

Bylaws of
Western HVAC Performance Alliance Inc. (WHPA)
A California Nonprofit Public Benefit Corporation

(as of March 1, 2018)

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation is Western HVAC Performance Alliance Inc., a California nonprofit public benefit corporation (the "Corporation").

ARTICLE 2 OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

ARTICLE 3 PURPOSES

Section 3.1 Purposes

In addition to the purposes set forth in the Corporation's Articles of Incorporation, as may be amended, the purposes of the Corporation shall include without limitation, to serve as a credible, reliable, influential, and effective resource for a broad-based community of stakeholders who have joined forces to transform the Heating, Ventilation, Air Conditioning, and Refrigeration marketplace through its focus on energy efficiency, environmental quality, and sustainability goals and outcomes.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under the California Nonprofit Corporation Law (the "Law") for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in 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.

Section 4.2 Asset Distribution

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Directors, Officers, or any other member or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 4.3 Code Compliance

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any 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 of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DISSOLUTION

Section 5.1 Distribution of Assets Upon Dissolution

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation (except any assets held by the Corporation upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of the Corporation) of the Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Corporation is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which the Corporation was organized.

ARTICLE 6 MEMBERSHIPS

Section 6.1 Members

The Board of Directors may provide membership in the Corporation under such terms and conditions as may be determined from time-to-time by the Board of Directors, in addition to those established by these Bylaws without having to amend these Bylaws. The Board of Directors may establish several classes of membership, each of which may have different eligibility requirements, be charged different membership fees and have different membership agreements. Membership may be granted to any corporation or other entity that: (i) meets the criteria set forth for each category of membership in the Corporation; (ii) shares interest in and supports the purposes of the Corporation; (iii) abides by these Bylaws and such other policies, rules, and regulations as the Corporation may adopt; and (iv) meets such additional criteria for each category of membership in the Corporation as the Board of Directors may establish.

Section 6.2 Classes and Eligibility of Membership

The Corporation's membership shall be comprised of Full Members and Associate Members.

6.2.1 Full Members: Corporations or other entities actively engaged in the heating, ventilation, air conditioning, or refrigeration industries shall be eligible for Full membership in the Corporation. There shall be four (4) categories of Full Members as follows:

- Direct Supply Chain/Market Actor/End User
- Industry/Consumer Organizations
- Local/State/Federal Government Agencies
- Energy Providers/Program Administrators

6.2.2 Associate Members: Individuals retired from Full Member entities, members of the media and other parties with an interest in the purpose and goals of the Corporation shall be eligible for Associate membership.

Section 6.3 Annual Dues

The Board of Directors shall determine the membership dues structure for the Corporation and shall adopt a membership dues structure that sets annual amounts for each membership category. Annual dues will be adjusted from time-to-time by a majority vote of the entire Board of Directors.

Section 6.4 Membership Rights

6.4.1 All Full Member employees (including officers and owners) may serve on and participate in the Corporation's committees and task forces; serve in leadership roles on committees and task forces; hold office in the Corporation; and serve on the Corporation's Board of Directors.

6.4.2 Only Full Members in good standing shall have the right to vote on those items specified by the Board of Directors, excluding (i) amending the Articles of Incorporation, (ii) revising the Bylaws, and (iii) merging or dissolving the Corporation. Voting by proxy, mail or electronic means shall be permitted to the full extent allowed by the Law. Each Full Member shall have one (1) vote on any matter put to the voting members for a vote, which shall be exercised by (i) the principal officer or owner of such Full Member; or (ii) such individual as shall be appointed by the Full Member in writing. Full Members may be referred to herein as the Corporation's "voting members."

6.4.3 All Associate Member employees (including officers and owners) may attend the Corporation's meetings and conferences, and participate in the Corporation's committees and task forces. Associate Members (including their employees, owners and officers) cannot (i) serve in leadership roles on the Corporation's committees and task forces; or (ii) serve on the Board of Directors. Associate Members shall have no voting rights in the Corporation. Associate Members are not "members" of the Corporation as defined in section 5056 of the Law.

6.4.4 Membership is a privilege and not a property right. No Member will have an ownership or property right in the Corporation's funds, property or other assets.

ARTICLE 7 MEMBERSHIP MEETINGS

Section 7.1 Annual Meeting

An annual business meeting of the voting members of the Corporation shall be held at such time and place as shall be determined by the Board of Directors ("annual meeting").

Section 7.2 Special Meetings

Special meetings of the voting members of the Corporation for any lawful purpose may be called at the request of the Chair or a majority of the Board of Directors, or at the written request of 5% of the Corporation's voting members. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 7.3 Notice

(a) Notice of any meeting shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than ninety (90) and not less than ten (10) days prior to the date of such meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting, unless otherwise required by applicable law.

(b) Notice of any special meeting of the voting members must be given within 20

days after receipt of a request for such special meeting, and the special meeting must be held not less than 35 and not more than 90 days after receipt of such request.

- (c) Notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in that meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (ii) in the case of the regular meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members, but any proper matter may be presented at the meeting for such action.
- (d) The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had 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, provides a waiver of notice or consent to the holding of the meeting or an approval of the minutes thereof in writing. 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 to be included in the notice but not so included, if such objection is expressly made at the meeting.

Section 7.4 Quorum

One-third of the voting power, represented in person or by proxy, shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time for not more than 45 days without further notice.

Section 7.5 Manner of Acting

The act of a majority or more of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the Law, the Articles of Incorporation, or these Bylaws.

Section 7.6 Electronic Communications

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (i) if the Corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (ii) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request for consent to conduct a meeting of the members by electronic transmission by and to the Corporation shall include notice that, absent such consent, the meeting shall be held at a physical location.

Section 7.7 Mail & Proxy Voting

Voting by proxy, mail or electronic means on any matter before the voting members shall be permitted to the full extent allowed by the Law.

ARTICLE 8 DIRECTORS

Section 8.1 Purpose

The Corporation's affairs shall be managed by its Board of Directors, which shall have supervision, control, and direction of the Corporation, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, shall have discretion in the disbursement of its funds, and shall exercise all the powers conferred by the Law in order to accomplish the Corporation's purposes and mission. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. All powers not otherwise expressly assigned in these Bylaws shall be vested in the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, in accordance with the Law, 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.

Section 8.2 Composition and Qualifications

The Board will consist of not less than 11 or more than 17 directors of the Corporation ("Directors"), comprised of at least two representatives in good standing from each Full Membership category, with the exact number of Directors determined by the Board from time to time in accordance with the Corporation's policies and procedures. Only Full Members in good standing shall be eligible to serve on the Board. All Directors shall uphold these Bylaws and shall comply with the Law and all policies, procedures and rules of the Corporation.

Section 8.3 Terms; Election of Successors

8.3.1 Terms

At the first annual meeting, the Directors shall be divided into three (3) approximately equal groups and designated by the Board to serve one (1), two (2), or three (3) year terms. Thereafter, the term of office of each Director shall be three years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and the Law.

8.3.2 Election of Directors

The Nominating Committee, which shall be appointed by the Board of Directors, will nominate a slate of qualified candidates for election to the Board. The Board of Directors shall approve the slate and elect the candidates to serve on the Board of Directors. Voting by proxy, mail or electronic means shall be permitted to the full extent allowed by the Law.

Section 8.4 Vacancies

8.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

8.4.2 Removal

The Board may declare vacant the office of a Director who (i) has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 (commencing with Section 5230) of the Law; or (ii) fails to attend three (3) consecutive Board meetings during any calendar year. The Board, by a majority vote of the Directors who meet all of the required qualifications to be a Director, may declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office. The members, in accordance with Section 5222 of the Law, may remove any Director from office.

8.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of one or more specified Directors in accordance with these Bylaws and the Law.

8.4.4 Resignations

A Director may resign effective upon giving written notice to the Chair, the Secretary, or the Board, 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 to take office when the resignation becomes effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

8.4.5 Election to Fill Vacancies

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with the Law, or (iii) a sole remaining Director. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Section 8.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 8.6 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the Chair, the Secretary, or any two Directors.

Section 8.7 Notice of Meetings

8.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 8.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice;
- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (d) Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director’s address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a voice messaging system. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

8.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

8.7.3 Notice Contents

The notice shall state the time and place for the meeting, except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 8.5), the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 8.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

Section 8.9 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with one another concurrently. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

Section 8.10 Quorum and Action of the Board

8.10.1 Quorum

A majority of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 8.2, whichever is greater) shall constitute a quorum for the transaction of business; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice unless the meeting is adjourned for more than 24 hours, in which case notice of an 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.

8.10.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by the Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting, or a greater number required by the Law, the Articles of Incorporation, or the Bylaws.

Section 8.11 Waiver of Notice

Notice of a Board meeting need not be given to a Director who signs a waiver of notice either before or after the meeting. Meeting attendance by a Director will constitute a waiver of notice and a waiver of objections to the meeting time and place and the manner in which it was called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, an objection to transacting business because the meeting is not lawfully convened.

Section 8.12 Conduct of Meetings

Meetings of the Board shall be presided over by the Chair, or, if the Chair is absent, by the Vice Chair or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Section 8.13 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if a consent, setting forth the action taken, is approved by all members of the Board entitled to vote with respect to the subject matter thereof.

Section 8.14 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in accordance with Corporation policies and procedures.

In addition, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable, in accordance with Corporation policies and procedures and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 8.14 only, means:

- (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE 9 COMMITTEES

Section 9.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, create one or more Board Committees (“Committees”), including an Executive Committee, each of which shall consist of two or more Directors and shall not include persons who are not Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any self-dealing transaction as provided by the Law.

Section 9.2 Meetings and Action of Board Committees

Meetings and action of Board Committees shall be governed by, and held and taken in accordance with, the provisions of Article 8 concerning meetings of Directors, with such changes in the context of Article 8 as are necessary to substitute the Board Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Board Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Board Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 9.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, and a majority of Committee members present and voting at a meeting at which a quorum is present is necessary for Committee action, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee.

Section 9.4 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 9.5 Advisory Committees

The Board may create one or more advisory committees that do not exercise the authority of the Board to serve at the pleasure of the Board. The action establishing a committee shall set forth such committee's purpose, authority, and composition and the qualifications required for membership. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint advisory committee members, or may appoint an advisory committee chair, who may select such members, and the Board shall discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

Section 9.6 Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by the chairperson of such committee.

Section 9.7 Policies and Procedures

The Board of Directors shall develop and approve policies and procedures for the operation of all committees. All committees shall report to the Board of Directors, unless otherwise set forth in the resolution establishing such committee, and shall be subject to the ultimate authority of the Board of Directors.

ARTICLE 10 OFFICERS

Section 10.1 Officers

The officers of the Corporation ("Officers") shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board shall have the power to designate additional Officers with such duties, powers, titles and privileges as the Board may fix. Any number of offices may be held by the same person, except that no person serving as the Secretary or Treasurer may serve concurrently as the Chair.

Section 10.2 Election of Officers

The Officers shall be elected by the Board at the annual meeting of the Corporation from amongst the members of the Board for a term of two years, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. Officers may be elected for consecutive terms.

Section 10.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract, any Officer may be removed, with or without cause, by the Board.

Section 10.4 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 10.5 Vacancies in Offices

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 appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the Chair, such vacancy shall be filled temporarily by appointment by the Chair, and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

Section 10.6 Responsibilities of Officers

10.6.1 Chair

The chair of the Corporation (the "Chair") shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned by the Board or prescribed by these Bylaws.

10.6.2 Vice Chair

The Vice Chair shall, in general, perform all duties as may be prescribed by the Chair or the Board of Directors.

10.6.3 Secretary

The secretary of the Corporation (the "Secretary") shall assure the accuracy of meeting minutes and attendance records; submit meeting notices, prepare and distribute agendas, and distribute meeting minutes; and perform such other duties assigned by the Board. The duties of the Secretary may be assigned by the Board of Directors in whole or in part to the Corporation's Chief Executive Officer, or his or her designee(s).

10.6.4 Treasurer

The treasurer of the Corporation (the "Treasurer") shall assure the accuracy of financial records; work with the Chief Executive or his/her delegate to ensure timely financial reports are available to the Board; guide the Chief Executive Officer in preparing the annual budget; present the annual budget to the Board for approval; review the Corporation's annual audited financial statements with the auditor and the Board; help the Board establish funding requirements and policies to meet strategic objectives; and perform such other duties assigned by the Board. The duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the Corporation's Chief Executive Officer, or his or her designee(s).

Section 10.7 Chief Executive

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

Section 10.8 Compensation of Officers

10.8.1 Salaries Fixed by Board

The salaries of Officers, if any, shall be fixed from time to time by the Board or by the person or Committee to whom the Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 8.14. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

10.8.2 Fairness of Compensation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the chief executive officer, chair, vice chair, secretary, or treasurer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 11 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 11.1 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 12.1 Indemnification

The Corporation shall indemnify all past and present Officers, Directors, employees, committee members, and all other Corporation volunteers to the full extent permitted by the Law, and shall be entitled to purchase insurance for such indemnification of Officers and Directors to the full extent as determined by the Board of Directors.

ARTICLE 13 CORPORATE RECORDS, REPORTS AND SEAL

Section 13.1 Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 13.2 Books and Records of Account

The Corporation shall keep correct and adequate books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 13.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 13.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and annual information returns consistent with applicable law and shall make those returns available to the extent required by applicable law. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 13.5 Annual Report

The Board shall cause an annual report, accompanied by any report of independent accountants or the certificate of an authorized officer that such statements were prepared without audit from the books and records of the Corporation, to be sent to the Directors within 120 days after the close of the Corporation's fiscal year and presented at the annual meeting of members.

ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 14.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 14.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chair.

Section 14.3 Deposits

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

Section 14.4 Gifts

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

ARTICLE 15 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 16 AMENDMENTS

Section 16.1 Amendment by Directors

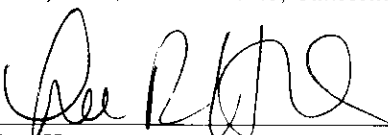
The Board may adopt, amend, restate or repeal these Bylaws (i) at any duly called meeting of the Board of Directors at which a quorum is present provided the notice of such meeting includes a copy of the proposed bylaw revisions with explanations therefor, unless such notice is waived in accordance with these Bylaws; or (ii) by unanimous written consent. Such power is subject to the following limitations:

- (a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by the Law, such provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of a Director beyond that for which such Director was elected.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Western HVAC Performance Alliance Inc., a California nonprofit public benefit corporation; that these Bylaws, consisting of **15** pages, are the Bylaws of this Corporation as adopted by the Board of Directors on **March 1, 2018** and that these Bylaws have not been amended or modified since that date.

Executed on **March 19, 2018**, in Sacramento, California.



Lea Haro
Secretary