorized number of members of the Board shall initially be set at three, until such time as another authorized number is set in accordance with the Bylaws; and be it further

Election of Officers:

RESOLVED, that the following individuals be, and each one is, elected to the respective office of the Corporation set forth opposite such person’s name, to serve in such position until the first annual meeting of the Board and until the respective successors have been duly elected and qualified:

- [NAME] - President
- [NAME] - Treasurer
- [NAME] - Secretary

Principal Office:

RESOLVED, that the principal offices of the Corporation shall be located at 1955 Workman Mill Road, Whittier, California 90601-1400, until such time as changed by the Corporation; and be it further

Depositories of Funds:

RESOLVED, that the officers of the Corporation, individually or together (the “**Authorized Officers**”) be, and each one hereby is, authorized to designate one or more banks to serve as depositories of the Corporation; and be it further

RESOLVED, that in connection with designation of depositories, the Board hereby adopts the form of any authorizing resolutions required by such banks to establish accounts, authorizes the Authorized Officers of the Corporation to execute and deliver such authorizing resolutions for, in the name and on behalf of the Corporation, and orders that copies of such authorizing resolutions be inserted in the Minute Book of the Corporation; and be it further

Authorization to do Business:

RESOLVED, that, for the purpose of authorizing the Corporation to conduct business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to conduct business, the Authorized Officers of the Corporation be, and each one hereby is, authorized to appoint and substitute all necessary agents or attorneys for service of process, designate and change the location of all necessary statutory offices and, under or without use of the Corporate Seal, make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of each such state, territory, dependency or foreign country to authorize the Corporation to conduct business therein, and, whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, revoke any appointment of agent or attorney for service of process and file such certificates, reports, revocations of appointment or surrenders of authority as may be necessary to terminate the authority of the Corporation to conduct business in any such state, territory, dependency or foreign country; and be it further

Fiscal Year:

RESOLVED, that the fiscal year of the Corporation shall end on the 31st day of the month of December each year; and be it further

Application for Tax Exemption:

RESOLVED, that the Corporation is authorized and empowered to do all things necessary to obtain federal and state tax exemptions as necessary for it to conduct its business; and be it further

General:

RESOLVED, that the Authorized Officers be, and each one hereby of them is, in accordance with the foregoing resolutions, authorized, empowered and directed to take all such further action and to negotiate, execute, deliver and perform any and all agreements, notes, certificates, documents and other instruments deemed necessary or appropriate by the Authorized Officers, to pay all such costs and expenses, to take any and all such further action, in the name of and on behalf of the Corporation, which any of the Authorized Officers determines shall be necessary, proper, appropriate or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions, such authorization to be conclusively evidenced by the signature of one of the Authorized Officers thereon, and to take or cause to be taken any and all lawful action necessary or desirable to carry out the purposes of the foregoing resolutions, and all such lawful actions, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions, are hereby ratified, approved, authorized and confirmed in all respects; and be it further

RESOLVED, that all prior lawful actions taken by the Authorized Officers or any other person(s), each of them acting singly or together, for and on behalf of the Corporation in respect of the actions and transactions contemplated by any and all of the foregoing resolutions be, and hereby are, ratified, approved, authorized and confirmed in all respects, and that the authority given hereunder shall be deemed retroactive and any and all acts hereunder performed prior to the passage of these resolutions are hereby severally ratified, adopted, approved, authorized and confirmed in all respects as acts in the name of the Corporation; and be it further

RESOLVED, that this unanimous written consent may be executed by facsimile, electronic signature (including PDF) or otherwise, in one or more counterparts, each of which shall be deemed an original, but which shall together constitute one and the same document; and be it further

RESOLVED, that this unanimous written consent shall be filed in the Minute Book.

[Signatures on Following Page]

IN WITNESS WHEREOF, the undersigned have duly executed this unanimous written consent as of the date first set forth above.

BOARD:

Robert Ferrante

Cathy Warner

Lula Davis-Holmes

Exhibit A

Articles of Incorporation

**ARTICLES OF INCORPORATION
OF
CLEAN WATER WORKS EDUCATION FOUNDATION**

These Articles of Incorporation of a Nonprofit Public Benefit Corporation are submitted for filing for the purpose of creating and incorporating a public benefit corporation pursuant to the applicable provisions of the Nonprofit Public Benefit Corporation Law of the State of California.

**ARTICLE I
CORPORATE NAME**

The name of the nonprofit is Clean Water Works Education Foundation (the "**Corporation**").

**ARTICLE II
PURPOSE**

This 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 charitable purposes. The specific purposes of this Corporation are to provide educational opportunities to the local community regarding wastewater, clean water and sanitation in Los Angeles County and its importance to public health and the environment as well as to the region's sustainability.

**ARTICLE III
BUSINESS ADDRESSES**

The initial street and mailing address of the Corporation is 1955 Workman Road, Whittier, CA 90601.

**ARTICLE IV
SERVICE OF PROCESS**

The name and street address of the Corporation's initial agent for service of process is Robert Ferrante, 1955 Workman Mill Road, Whittier, CA 90601.

**ARTICLE V
MEMBERS**

The Corporation shall not have members.

**ARTICLE VI
ADDITIONAL STATEMENTS**

The following language relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the Corporation's purposes or powers set forth in Article II hereof:

(a) This Corporation is organized and operated exclusively for the purposes set forth in Article II hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(c) The property of this Corporation is irrevocably dedicated to the purposes in Article II hereof which are charitable and educational purposes meeting the requirements of Revenue and Taxation Code section 214, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

(d) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or

(ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VII
DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, and/or religious purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or under California Revenue and Taxation Code Section 23701d, or to County Sanitation District No. 2 of Los Angeles County, a governmental entity.

**ARTICLE VIII
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IX
INITIAL DIRECTORS**

The initial directors elected as a member of the Board of Directors of the Corporation, to serve until the next annual meeting of the Corporation or until their earlier death, resignation, or removal, or otherwise until their successor is duly elected and qualified in accordance with the Corporation's bylaws are:

Robert Ferrante

Cathy Warner

Lula Davis-Holmes

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the directors have signed these Articles of Incorporation as of this 14th day of February, 2024.

Robert Ferrante, Director

Cathy Warner, Director

Lula Davis-Holmes, Director

Acknowledgment

The undersigned declare that they are the persons who have executed these Articles of Incorporation and declare that this instrument is their act and deed.

Robert Ferrante, Director

Cathy Warner, Director

Lula Davis-Holmes, Director

Exhibit B

Bylaws

**BYLAWS
OF
CLEAN WATER WORKS EDUCATION FOUNDATION**

ARTICLE I: NAME AND PURPOSE

Section 1.1. Name. The name of the organization shall be Clean Water Works Education Foundation hereafter referred to as the "Foundation".

Section 1.2. Purpose. The purpose of the Foundation shall be to provide educational opportunities to the local community regarding wastewater, clean water and sanitation in Los Angeles County and its importance to public health and the environment as well as to the region's sustainability. The Foundation shall operate as a non-profit organization, with all proceeds and assets being used to support the educational goals of the organization. The Foundation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including, but not limited to, promoting the treatment of water and wastewater, clean water issues, use of recycled water and resource recovery.

Section 1.3. Office. The principal office of the Foundation shall be initially located at 1955 Workman Mill Road, Whittier CA 90601. The Board of Directors is granted full power and authority to change said principal office from one location to another.

ARTICLE II STATUTORY MEMBERS

Section 2.1 Statutory Members. The Foundation shall have no statutory members. Statutory members may be added in the future and would require an amendment to these bylaws.

Section 2.2 Associated Persons. Nothing in this Article II shall be construed as limiting the right of the Foundation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Nonprofit Corporation Law of the State of California, as amended (the "Nonprofit Corporation Law"). The Foundation may confer by amendment of the Articles of Incorporation ("Articles") or these bylaws some or all of the rights of a member, as set forth in the Nonprofit Corporation Law, upon any person or persons; provided, however, that no such person or persons shall be a member within the meaning of said section 5056 unless such person(s) is given the right, pursuant to a specific provision of the Articles and/or bylaws, to vote for the election of a Director or Directors, to vote on a disposition of all or substantially all of the assets of the Foundation, to vote on a merger or dissolution of the Foundation, and/or to vote on changes to the Articles and/or bylaws.

Section 2.3 Actions by Members. Any action which would otherwise require a vote of members shall require only a vote of the Directors, and no meeting of members shall be required, any provision of the Articles or bylaws to the contrary notwithstanding. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1. Powers. Subject to any limitations stated in the Articles, these bylaws, and the Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Foundation shall be managed by, the Board of Directors. The Board of Directors shall have full power and authority over the management and affairs of the Foundation, including, but not limited to, the power to adopt policies, approve the budget, and hire staff. The individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no power as such.

Section 3.2. Composition. The Board of Directors shall consist of no less than three (3) nor more than fifteen (15), provided that the minimum or maximum number, or both, may be increased or decreased from time to time by resolution of the Board of Directors, but such action by the Board of Directors shall require a vote of a majority of the entire Board of Directors, and no decrease shall shorten the term of any director then in office. The exact number of authorized Directors shall be fixed, within the limits set forth in this Section, by resolution of the Board of Directors. Any natural person over the age of 18 years old may be a member of the board of directors. At a minimum, one board seat shall be held by the Chairperson of the board of directors of County Sanitation District No. 2 of Los Angeles County ("District 2"), which board seat shall be ex officio, one board seat shall be held by the Chief Engineer and General Manager of District 2, or his or her designee, which board seat shall be ex officio, and one board seat shall be held by a member of the board of directors of any sanitation district that is part of the County Sanitation Districts of Los Angeles whom is also a member of the Personnel Committee of such Sanitation Districts.

Section 3.3. Terms; Election; Removal; and Resignation. Directors shall serve a term of three (3) years, or until their successors are elected and qualified. A person shall be nominated to the Board of Directors by a Director and elected by a majority of the Board at the annual meeting. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board of Directors by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve until the end of the term of the vacant position and until such director's successor is elected and qualified. Any Director may be removed at any time by a majority of the entire Board of Directors at a regular or special meeting called for that purpose. Any Director may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Foundation, except if such resignation would leave the Foundation without a duly elected Director. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 3.4. Meetings. The Board of Directors shall an annual meeting at a time and place determined by the Board of Directors, at which meeting the Board of Directors shall elect Directors, appoint officers, and transact any other business as shall come before the meeting. Regular meetings of the Board of Directors shall be held at such times and places as may be fixed by resolution by the Board of Directors or as specified in the notice of the meeting. Special meetings of the Board of Directors may be held at any time upon the call of any Officer or any two (2) Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof. Notice shall be given for each meeting, which shall state the time and place where the meeting is to be held, and any other information required by these bylaws or by applicable law.

Section 3.5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Any act approved by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors, unless the Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors leaving less than a quorum, if any action is approved by at least a majority of the Directors who constitute the required quorum for the meeting, or such greater number as required by the Nonprofit Corporation Law, the Articles of Incorporation, or these bylaws.

Section 3.6. Compensation. Directors shall not receive any compensation for their services, but may be reimbursed for reasonable expenses incurred on behalf of the Foundation.

ARTICLE IV: OFFICERS

Section 4.1. Officers. The officers of the Foundation shall be a President, a Secretary, a Treasurer, and such officers as the Board of Directors may determine. One person may hold, and perform the duties of, more than one office, except that the same person may not concurrently hold the offices of President and Secretary or Treasurer.

Section 4.2. Election. The officers shall be elected by the Board of Directors at the first meeting of the Board following the annual meeting of the Foundation. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by a vote of a majority of the Directors present at a duly held meeting at which a quorum is present, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time by giving 14 days written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors. The acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Foundation under any contract to which the officer is a party. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board of Directors at the next regular or special meeting of the Board of Directors.

Section 4.3. Terms. Officers shall serve a term of one (1) year, or until their successors are elected and qualified.

Section 4.4. Duties.

- a) President: The President shall preside at all meetings of the Foundation and of the Board of Directors, shall have the general powers and duties of supervision and management of the Foundation, and shall perform such other duties as may be prescribed by the Board.
- b) Secretary: The Secretary shall keep the minutes of all meetings of the Foundation and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board.
- c) Treasurer: The Treasurer shall have custody of all funds and securities of the Foundation, shall keep accurate books of account, and shall perform such other duties as may be prescribed by the Board.

ARTICLE V: COMMITTEES

Section 5.1. Committees. The Board of Directors may create such committees as it deems necessary to carry out the work of the Foundation.

Section 5.2. Committee Chairs. Each committee shall have a chairperson who shall be appointed by the President with the approval of the Board of Directors.

Section 5.3. Committee Reports. Each committee shall report to the Board of Directors at least once per year.

Section 5.4 Audit Committee. If required by Section 6.3 or by applicable law, the Foundation shall appoint an Audit Committee, whether standing or appointed by the Board of Directors from time to time, and shall not include paid or unpaid staff or employees of the Foundation, including, if staff members or employees, the President, or the Treasurer. If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the Board of Directors, the Audit Committee shall:

- a) Make recommendations to the Board of Directors on the retention and termination of the CPA;
- b) Negotiate the CPA's compensation, on behalf of the Board of Directors;
- c) Confer with the CPA to satisfy the Audit Committee members that the financial affairs of the Corporation are in order;

- d) Review and determine whether to accept the audit; and
- e) Approve non-audit services by the CPA and ensure such services conform to the standards for auditor independence set forth in the United States Comptroller General's Yellow Book or as prescribed by the Attorney General.

ARTICLE VI: BOOKS AND REPORTS

Section 6.1 Books and Records. The Foundation shall keep or cause to be kept adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

Section 6.2 Annual Reports. The Annual Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Foundation that such statements were prepared without audit from the books and records of the Foundation. Except as otherwise provided below in these bylaws, the Board of Directors shall cause an annual report (the "Annual Report") to be sent to the Directors not later than one hundred twenty days after the close of the Foundation's fiscal year, which fiscal year shall be the calendar year unless otherwise provide by the Board of Directors. The Annual Report shall state in appropriate detail the following:

- a) The assets and liabilities, including the trust funds, of the Corporation as of
- b) the end of the fiscal year;
- c) The principal changes in assets and liabilities, including trust funds, during
- d) the fiscal year;
- e) The revenue or receipts of the Foundation, both unrestricted and restricted to
- f) particular purposes, during the fiscal year;
- g) The expenses or disbursements of the Foundation, for both general and
- h) restricted purposes, during the fiscal year; and
- i) Any information required by Section 6322 of the Nonprofit Corporation Law.

Section 6.3 Nonprofit Integrity Act. In any fiscal year in which the Foundation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the Board of Directors shall:

- a) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public account (the "CPA") in conformity with generally accepted auditing standards;
- b) Make the audit available to the Attorney General and to the public within nine (9) months after the close of the fiscal year to which the statements relate;
- c) Make the audited financial statements available to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and
- d) Appoint an Audit Committee.

ARTICLE VII GRANTS- CONTRACTS- LOANS

Section 7.1 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Foundation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions, or assistance.

Section 7.2 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent, in the name and on behalf of the Foundation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances or otherwise limited. In the absence

of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Foundation.

Section 7.3 Loans. The President or any other officer, employee, or agent authorized by these bylaws or by the Board of Directors may effect loans and advances at any time for the Foundation from any bank, -trust company, or other institution or from any firm, corporation, or individual and for such loans and advances may make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Foundation, and when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Foundation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

Section 7.4 Checks, Drafts, Etc. All checks, drafts, and other orders for the payment of money out of the funds of the Foundation and all notes or other evidences of indebtedness of the Foundation shall be signed on behalf of the Foundation in such manner as shall from time to time be- determined by resolution of the Board of Directors.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 8.1 Indemnification. The Directors and officers shall be indemnified and held harmless to the extent and in the manner permitted in California Nonprofit Corporation Law.

Section 8.2 Insurance. The Foundation shall have power to purchase and maintain insurance on behalf of any agent of the Foundation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Foundation would have the power to indemnify the agent against such liability under the provisions of this section; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any agent of the Foundation for a violation of Section 5233 of the Nonprofit Corporation Law (relating to self-dealing transactions).

ARTICLE IX: AMENDMENTS

Section 9.1. Amendments. These bylaws may be amended at any meeting of the Foundation by a two-thirds vote of the entire Board of Directors, provided that notice of the proposed amendment has been given to the members at least thirty (30) days prior to the meeting.

These bylaws were adopted by the Board of Directors on February 14, 2024.

Exhibit C

Conflict of Interest Policy

**CONFLICT OF INTEREST POLICY
OF
CLEAN WATER WORKS EDUCATION FOUNDATION**

**Article I
Purpose**

The purpose of the conflict of interest policy is to protect the interests of Clean Water Works Education Foundation, a California nonprofit public benefit corporation (the “**Organization**”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Article II
Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.