

**AMENDED AND RESTATED**

**BYLAWS OF**

**GREENPEACE, INC.**

**a California Nonprofit Public  
Benefit Corporation**

**Effective as of March 9, 1990**

**[Restated January 2, 1995]**

**[Amended June 12, 2004]**

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**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**GREENPEACE, INC.**

**a California Nonprofit Public Benefit Corporation**

**(As amended on June 12, 2004)**

**ARTICLE I: OFFICES**

**Section 1.1 Principal Executive Office**

The principal executive office of the corporation shall be located at: 702 H Street, N.W., Washington D.C. 20001. The Board of Directors (the "Board") may change the location of this office. Any such change shall be noted on these Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

**Section 1.2 Other Offices**

Other offices may at any time be established at any place or places specified by the Board of Directors.

**ARTICLE II: MEMBERSHIP**

**Section 2.1 Selection of Voting Members**

(a) The Voting Members of this corporation (referred to in these Bylaws as the "members") shall consist of those individuals designated by the Board of Directors.

In order to qualify for designation as a member, an individual must have demonstrated his or her commitment to Greenpeace by any combination of:

- (1) Six years of involvement with Stichting Greenpeace Council (hereinafter "GPI") or other Greenpeace national or regional offices (hereinafter "NROs"), which must include substantial work in collaboration with Greenpeace, Inc. or Greenpeace Fund, Inc.;
- (2) Six years of involvement in a leadership position in the environmental movement in the United States as an ally of Greenpeace in one or more of its campaigns. Examples of such leadership positions in the environmental movement include, but are not limited

to, campaigners and directors of environmental organizations, influential writers and journalists, and grassroots leaders; or

- (3) Six years of work, at least half time, as staff or volunteer at Greenpeace, Inc. or Greenpeace Fund, Inc.

The “six years of work” or “six years of involvement” required above need not be consecutive. However, the most recent work or involvement must have occurred within two years of the time membership is first considered.

Members seeking re-appointment must demonstrate on-going work or involvement with Greenpeace. Specifically, they must also vote in Board elections, attend Annual General Meetings, either in person or by proxy, and participate in the governance, campaigns, actions, fundraising, or other aspects of Greenpeace in the United States.

Qualified first-time candidates will be given the same consideration as candidates for re-appointment.

(b) The Board of Directors, in its discretion, may designate as voting members of the corporation any individuals meeting the above criteria. Any individual not selected by the Board of Directors who believes that he or she meets the above criteria may petition the Board of Directors requesting that the Board reconsider its decision.

(c) Notwithstanding the foregoing, the Board of Directors may designate as a voting member an individual who does not meet the above criteria but who has made a significant contribution to the ideals, policies, or work of the corporation, or who demonstrates a commitment to the principles of the Greenpeace movement and possesses special skills or attributes which the Board believes would significantly advance the Greenpeace movement. The Board of Directors may not choose more than ten (10) individuals per year under this Section 2.1 (c).

(d) Notwithstanding the foregoing, an individual holding one or more of any of the following offices or positions automatically shall be a voting member for such time as such individual holds any such office or position: the Executive Director of the corporation; each member of the Board of Directors of the corporation; each member of the Board of Directors of Stichting Greenpeace Council; the Executive Director of Stichting Greenpeace Council; and the representative of the corporation appointed by the Board to the Stichting Greenpeace Council. An individual holding one or more of the offices or positions in this Section 2.1(d) may also be designated as a member under Section 2.1(b) or Section 2.1(c), but no individual may hold more than one membership at any one time.

(e) The total number of members shall be between 40 and 100. If the number of qualified applicants exceeds 100, the Board shall designate members according to the target percentages in 2.1.f. If, after removing from consideration those applicants that exceed the percentages, the total number of remaining applications still exceeds the maximum number of open memberships, the Board shall exclude applications from further consideration by date, starting with the last application received.

(f) In addition to the criteria set out above, the Board’s designation of members shall be subject to the following minimums and maximums:

- (1) No less than 15% and no more than 35% of the Voting Members may be current staff and volunteers of Greenpeace, Inc. and Greenpeace Fund.

- (2) No less than 15% and no more than 35% of the Voting Members may be former staff and volunteers and Greenpeace, Inc. and Greenpeace Fund.
- (3) No less than 15% and no more than 35% of the Voting Members may be leaders of environmental movement and allies of Greenpeace in the U.S.
- (4) No less than 15% and no more than 35% of the voting members may be individuals with six years of involvement with GPI and other Greenpeace NROs.

Ex-officio members will be considered in the category that best describes their involvement. Where prospective members fit more than one of the categories listed above, the Board shall have the discretion to choose which category is most applicable, except that current staff will always be considered in that category.

## **Section 2.2 Term of Voting Membership**

Except as provided above in Section 2.1(d), the term of all voting memberships shall be limited to three (3) years, commencing upon the date an individual is designated as a voting member by the Board. The termination of automatic voting membership provided under Section 2.1(d), does not affect the term of a voting membership for an individual who also is designated a voting member under Section 2.1(b) or Section 2.1(c).

## **Section 2.3 Rights of Voting Members**

A voting member shall have only those rights and privileges conferred expressly upon members by the Articles of Incorporation, these Bylaws, and the California Nonprofit Corporation Law. Subject to changes in any of the foregoing, the rights and privileges of a member under these Bylaws shall be:

- (a) The right to vote for member-elected directors of the corporation as provided in these Bylaws.
- (b) The right to vote on a disposition of all or substantially all of the assets of the corporation, on a merger of the corporation, and on a dissolution of the corporation, as provided in the California Nonprofit Corporation Law.
- (c) The right to approve amendments to the Articles of Incorporation of the corporation only to the extent expressly provided in these Bylaws and the California Nonprofit Corporation Law.
- (d) The right to adopt, amend, or repeal the bylaws of the corporation only to the extent expressly provided in these Bylaws and the California Nonprofit Corporation Law.
- (e) The right to inspect the books and records of the corporation including the Articles of Incorporation and these Bylaws as amended to date at all reasonable times during office hours at an office of the corporation in California as provided in Article XII of these Bylaws.
- (f) The right to receive an annual report of the corporation in accordance with the provisions of Article XI of these Bylaws.
- (g) The right to participate in the nomination of member elected directors of the corporation in accordance with Section 5.2 of these Bylaws.

## **Section 2.4 Nonvoting Members**

The corporation may have classes of nonvoting members as determined by the Board of Directors. The Board of Directors may establish the dues, fees, or other conditions for nonvoting membership in the corporation.

Nonvoting members shall not have any of the rights of members set forth in these Bylaws except as the Bylaws may be amended in the future to otherwise specifically provide.

## **Section 2.5 Termination of Memberships**

The membership of any member in the corporation shall terminate upon the occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The expiration of the term of membership, unless the membership is renewed.
- (c) The failure of the member to vote in an election of directors for two (2) consecutive years.
- (d) The failure of the member to actively participate in either the corporation, Greenpeace Fund Incorporated or Stichting Greenpeace Council for one (1) year. Voting in an election of directors alone shall not constitute active participation.
- (e) The failure to abide by the principles, policies, and decisions of the Greenpeace movement.

Termination of a membership shall not relieve the member from any obligation for charges incurred, services, or benefits actually received, dues, assessments, or fees for which the member is obligated to the corporation.

(f) In the case of paragraphs (a) or (b) above, membership shall terminate automatically upon the occurrence of such event. Before a membership is terminated in accordance with paragraph (c), (d), or (e) above, the following procedures shall be followed:

- (1) A notice shall be sent by prepaid first-class or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the action to be taken, the reasons for the action, and the date, time, and place of the hearing provided for in subparagraph (2) below. Such notice shall be sent at least fifteen (15) days before the proposed effective date of termination.
- (2) The member whose membership is being terminated shall be given an opportunity to be heard, either orally or in writing, as designated by the Board, at a hearing to be held not fewer than five (5) days before the effective date of the proposed termination. The hearing will be held by a special committee composed of two (2) Board members and one (1) voting member who is not a member of the Board, each appointed by the Chairperson of the Board.
- (3) Following the hearing, the committee shall decide, in its discretion, whether or not the membership should be terminated or the member suspended or sanctioned in some other way. The decision of the committee shall be final.

## **Section 2.6 Transfer of Memberships**

No member may transfer his or her membership or any membership right (other than the right to vote by means of a proxy authorized by these Bylaws). All rights of membership cease on the member's death.

# **ARTICLE III: MEETINGS OF MEMBERS**

## **Section 3.1 Place of Meetings**

Meetings of the membership shall be held at any place within or outside the State of California, designated by the Board of Directors. In the absence of any such designation, meetings of the members shall be held at the principal executive office of the corporation.

## **Section 3.2 Annual Meeting**

There shall be a regular meeting of the members in March of each year on a date selected by the Board of Directors, unless the Board of Directors fixes another date and so notifies the members as provided in Section 3.3. At the annual meeting, directors shall be elected as required by these Bylaws and any other business that is within the power of the members may be transacted. The requirements of this section shall be deemed to have been met if every action to be transacted at the annual meeting is conducted in accordance with Section 3.12.

## **Section 3.3 Notice of Annual Meeting**

Written notice of each annual meeting shall be given to each member entitled to vote, either personally, or by mail, or by other means of written communication, with charges prepaid, addressed to the member at the member's address appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. If any notice or report addressed to the member at the address of the member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the notices shall be available to the member upon written demand of the member at the principal executive office of the corporation for a period of one year from the date of the giving of the notice or report to all other members. If a member gives no address, notice shall be deemed to have been given to such member if sent by mail or other means of written communication addressed to the place where the principal executive office of the corporation is located, or if published at least once in a newspaper of general circulation in the county in which the principal executive office is located. Notice given via the electronic mail network GREENLINK III, or such other electronic mail network that replaces, supplements, or substitutes for GREENLINK III, which notice is addressed to a member's personal electronic mailbox, for which receipt by that electronic mailbox is acknowledged by the electronic mail network, shall be deemed to be due written notice given to such member as of the electronic acknowledgement of such notice. The corporation shall retain hard copies of all such notices sent via electronic mail, together with hard copies of all acknowledgements of receipt.

All such notices shall be given to each member entitled to the notice not less than ten (10) days (or, if sent by means other than first-class, registered, or certified mail, twenty (20) days) nor more than ninety (90) days before each annual meeting. Any such notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication. An

affidavit of giving of any such notice in accordance with the foregoing provisions, executed by the Secretary, Assistant Secretary or any transfer agent of the corporation, shall be prima facie evidence of the giving of the notice.

The notice of the meeting shall specify:

(a) the place, date, and hour of the meeting, or in the case of action by written ballot pursuant to Section 3.12 of these Bylaws, the date and time by which the Secretary must have received such written ballot;

(b) those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members;

(c) if directors are to be elected, the names of all those who are nominees at the time the notice is given;

(d) the general nature of a proposal, if any, to take action when approval of the members is required with respect to (i) removal of directors without cause; (ii) the filling of vacancies on the Board; (iii) amendment of the Articles of Incorporation; or (iv) voluntary dissolution of the corporation; and

(e) such other matters, if any, as may be expressly required by law.

### **Section 3.4 Special Meetings**

A special meeting of the members for any lawful purpose or purposes may be called at any time by the Chairperson of the Board or by the Board of Directors. In addition, a special meeting of the members only for those purposes that are within the rights of members, as provided in these Bylaws and the California Nonprofit Corporation Law, may be called by any member, after proper notice under Section 3.5 below, provided, that a written request, specifying the general nature of the business to be transacted, is signed by five percent (5%) or more of the members and delivered to the Chairperson of the Board, the Executive Director, or the Secretary of the corporation.

### **Section 3.5 Notice of Special Meetings**

Upon receipt of a request in writing that a special meeting of Executive Director, or Secretary by any person (other than the Board of Directors) entitled to call a special meeting of members, the officer forthwith shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board of Directors, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after the receipt of the request, the persons entitled to call the meeting may give the notice. Notice of any special meeting of members shall be given in the same manner as for annual meetings of members. In addition to the matters required by Section 3.3(a) and, if applicable, Section 3.3(c) of these Bylaws, notice of any special meeting shall specify the general nature of the business to be transacted, and the fact that no other business may be transacted at the meeting.

### **Section 3.6 Quorum**

The presence in person or by proxy of the persons entitled to vote a majority of the voting power at any meeting of members shall constitute a quorum for the transaction of business. Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the holders of a majority of the votes present in person or represented by proxy and entitled to vote, but in the absence of a quorum no other business may be transacted at such meeting, except that the members present or

represented by proxy at a duly called or held meeting, at which a quorum is present, may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

### **Section 3.7 Adjourned Meeting and Notice**

Except as provided below, when a members' meeting, either regular or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business that might have been transacted at the original meeting. However, no meeting may be adjourned for more than forty-five (45) days. If after adjournment a new record date is fixed for notice or voting, notice of the adjourned meeting shall be given to each member who on the record date for the adjourned meeting is entitled to vote at the adjourned meeting.

### **Section 3.8 Record Date**

(a) The Board of Directors may fix a time or times in the future as a record date or dates for the purpose of determining the members entitled to notice of any Meeting of members, to vote at such meeting, to cast written ballots with respect to corporate action, to receive any report, or to exercise rights in respect of any other lawful action. The record date so fixed with respect to those entitled to notice of a meeting shall be not more than sixty (60) days nor less than ten (10) days before the date of any such meeting, and the record date so fixed for purposes of voting at a meeting, casting written ballots, receiving reports, or for any other purpose shall not be more than sixty (60) days prior to the date of the meeting, the date the first written ballot is mailed or solicited, or the date of any other action, as the case may be. When a record date is so fixed, only members of record at the close of business on that date are entitled to notice of and to vote at any such meeting, to cast written ballots, to receive any report, or to exercise other rights, as the case may be, except as otherwise provided in the Articles of Incorporation, these Bylaws, or by law.

(b) If no record date is fixed by the Board of Directors:

- (1) The record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the date on which the meeting is held.
- (2) The record date for determining members entitled to vote at a meeting of members shall be the day of the meeting.
- (3) The record date for determining members entitled to cast written ballots with respect to corporate action shall be the day the first written ballot is mailed or solicited.
- (4) The record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to the matter, or the 60th day prior to the date of such other action, whichever is later.

(c) A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to an adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting; except that if the Board did not fix a record date for determining members entitled to

vote at the initial meeting, the record date with respect to voting at the adjourned meeting shall be the day of the adjourned meeting.

### **Section 3.9 Voting**

(a) Except as may be otherwise provided in the Articles of Incorporation or these Bylaws, each member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the members.

(b) Voting at a meeting of the members may be by voice vote or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at any election before the voting begins.

(c) If a quorum is present, the affirmative vote of the majority of the voting power represented and voting at the meeting (which affirmative vote also constitutes at least a majority of the required quorum) shall be the act of the members, except as set forth in the Articles of Incorporation, or these Bylaws, or required by the California Nonprofit Corporation Law. The term "voting power" for the purpose of these Bylaws shall mean the power to vote for the election of directors at any time any determination of voting power is made and does not include the right to vote upon the happening of some condition or event that has not yet occurred.

(d) In the event of a vote on a disposition of all or substantially all of the assets of the corporation, on a merger of the corporation, or on a dissolution of the corporation, only an affirmative vote of two-thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present, shall be an act of the members.

(e) In the event of a vote to approve an amendment to the Articles of Incorporation only an affirmative vote of two-thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present, shall be an act of the members.

(f) In the event of a vote to elect directors, the candidates receiving the highest number of votes are elected, subject to any lawful provision specifying election by classes.

### **Section 3.10 Proxies**

(a) Any member may authorize another person or persons to act by proxy with respect to such membership. "Proxy" means a written authorization dated and signed by a member or a member's attorney in fact giving another person or persons power to vote on behalf of such member. "Signed" for the purpose of this section means the placing of the member's name on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact. Any person holding a duly executed proxy must submit such proxy to the Secretary of the corporation prior to any vote pursuant to the proxy. Any proxy duly executed and submitted is not revoked and continues in full force and effect until (i) a written instrument revoking it is filed with the Secretary of the corporation prior to the vote pursuant to the proxy, (ii) a subsequent proxy executed by the person executing the prior proxy is presented to the Secretary, (iii) the person executing the proxy attends the meeting and votes in person, or (iv) written notice of the death or a judicial determination of incapacity of the maker of such proxy is received by the corporation before the vote pursuant to the proxy is counted; provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. The dates contained on the forms of proxy

presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed. No proxy may be irrevocable.

(b) In the event that the corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters, including any elections to office, intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited, and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance with such choice.

(c) In any election of directors, any form of proxy in which the candidates to be voted upon are named and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a candidate.

### **Section 3.11 Validation of Defectively Called or Noticed Meetings**

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, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by these Bylaws or by the California Nonprofit Corporation Law to be included in the notice if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need be specified in any written waiver of notice, consent to the holding of the meeting, or approval of the minutes of the meeting, unless otherwise provided in the Articles of Incorporation or these Bylaws, except the general nature of the proposals listed in Section 3.3(d) of these Bylaws must be specified, to the extent applicable, in any such waiver, consent, or approval.

### **Section 3.12 Approval by Written Ballot**

(a) Any action that may be taken at any meeting of members, whether regular or special, may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. In the event that directors are elected pursuant to this Section 3.12, written ballots shall be distributed and returned to the Secretary as set forth in Section 5.3.

(b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited and counted in a manner consistent with the requirements of the first paragraph of Section 3.3 and of Section 3.10(c). All such solicitations shall indicate the number of

responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. In the event that the corporation has one hundred (100) or more members, any ballot distributed to ten (10) or more members shall conform and be subject to the requirements for proxies set forth in Section 3.10(b).

(d) Written ballots may not be revoked.

(e) Directors may be elected by written ballot.

(f) The provisions of this section do not apply to a ballot distributed at a meeting of members.

### **Section 3.13 Action Without a Meeting**

Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

### **Section 3.14 Inspectors of Election**

(a) In advance of any meeting of members, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment of the meeting. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairperson of any such meeting may, and on the request of any member or the holder of a member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or holders of proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot pursuant to Section 3.12, the Board of Directors may similarly appoint inspectors of election to act with powers and duties as set forth in this Section.

(b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies; receive votes, ballots, or consents; hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes or consents; determine when the polls shall close; determine the result; and do such acts as may be proper to conduct the election or vote with fairness to all members.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated in the report or certificate.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section 4.1 Powers**

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to actions required to be approved by the members, the activities and affairs of the corporation shall be managed 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 day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, 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.

### **Section 4.2 Number of Directors**

The authorized number of directors of the corporation shall be an odd number that shall not be less than three (3) nor more than nine (9) until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section 4.2 duly adopted by the members. The exact number of directors shall be fixed from time to time, within the limits specified in the Articles of Incorporation or in this Section 4.2, by the Board of Directors.

Subject to the above provisions for changing the number of directors, the authorized number of directors of the corporation shall be five (5). The members shall elect all but one of the authorized number of directors. The remaining authorized director shall be elected solely by the member-elected directors (including those directors appointed to fill a vacancy pursuant to Section 4.6), and shall be the Chairperson of the Board. The term of office of the Chairperson of the Board shall be one (1) year and until his or her successor has been elected and qualified. The Chairperson of the Board shall have all of the rights and privileges of a director of the corporation. The Chairperson of the Board may be removed at any time, without cause, by a vote of at least seventy-five per cent (75%) of the member-elected directors.

### **Section 4.3 Restriction on Interested Directors**

An employee of any Greenpeace organization, or an immediate family member of an employee of any Greenpeace organization, may not serve as a director of Greenpeace, Inc. A person accepting remuneration under contract to perform any services to any Greenpeace organization and any person employed by or a director of, or owner of, any company that provides services to any Greenpeace organization, may not serve as a director of Greenpeace, Inc. Any reasonable compensation paid to a director as director shall not disqualify such director from serving on the Board of Greenpeace, Inc.

A former employee of any Greenpeace organization who left such employ within the last year may not serve as a director of Greenpeace, Inc.

A person with external conflicts of interest with Greenpeace or Greenpeace campaign objectives may not serve as a director of Greenpeace, Inc.

Notwithstanding any other provision of this section, not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable

compensation paid to a director as director and (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. Notwithstanding this provision, in no event shall a person barred under another paragraph of this section serve as a director. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

#### **Section 4.4 Restriction on Interlocking Directors**

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors of the corporation at any time may be directors, officers or employees of Greenpeace Fund Incorporated, a California nonprofit public benefit corporation.

#### **Section 4.5 Election and Term of Office**

(a) Except as provided below the term of office of each elected director of the corporation shall be two (2) years and until his or her successor has been elected and qualified. The directors shall have staggered terms to the extent possible. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire, but if any such annual meeting is not held or such directors are not elected at the meeting, the directors may be elected at any meeting of the members. A director may succeed himself or herself in office. No person may serve as a director for more than three (3) consecutive terms of office or six (6) consecutive years. If a person's service as a director is terminated for a period of at least one (1) year, such prior service as a director shall not be considered "consecutive" service for purposes of this Section 4.6(a).

(b) At the organizational meeting of the first directors of the corporation, the elected directors shall, by lot, classify themselves into two groups for the purpose of providing for the election of one half of the Board of Directors in each year. The first group shall consist of two (2) directors whose initial term of office shall be one (1) year. The second group shall consist of two (2) directors whose initial term of office shall be two (2) years.

(c) In the event that the Board of Directors fixes the authorized number of directors at equal to or greater than seven (7), the term of office of each director of the corporation shall be three (3) years and until his or her successor has been elected and qualified. In such case, the elected directors shall, by lot, classify themselves into three groups for the purpose of providing for the election of one third of the Board of Directors in each year.

(d) Directors elected by the members shall be nominated and elected in accordance with the procedures set forth in Article V of these Bylaws.

#### **Section 4.6 Vacancies and Removal**

A vacancy in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director; (ii) the declaration by the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty under Sections 5230-38 of the California Corporations Code dealing with standards of conduct for directors, or has missed two ( 2) consecutive meetings of the Board of Directors; (iii) an increase in the authorized number of directors; (iv) the failure of the members, at any annual or other regular meeting of members at which any director or directors are elected, to elect the full authorized number of directors to be voted for at that meeting; (v) the affirmative vote of the members to remove a director in accordance

with the voting requirements of Section 5222 of the California Corporations Code; or (vi) the removal of the Chairperson of the Board by the member-elected directors pursuant to Section 4.2 of these Bylaws.

Vacancies in the Board of Directors may be filled by a majority of the directors then in office, whether or not the majority is less than a quorum, or by a sole remaining director, at a meeting held pursuant to the notice or waivers of notice requirements complying with Section 5211 of the California Corporations Code. The members may elect a director at any time to fill a vacancy not filled by the directors. Each director appointed or elected to fill a vacancy shall hold office for the remainder of the term of the director whom the appointed or elected director succeeded and until his or her successor is elected at an annual or other regular meeting of the members.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the Executive Director, the Secretary, or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

#### **Section 4.7 Place of Meetings; Meetings by Telephone**

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Chairperson of the Board, in consultation with the Board of Directors. In the absence of such designation the annual meeting shall be held at the place where the annual meeting of the members is held and other regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 4.7, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

#### **Section 4.8 Annual Meeting**

The Board of Directors shall hold a regular meeting in November of each year, at a date designated by the Chairperson of the Board, in consultation with the Board of Directors, or such other date as is designated by the Board of Directors, for the purpose of appointing officers of the corporation and otherwise organizing and for the transaction of other business. The annual meeting may be held without notice.

#### **Section 4.9 Other Regular Meetings**

Other regular meetings of the Board of Directors shall be held at such times as are fixed by the Chairperson of the Board, in consultation with the Board of Directors. Such regular meetings may be held without notice. The Board may appoint officers of the corporation and transact any other business at any regular meeting.

#### **Section 4.10 Special Meetings**

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board or a majority of the directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or communicated to each director by telephone, by electronic mail, or by telegraph or first-class mail (with charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation or, if it is not so shown on such records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held). In case such notice is mailed, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered, personally or by telephone, electronic mail, or telegraph, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such mailing, telegraphing, or delivery, personally, by electronic mail or by telephone, shall be due, legal, and personal notice to such director.

#### **Section 4.11 Waivers, Consents, and Approvals of Meetings**

Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### **Section 4.12 Action at a Meeting: Quorum and Required Vote**

Presence of a majority of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.

#### **Section 4.13 Adjourned Meeting and Notice**

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

#### **Section 4.14 Action Without a Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For

purposes of this section only, "all members of the Board" does not include any "interested director" as defined in Section 5233 of the California Corporations Code.

#### **Section 4.15 Fees and Compensation**

Directors and members of committees may receive such reasonable compensation, if any, for their services, and such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors. Advance budgeting of such reimbursable expenses for directors or members of committees is permitted under this Section 4.15.

### **ARTICLE V: DIRECTOR ELECTION PROCEDURES**

#### **Section 5.1 Nominating Committee**

In accordance with the requirements of Article VI relating to committees generally, the Board of Directors shall appoint a nominating committee to select qualified candidates for election to the Board of Directors at least eighty (80) days before the date of any election of directors by the members. The nominating committee shall consist of one director of the corporation and two (2) members who are not also directors of the corporation. The Board of Directors shall appoint a chairperson of the nominating committee, who shall preside at all meetings of the nominating committee. Each member of the nominating committee shall be appointed to serve a one-year term and at the expiration of such term may be reappointed by the Board of Directors. In choosing nominees for directorship, the nominating committee shall select no more than two (2) candidates more than the number of directors to be elected.

#### **Section 5.2 Nominations by Members**

Any ten (10) members or members representing ten percent (10%) of the voting power, whichever is less, also may nominate candidates for election to the Board of Directors. On timely receipt, as specified in Section 5.3 below, of a petition signed by the required number of members in accordance with the preceding sentence, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

#### **Section 5.3 Election Schedule**

Elections for member-elected directors shall be held at the annual meeting of members provided for in Section 3.2, or by written ballot pursuant to Section 3.12 of these Bylaws. The Secretary of the corporation, upon appointment of the nominating committee but in no event prior to ninety (90) days before the date of the election, shall give notice of the election pursuant to Section 3.3.

The nominating committee shall make its report at least seventy (70) days before the date of the election, and the Secretary of the corporation shall forward to each member, pursuant to Section 3.3, a list of candidates so nominated along with the names of any persons duly nominated by the members as of that time. The Secretary may combine the required notice of the election with the list of candidates nominated by the nominating committee, in the Secretary's discretion.

Candidates may be duly nominated by the nominating committee or by petition pursuant to Section 5.2, any time before the end of the fifty-fifth (55th) day preceding such election. In the case of an election by written ballot pursuant to Section 3.12, the Secretary of the corporation shall send a written ballot to each member at least forty-five (45) days before the date upon which ballots must be received by the Secretary.

In the case of an election at the annual meeting pursuant to Section 3.2, the Secretary of the corporation shall send a list of candidates nominated to each member at least forty-five (45) prior to the date of the election.

#### **Section 5.4 Mailing Election Material**

On written request by any nominee for election to the Board of Directors and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the rights set forth in subparagraph (1) or (2) of paragraph (a) of Section 12.2.

#### **Section 5.5 Refusal to Publish or Mail Material**

The corporation may not decline to publish or mail material that it is otherwise required by these Bylaws to publish or mail on behalf of any nominee, on the basis of the content of the material, except that the corporation or any of its agents, officers, directors, or employees may seek a court order allowing them to delete material that the court finds will expose the moving party to liability. The nominee on whose behalf material was published or mailed shall be liable and shall indemnify and hold harmless the corporation, its agents, officers, directors, and employees and each of them against and from all demands, costs, including reasonable legal fees and expenses, claims, damages, and causes of action arising out of such material or any such mailing or publication.

### **ARTICLE VI: COMMITTEES**

#### **Section 6.1 Committees of Directors**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any such committee, to the extent provided in the resolution of the Board of Directors or in these Bylaws, shall have all the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the California Nonprofit Corporation Law, also requires the affirmative vote of the members of a public benefit corporation.
- (b) Fill vacancies on the Board of Directors or in any committee that 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 of Directors that by its express terms is not so amendable or repealable [sic].

- (f) Appoint any other committees of the Board of Directors or the members of such committees.
- (g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (h) Approve any transaction between the corporation and one or more of its directors in which the director or directors have a material financial interest, except as provided by Section 5233 of the California Corporations Code.

## **Section 6.2 Committees That Include Other Than Board Members**

The Board of Directors may, by resolution, designate one or more committees whose members need not be composed entirely of Board members. Such committees shall not have the authority of the Board. However, the Board may delegate powers to any such committee as provided for in Section 4.1 of these Bylaws, except that the Board may not delegate any of the powers enumerated in Section 6.1.

## **Section 6.3 Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Section 4.7 through Section 4.14 of these Bylaws, concerning meetings and actions of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors or the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

# **ARTICLE VII: OFFICERS**

## **Section 7.1 Officers**

The officers of the corporation shall consist of the Chairperson of the Board, the Executive Director, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The corporation may also have one or more Vice Executive Directors, one or more Assistant Secretaries and Assistant Treasurers, one or more Office Directors, and such other officers as may be appointed by the Board of Directors, or with authorization from the Board of Directors by the Executive Director or some other officer. The order of seniority of the Vice Executive Directors shall be in the order of their nomination, unless otherwise determined by the Board of Directors. The Board of Directors shall designate one officer as the chief financial officer of the corporation. In the absence of such designation, the Treasurer shall be the chief financial officer. Any two or more offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as either the Executive Director or the Chairperson of the Board. The Board of Directors may appoint, and may empower the Executive Director or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Except for the Chairperson of the Board, all officers of the corporation shall hold office from the date appointed until the successors to such officers are appointed. Such officers, as well as any other employee or agent of the corporation, may, subject to any claim for breach of contract based on any contractual arrangements between any such person and the corporation, be removed at any time at the pleasure of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors, and upon the removal, resignation, death, or incapacity of any officer, the Board of Directors, or the Executive Director or another officer in cases where the Executive Director or another officer has been vested by the Board of Directors with power to appoint, may declare such office vacant and fill such vacancy.

Any officer may resign at any time by giving written notice to the Board of Directors, the Executive Director, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

The salary and other compensation of the officers shall be fixed from time to time by resolution of, or in the manner determined by, the Board of Directors.

### **Section 7.2 Duties of the Chairperson of the Board**

The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except where by law the signature of the Executive Director is required), and shall perform such other duties as the Board of Directors may from time to time determine. The Chairperson of the Board may be a full-time employee of the corporation. The Chairperson may also serve as the corporation's representative to the Stichting Greenpeace Council. The Chairperson may assume and perform the duties of the Executive Director in the absence or disability of the Executive Director or whenever the office of the Executive Director is vacant. Subject to the direction of the Board of Directors, the Chairperson of the Board shall supervise the Executive Director in the performance of his or her duties.

### **Section 7.3 Duties of the Executive Director**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson of the Board, the Executive Director shall be the general manager and chief executive officer of the corporation and shall perform all the duties commonly incident to that office. The Executive Director shall preside at all meetings of the members and, in the absence of the Chairperson of the Board, or, if there is none, at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may from time to time determine. The Executive Director shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except where by law the signature of the Chairperson of the Board is required). The Executive Director may delegate his or her authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation to any person, provided such delegation of authority is revocable at any time by the Executive Director or the Board of Directors.

#### **Section 7.4 Duties of Office Directors**

The Board may appoint Office Directors. The Office Directors shall have such titles, perform such other duties, and have such other powers as the Board of Directors or the Executive Director shall designate from time to time.

Office Directors shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation, provided however, that such bonds, contracts, deeds, leases, and other written instruments are related to the offices that are under the direct management supervision of that Office Director.

#### **Section 7.5 Duties of the Secretary and Assistant Secretaries**

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office and such other place as the Board of Directors may order, a book of minutes of actions taken at all meetings of directors, committees, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such director and committee meetings, the number of votes present or represented at members' meetings, and the proceedings of all such meetings.

The Secretary shall keep, or cause to be kept, at the principal executive office a record of the members of the corporation, showing the names of all members, their addresses, and the class of membership held by each.

The Secretary shall insure that proper notice to all appropriate persons is given regarding all meetings of the members, meetings of the Board of Directors, and meetings of the committees of this corporation as required by these Bylaws or by law, shall keep the seal of the corporation (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

The Executive Director may direct any Assistant Secretary to assume and perform the duties of the Secretary in the absence or disability of the Secretary, and each Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors or the Executive Director shall designate from time to time.

#### **Section 7.6 Duties of the Treasurer and Assistant Treasurers**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors, the Chairperson of the Board or the Executive Director. The Treasurer shall have authority to open new accounts in the name of the corporation at any bank or other depository institution. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors or the Executive Director, shall render to the Executive Director and directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the corporation, and shall have such other

powers and perform such other duties as may be prescribed by the Board of Directors, the Executive Director or these Bylaws.

If required by the Board of Directors, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

The Executive Director may direct any Assistant Treasurer to assume and perform the duties of the Treasurer in the absence or disability of the Treasurer, and each Assistant Treasurer shall perform such other duties and have such other powers as the Board of Directors or the Executive Director shall designate from time to time.

## **ARTICLE VIII: ADVISORY COMMITTEE**

### **Section 8.1 Objectives and Purposes**

The Board of Directors may appoint individuals to serve on an advisory committee which shall advise the Board of Directors of the corporation concerning the corporation's activities in promoting and advocating of the protection and preservation of the environment, including, but not limited to, the corporation's legislative and lobbying activities.

### **Section 8.2 Qualifications**

Individuals serving on the advisory committee shall be concerned about marine mammals, endangered species, the environment generally, the advancement of global peace, or nuclear disarmament, or possess special skills which the Board of Directors believes will help further the purposes of the Greenpeace movement. No member of the advisory committee shall be a director or voting member of the corporation.

## **ARTICLE IX**

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS OF THE CORPORATION; PURCHASE OF LIABILITY INSURANCE**

a) For the purposes of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that 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" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e)(3) of this article.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

(c) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed proceeding by or in the right of the corporation to procure a judgment in its favor, or brought under Section 5233, or brought by the attorney general for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):

- (1) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that such court shall determine;
- (2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (3) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

(d) To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

(e) Except as provided in paragraph (d), any indemnification under this article shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c) by:

- (1) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

- (2) Approval or ratification by the affirmative vote (or written ballot in accordance with Section 3.12 of these Bylaws) of a majority of the votes represented and voting at a duly held membership meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); for such purpose, any membership held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or
- (3) The court in which such proceeding is or was pending upon application made by the corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

(f) Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this article.

(g) Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of the corporation or any subsidiary of the corporation may be entitled by contract or otherwise.

(h) No indemnification or advance shall be made under this article, except as provided in paragraph (d) or subdivision (e)(3), in any circumstance when it appears:

- (1) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or
- (2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(i) Upon and in the event of a determination by the Board of Directors of the corporation to purchase indemnity insurance, the corporation shall purchase and maintain insurance on behalf of any agent of the corporation 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 corporation would have the power to indemnify the agent against such liability under the provisions of this article; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233.

(j) This article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in paragraph (a). The corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by paragraph (f) of Section 207 of the California Corporations Code.

## ARTICLE X

### EXECUTION OF CORPORATE INSTRUMENTS, AND VOTING OF STOCKS AND MEMBERSHIPS HELD BY THE CORPORATION

#### **Section 10.1 Execution of Corporate Instruments**

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages and other evidences of indebtedness of the corporation, and other corporate instruments or documents, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the Chairperson of the Board or the Executive Director and by the Secretary or Treasurer or any Assistant Secretary or Assistant Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors or Executive Director shall authorize to do so.

#### **Section 10.2 Ratification by Members**

The Board of Directors may, in its discretion, submit any contract or act for approval or ratification of the members at any regular meeting of members, or at any special meeting of members called for that purpose; and any contract or act that shall be approved or ratified by the holders of a majority of the voting power of the corporation shall be as valid and binding upon the corporation and upon the members as though approved or ratified by each and every member of the corporation, unless a greater vote is required by these Bylaws or by law for such purpose.

#### **Section 10.3 Voting of Stocks Owned by Corporation**

All stock of other corporations or memberships in other corporations owned or held by the corporation for itself, or for other parties in any capacity, shall be voted, and all proxies with respect to such stock or memberships shall be executed, by the person authorized to do so by resolution of the Board of Directors, or in the absence of such authorization, by the Chairperson of the Board (if there is such an officer appointed), the Executive Director, or any Vice-Executive Director or by any other person authorized to do so by the Chairperson of the Board, Executive Director, or any Vice-Executive Director.

## **ARTICLE XI: ANNUAL REPORT**

Except as provided below, the corporation shall cause to be sent to its members and to its directors no later than 120 days after the close of its fiscal year, a report containing the following information in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by California Corporations Code Section 6322.

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

This article does not apply to the corporation if it receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, with the exceptions that a report meeting the above requirements must be furnished annually to all directors and to any member who requests it in writing and that the information referred to in paragraph 5 above must be furnished to all members and directors within 120 days after the close of the corporation's fiscal year.

If the corporation solicits in writing contributions from five hundred (500) or more persons, it need not send the report described above to members, with the exception of the information referred to in paragraph 5 above, if it:

- (6) Includes with any written material used to solicit contributions a written statement that its latest annual report will be mailed upon request and that such request may be sent to the corporation at a name and address which is set forth in the statement;
- (7) Promptly mails a copy of its latest annual report to any person who requests a copy; and
- (8) Causes its annual report to be published not later than 120 days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

## **ARTICLE XII:**

### **MAINTENANCE AND INSPECTION OF CORPORATE RECORDS**

#### **Section 12.1 Maintenance and Inspection of Articles and Bylaws**

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in California, the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws as amended to date.

#### **Section 12.2 Access to Membership List**

(a) Subject to paragraphs (b) and (c) of this section, and unless the corporation provides a reasonable alternative pursuant to this paragraph (a), a member may do either or both of the following as permitted by this paragraph:

- (1) Inspect and copy the record of all the members' names, and addresses, at reasonable times, upon five (5) business days' prior written demand upon the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the corporation, upon written demand and tender of a reasonable charge, a list of the names, and addresses, of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member, which date is subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified in the demand as the date as of which the list is to be compiled.

The rights set forth in this paragraph may be exercised by:

- (3) Any member, for a purpose reasonably related to such person's interest as a member. When the corporation reasonably believes that the information will be used for another purpose, or when it provides a reasonable alternative pursuant to this paragraph, it may deny the member access to the list.
- (4) The authorized number of members (as defined in California Corporations Code Section 5036) for a purpose reasonably related to the members' interest as members.

The corporation may, within ten (10) business days after receiving a demand under this paragraph, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under this paragraph, such as an offer to mail promptly any material, shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate

the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to this paragraph.

(b) Pursuant to Section 6331 of the California Nonprofit Corporation Law, the corporation may petition the Superior Court of the proper county for an order setting aside the demand for the membership list.

### **Section 12.3 Maintenance and Inspection of other Corporate Records**

The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committees of the corporation shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

The minutes and accounting books and records shall be open to inspection on the written demand of any member at any reasonable time for a purpose reasonably related to the member's interests as a member.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations.

### **Section 12.4 Inspection by Agents**

Any inspection provided for under this Article XII may be made in person or by agent or attorney and includes the right to copy and make extracts. Any right of inspection also extends to the records of each subsidiary of the corporation.

## **ARTICLE XIII: AMENDMENTS**

### **Section 13.1 Power of Members**

New bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum) in conformity with Section 3.12 or Section 3.13 of these Bylaws.

### **Section 13.2 Power of Directors**

Subject to the right of the members as provided in Section 13.1 to adopt, amend, or repeal these Bylaws, and subject to limitations in the Nonprofit Corporation Law on the powers of directors to adopt, amend, or repeal bylaws relating to certain matters, these Bylaws may be adopted, amended, or repealed by the Board of Directors without a vote of the members.

## **ARTICLE XIV: CONSTRUCTION AND DEFINITIONS**

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person.

### **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the currently designated and acting Secretary of Greenpeace, Inc., a California non-profit public benefit corporation. I further certify that the above amended and restated Bylaws, consisting of 27 pages, were duly adopted as the bylaws of this corporation as of March 9, 1990, restated January 2, 1995, and amended on June 13, 2004.

Date Amended: JUNE 13, 2004



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Thomas W. Wetterer, Esq.  
Corporate Secretary