



January 15, 2026

Board of Directors
Ventura Regional Sanitation District
Ventura, California

DISCUSS, GIVE DIRECTION, AND/OR AUTHORIZE, THE BOARD CHAIR TO SIGN AND APPROVE THE VENTURA REGIONAL SANITATION DISTRICT (VRSD) GENERAL MANAGER TO ENGAGE IN OTHER BUSINESS DUTIES, AS DESCRIBED HEREIN

RECOMMENDATION

Discuss, give direction, and/or authorize, the Board Chair to sign and approve, the Ventura Regional Sanitation District (VRSD) General Manager to engage in other business duties, as described herein.

FISCAL IMPACT

There is no cost implications associated with the recommendation of this board letter.

BACKGROUND/ANALYSIS

On July 17, 2025, the VRSD Board of Directors approved Contract No. 25-006 with Eric Zetz as the General Manager of VRSD effective August 18, 2025. Section 2.B(2) of Contract No. 25-006 states the following:

- *“The General Manager shall not engage in any other business duties or pursuits whatsoever, or directly or indirectly render any services of a business, commercial, or professional nature to any other person or organization, whether for compensation or otherwise, without prior written consent from the District's Board of Directors.”*

In 2025 and before the appointment as the VRSD General Manager, Eric Zetz had been appointed Board Director of the Stewardship Action Foundation (SAF) and the Southern California Waste Management Forum (SCWWMF).

Founded in 2021, the Stewardship Action Foundation (SAF) is a 501(c)(3) nonprofit organization dedicated to advancing a responsible, circular economy through education, outreach, and partnerships. SAF's goal is to educate for a responsible, circular economy by collaborating with public, private, and non-profit stakeholders to achieve a responsible, circular economy. SAF complements this mission by focusing on public education, collaboration, and research to address environmental challenges and promote systemic change. SAF collaborates with diverse stakeholders—including government agencies, nonprofits, and private sector partners—to increase awareness of environmental issues

and foster solutions for responsible resource management. SAF's programs and initiatives highlight the importance of keeping materials in circulation, reducing pollution, and advancing environmental equity. By hosting educational webinars, conducting research, and engaging in collaborative projects, SAF works to bring community-centered solutions to issues like plastic pollution, toxic substances, and source reduction. All of which is not a "zero waste" goal promoted by CalRecycle, rather better use of cradle to grave industry standards on disposal and reuse.

The Southern California Waste Management Forum (SCWMF) is a 501(c)(4) nonprofit, tax exempt organization dedicated to advancing knowledge of the interrelationship between waste management practices and the environment. Originally organized in August 1969 as the Los Angeles Regional Forum. The Forum is the natural outgrowth of a series of meetings between representatives of concerned public and private agencies who saw a need to protect the environment while meeting the solid, liquid and hazardous waste collection and disposal requirements of the community.

Both the SAF and SCWMF bylaws are attached to this letter.

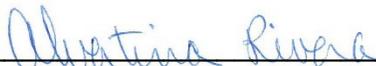
Both organizations are volunteer organizations in the product stewardship and waste management space which follow new legislation, new technologies and upcoming trends for product stewardship and waste management. Both organizations use virtual monthly meetings to conduct business throughout the year and may hold in-person meetings in conjunction with other conferences which are voluntary to attend. In 2026 new Board Directors will be appointed to both SAF and SCWMF.

This letter and the associated contract amendment have been reviewed by Legal Counsel as to form.

If you should have any questions or need additional information, please contact me by phone at (805) 658-4648 or via email at ericzetz@vrsd.com.

ERIC ZETZ, GENERAL MANAGER

APPROVED FOR FISCAL IMPACT:


Alvertina Rivera, Director of Finance

APPROVED FOR AGENDA:


Eric Zetz, General Manager

Attachments:

1. Exhibit "A" – Written Consent
2. SAF Bylaws
3. SCWMF Bylaws

EXHIBIT "A"

WRITTEN CONSENT

REGARDING VENTURA REGIONAL SANITATION DISTRICT CONTRACT NO. 25-006

Pursuant to the terms and conditions of Section 2 of VRSD Contract No. 25-006 which governs the duties and authority of the VRSD General Manager, this Written Consent is made and entered into this 15th day of January 2026, by and between the VENTURA REGIONAL SANITATION DISTRICT (VRSD) BOARD OF DIRECTORS to permit the current VRSD GENERAL MANAGER, Eric Zetz, to serve as Board Director for the STEWARDSHIP ACTION FOUNDATION (SAF) and SOUTHERN CALIFORNIA WASTE MANAGEMENT FORUM (SCWMF) through June 30, 2028.

IN WITNESS WHEREOF, the VRSD Board of Directors have given written consent as stated above on the day and year first written above.

VENTURA REGIONAL SANITATION DISTRICT

By _____
DAVID NEWMAN
Chairperson of the Board Chief Executive Officer

APPROVED AS TO FORM:
NOSSAMAN LLP

By _____
ROBERT N. KWONG
Legal Counsel for District

ATTEST:
By _____
MAYRA RODRIGUEZ
Clerk of the Board

BYLAWS
OF
STEWARDSHIP ACTION FOUNDATION
(a nonprofit public benefit corporation)

ARTICLE I.

NAME

Section 1. Name. The name of this corporation is STEWARDSHIP ACTION FOUNDATION (hereafter "Foundation" or "corporation").

ARTICLE II.

LOCATION OF PRINCIPAL OFFICE

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the corporation shall be located in California. The Board of Directors ("Board") may change the principal office from one location to another so long as the principal office remains in California.

ARTICLE III.

PURPOSES AND LIMITATIONS

Section 1. General Purposes. This corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable and educational purposes.

Section 2. Specific Purposes. Within the context of the general purposes stated above, the specific purpose of this corporation is to engage in educational activities that promote the environmentally responsible management of products at the end of life and the resulting circular economy.

Section 3. Limitations. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person.

ARTICLE IV.

MEMBERS

Section 1. Members. This corporation has no members. To the extent any donor, contributor, or other person is referred to as a “member” in any corporate materials, it shall be understood that such donor, contributor, or person is not a statutory member as contemplated by the California Nonprofit Public Benefit law, and has no voting or other rights in the corporation.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. Powers.

(a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

(b) Specific Powers. Without prejudice to the general powers set forth in subsection (a) above, but subject to the same limitations, the Board may do the following:

- (1) Policies. Adopt policies, rules and procedures for the management and operation of the corporation.
- (2) Administration. Retain an employee, or a management firm, or contract with another entity, to administer the day-to-day activities of the corporation. An individual paid to manage the day-to-day activities of the corporation (if any) shall be known as the Executive Director and may not also be a director on the Board. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.
- (3) Bonds. May require officers, agents, and employees charged by the corporation with responsibility for the custody of any of its funds or negotiable instruments to give adequate bond.
- (4) Borrowing money. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, liens, and other evidences of debt and securities.
- (5) Gifts. Receive and accept gifts, devises, bequests, donations, annuities and other securities, and endorsements of real and personal property, and use, hold and enjoy the same, both as to principal and income, to invest and re-invest the same or any part thereof for the furtherance of any objects, interests or purposes of this corporation, and to act as trustee under any trust incidental to the receipt of gifts or other purposes of this corporation.

- (6) Contributions. Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.
- (7) Fiscal Year. Establish and change the fiscal year of the corporation.
- (8) Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- (9) Property. Acquire, construct, possess and sell real, personal, and intellectual property.
- (10) Bank Accounts and Special Funds. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- (11) Committees. Appoint committees as provided in these bylaws.
- (12) Start-up costs. Authorize the re-payment of the start-up costs for this organization (including but not limited to any attorneys' and accountants' fees and costs, and filing fees for incorporation and for obtaining federal and state tax exempt status for the corporation) to the individuals and/or organizations that provided such funds.
- (13) Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number and Qualification/Limitations.

(a) Number. The Board shall consist of three (3) directors.

(b) Qualifications. All directors must be individuals who are dedicated to the purposes of this corporation as set forth above. California law prohibits non-voting directors and alternates/proxies for directors. No employee or paid contractor of the Foundation may be a director on the Board at the same time.

Section 3. Election; Term of Office; Term limits. At each annual meeting, the Board shall nominate and elect directors to available positions. The term of office of each director shall be three (3) years and until a successor has been elected and qualified. There shall be no limit on the number of terms a director may serve if he or she remains qualified and elected to the Board. The Board may stagger the terms of the directors using any reasonable method.

Section 4. Removal of Directors. A director may be removed from the Board at any time, with or without cause, by a two-thirds (2/3) vote of the authorized number of directors.

Section 5. Vacancies on Board.

(a) Events Causing Vacancy. The vacancy or vacancies on the Board shall exist on the occurrence of the following:

(1) The death or resignation of any director;

(2) The removal of a director by the Board;

(3) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or

(4) The increase of the authorized number of directors.

(b) Resignations. Except as provided below, any director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly appointed director or directors.

(c) Filling Vacancies. Vacancies on the Board may be filled by the Board at any properly called and noticed meeting where a quorum is present. The individual filling a vacant director position shall serve until the end of the term of the director whose vacancy he or she is filling.

(d) No Vacancy 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.

Section 6. Board Meetings.

(a) Annual Meeting. The Board shall hold an annual meeting each year for purposes of organization, election of directors and officers, and transaction of other business. Notice of the annual meeting shall be given in accordance with subsection (c) below.

(b) Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any two directors. Notice of any special meeting shall be given in accordance with subsection (c) below.

(c) Notice. Notice of the annual and any special meetings of the Board, specifying the time and place of the meeting, shall be given to each director at least seven (7) days before the meeting if sent by first-class mail or express mail service, or forty-eight (48) hours before the meeting if personally delivered or delivered by telephone (including a voice messaging system), or by electronic transmission by the corporation (Corporations Code Section 20).

Notice shall be deemed delivered when deposited in the U.S. mail or with an express mail service, postage prepaid, or when received if delivered personally or by telephone, or on its confirmation of delivery if by electronic transmission.

A notice, or waiver of notice, need not specify the purpose of any meeting of the board.

(d) Place of Meetings. The annual and any special meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(e) Meetings by Telephone or Video Conference or by Electronic Transmission. Directors may participate in a meeting of the Board through use of conference telephone, electronic video screen communication, or electronic transmission by and to the corporation (Corporation Code Sections 20 and 21).

Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(1) Each director participating in the meeting can communicate with all of the other directors concurrently.

(2) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose or interpose an objection to, a specific action to be taken by the corporation.

(f) Quorum/Act of the Board. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Except as specifically provided in these bylaws or in the California Nonprofit Public Benefit Corporation Law, every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

(j) **Board Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Specifically, this means that all Board members must vote on an action by mail or email, and all Board members must vote yes on the action, in order for the action to pass. Whether by mail or email, a vote under this section by written consent must be unanimous. The written votes shall be maintained for at least three (3) years.

(k) **Voting Power.** For all purposes, the voting power of each voting director shall be one vote.

(l) **Closed Sessions.** Any meeting of the Board, or portion of a meeting, may be closed by the President so that only directors and individuals deemed necessary by the President are present.

Section 7. **Compensation and Reimbursement.** Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

Section 8. **Property Rights.** No director shall have any property rights in any assets of the corporation.

ARTICLE VI.

OFFICERS

Section 1. **Officers of the Corporation.** The elected officers of the corporation shall be a President, Secretary, and Treasurer. All elected officers must be directors on the Board. The offices of Secretary and Treasurer may be combined and held by one person, in the discretion of the Board. If combined, the officer shall be known as the "Secretary/Treasurer".

Section 2. **Election of Officers.** The elected officers of the corporation shall be elected by and from among the directors at the annual Board meeting.

Section 3. **Terms of Office; Term Limits.** Elected officers shall serve at the pleasure of the Board for one-year terms. There is no limit on the number of terms an elected officer may serve if he or she is a director and continues to be elected to an officer position by the Board.

Section 4. **Removal of Officers.** Any officer may be removed from his/her officer position at any time, with or without cause, by a majority vote of the Board at any properly called meeting where a quorum is present.

Section 5. **Resignation of Officers.** An officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6. **Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by a majority vote of the directors

present at any annual or special meeting of the Board where a quorum is present. The individual filling a vacant officer position shall serve until the end of the term of the officer whose vacancy he or she is filling.

Section 7. Responsibilities of Officers.

(a) President. The President of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no paid Executive Director, the President shall perform the duties of an executive director on a volunteer basis.

(b) Secretary.

(i) Book of Minutes. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, and committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual or special, and, if special, how authorized, the notice given, and the names of those present at the Board and committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and the Bylaws, as amended to date.

(ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board and of its committees required by these Bylaws. The Secretary shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

(iii) If the President is absent or unable to serve, the Secretary shall perform all the duties of the President. When so acting, the Secretary shall have all powers of and be subject to all restrictions of the President.

(c) Treasurer.

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disperse the corporation's funds as the Board may order, shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board, the President, or the Bylaws may prescribe.

ARTICLE VII.

COMMITTEES

Section 1. Committees of the Board. The Board, by resolution, may create one or more committees of the Board, each consisting of two or more directors *and no persons who are not directors*, to serve at the pleasure of the Board. Appointments to committees of the Board shall be made by the Board. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (b) Provide compensation for directors for serving on the Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the Board or appoint the members of committees of the Board; or
- (f) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

Section 2. Notice Requirements for Committees of the Board. Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings.

Section 3. Quorum for Committees of the Board. A majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 4. Advisory Committees. The Board may also establish advisory committees composed of any number of directors and/or other interested persons who are not directors. Appointments to advisory committees shall be made by the Board, or the Board may delegate that appointment power to the Board President. Advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision making authority.

Section 5. Meetings by Telephone or Video Conference or by Electronic Transmission. Any meeting of a committee may be held by telephone or video conference or by electronic transmission in the same manner as for Board meetings.

ARTICLE VIII.

LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Liability. No volunteer director or officer shall be liable to third parties if the volunteer director or officer has met the requirements for good faith performance of his or her duties prescribed by the California Nonprofit Public Benefit Corporation Law and the corporation has met its duties relative to insurance required by the California Nonprofit Public Benefit Corporation Law.

Section 2. Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section 3. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

Section 4. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification pursuant to these Bylaws in defending any proceeding covered by such indemnification shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 5. Insurance. The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such. Such policy shall meet the requirements set forth in Corporations Code Section 5239.

ARTICLE IX.

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The corporation shall keep:

- (a) Adequate corporate books and records of account;
- (b) Written minutes of the proceeding of its Board and committees of the Board; and

(c) A record of each director's name, address, telephone number, facsimile number, and electronic mail address, if any.

Section 2. Maintenance of Articles 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 3. Inspection by Directors. Every director shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

Section 4. Annual Report. The Board shall cause an annual report to be sent to directors within 120 days after the end of the corporation's fiscal year. That report should contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by Section 5 of this article.

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

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who request it in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications.

If any of the following types of transactions or indemnifications occurred during the previous fiscal year, then as part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall prepare and mail or deliver to each director a statement of any such transaction or indemnification within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction:
 - (i) in which the corporation, its parent or its subsidiary was a party, or
 - (ii) in which an "interested person" had a direct or indirect material financial interest, and

- (iii) which involved more than \$50,000, or was one of a number of transactions with the same "interested person" involving, in the aggregate, more than \$50,000.

The statement shall include a brief description of the transaction, the names of "interested persons" involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the "interested person" is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 which were paid during the fiscal year to any officer or director of the corporation.

ARTICLE X.

MISCELLANEOUS

Section 1. Fiscal Year. Unless changed by the Board, the fiscal year of the corporation begins on July 1 and ends on June 30 of the following year.

Section 2. Conflicts of Interest. The Board will adopt a Conflict of Interest Policy and each Board member and committee member shall annually sign a statement that they have received, read, understood, and agreed to comply with such policy.

Section 3. Intellectual Property. All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, donor lists and donor contact information, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.

Section 4. Required Filings and Disclosures. The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General's office, the Internal Revenue Service, and the Franchise Tax Board.

The Foundation shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements which are applicable to the Foundation include but are not necessarily limited to making the corporation's annual tax returns (IRS Form 990) available to the public.

Section 5. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular includes the plural, the plural includes the singular, the masculine includes the feminine and neuter, and the term "person" includes both an individual and an entity.

ARTICLE XI.

AMENDMENTS

Section 1. Amendments. Subject to any limitations in the Nonprofit Public Benefit Corporation Law, these Bylaws may be amended, or repealed and new bylaws adopted, by a two-thirds (2/3) vote of the authorized number of directors, so long as the amendments, proposed repeal, or new bylaws are provided to each director at least three (3) days prior to the meeting at which such amendments, repeal, or new bylaws will be discussed and voted on.

ARTICLE XII.

DISSOLUTION

Section 1. Voluntary Dissolution by Vote. The corporation may be dissolved at any time by a two-thirds (2/3) vote of the authorized number of directors. If the Board votes in favor of dissolution, the directors shall promptly cease operations and proceed to wind up and dissolve the corporation.

Section 2. Remaining Assets. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the STEWARDSHIP ACTION FOUNDATION, a California nonprofit public benefit corporation; that the above Bylaws, consisting of 13 typewritten pages including this page, are the Bylaws of this corporation as approved by the Board of Directors on December 2, 2021; and that they have not been amended or modified since that date.

Executed on the _____ day of _____, 2021 at
_____(city), _____(state).

Chiman Lee, Board Secretary

SOUTHERN CALIFORNIA WASTE
MANAGEMENT FORUM
BY-LAWS

As Amended

November 13, 1970

November 1, 1974

November 16, 1976

November 16, 1984

September 23, 1992

May 17, 1995

ARTICLE I

NAME AND FOCUS

Section 1. The name of this organization shall be the Southern California Waste Management forum, (hereinafter "Forum"). **"This Organization succeeds the former Los Angeles Regional Forum on Solid Waste Management, with Corporation Number 9771078, and taxpayer ID Number 95-6282870."**

Section 2. The geographic focus of the Forum is Southern California, State of California.

ARTICLE II

OBJECTIVES

Section 1. The objectives of the Forum shall be:

- A. To facilitate the exchange of fundamental and practical knowledge concerning the characteristics, collection, transportation, treatment, storage and disposal of wastes, and accompanying resource recovery activities, including, but not limited to, source reduction, recycling, composting and public education techniques.
- B. The dissemination of information about the design, construction, development and operation of equipment, facilities and processes used in the waste management industry, legislation and regulations, planning and policies, and research and development pertaining thereto.

The above objectives shall be met through the interchange of information, experience and opinion among members of the forum, and others, on a periodic, regular basis. Of Special interest to the forum shall be the

advancement of knowledge of the interrelationship of wastes with the environment.

ARTICLE III

LIMITATIONS

Section 1. The Forum shall not, except to an insubstantial and incidental degree, engage in any activities or exercise any powers that are not in furtherance of the primary objectives of the Forum.

Section 2. The Forum does not contemplate, nor shall it result in, monetary gain or profit to the members thereof, and it shall have no powers to engage in any business for profit.

Section 3. The Forum shall take no position on nor endorse any issue, technology, or candidate, or otherwise act in a manner inconsistent with Article II of these by-laws.

ARTICLE IV

USE OF ASSETS

Section 1. The property of the Forum is irrevocably dedicated to social welfare purposes and no part of the new income or assets of the Forum organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of the Forum, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Forum, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501 (c) (4) of the Internal Revenue Code, or as it may be amended from time to time.

ARTICLE V

MEMBERSHIP

Section 1. Any individual interested in the objectives of this Forum shall be eligible for membership without regard to sex, religion, race, national origin, color, age or handicap.

Section 2. Upon joining the Forum, the members shall adhere to the by-laws of the Forum.

Section 3. Each member shall be entitled to one vote which right shall be exercised only by and through such member.

Section 4. Any member may withdraw from the Forum by giving written notice to thereof to the Secretary. If such written notice is given prior to the delinquent date of dues the member shall not be liable for such dues.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS

The affairs of the Forum shall be conducted by and through a Board of Directors elected by the members as hereinafter provided. The Board of Directors shall, insofar as practicable, be representative of the interested components of the total membership.

Section 2. ELECTION

The general membership shall elect 15 members as Directors. Five shall be elected each year for a three-year term.

Section 3. REGULATIONS

The Board of Directors shall adopt such regulation for its conduct as it may deem necessary.

Section 4. QUORUM

The majority of the Board of Directors shall constitute a quorum for the transaction of all business.

Section 5. COMPENSATION

The Directors shall not receive any compensation for their services as such, but, by resolution of the Board, shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.

Section 6. OFFICERS

A Chairperson, a Vice-Chairperson and a Secretary/Treasurer shall be elected annually by the Board of Directors from among its own members, each of whom shall serve at the pleasure of the Board or until a successor is elected. The Board of Directors shall meet within 30 days following the election at the annual meeting, to organize and to initiate planning for the ensuing fiscal year.

Section 7. DUTIES OF OFFICERS

A. Chairperson

It shall be the duty of the Chairperson to preside over all meetings of the Directors, and of the general membership, and to discharge such other duties as may be required of him/mer by these by-laws, or by the Directors.

B. Vice-Chairperson

In the absence or disability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson; and whenever any resolution empowers or directs the Chairperson to do an act, the performance of such act by the Vice-Chairperson shall be of equal force and have the same effect as if done by the Chairperson.

C. Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer:

1. To keep a record of the proceeding of the Board of Directors and of the general membership.
2. To keep all books and records of the Forum.
3. To serve all notices required by these by-laws or by regulations of the Board of Directors.
4. To discharge such other duties as may be required by these by-laws or by the Board of Directors.
5. To collect all dues and deposit them to the account of the Forum.
6. To have custody and control of all funds of the Forum and shall disburse the same only for Forum purposes upon proper direction of the Board of Directors.

Section 8. EXECUTIVE SECRETARY

An Executive Secretary may be appointed by the Board who will discharge duties at the discretion of the Board.

Section 9. MEETINGS

A. The Board of Directors shall establish a schedule for regular meetings of the general membership. However, regular meeting dates may be changed during the year by the Board of Directors in response to scheduling or other conflicts that may arise from time to time. The Annual Meeting of the general membership shall be held in the month of May. Special meetings may be called by the Chairperson or upon petition of one-third of the membership of the Board of Directors or 20% of the members. The place of regular meetings and the time and place of special meetings shall be designated by the Chairperson, or upon failure to act, by the Vice-Chairperson.

B. Regular meetings of the Board of Directors shall be held at least quarterly.

C. Written notice of each meeting of the Board of Directors and of the General Membership shall be mailed by the Secretary/Treasurer to each Director or member at least ten days prior to the meeting.

ARTICLE VII

FINANCES

Section 1. FISCAL YEAR

The fiscal year of the Forum shall be from July 1st of each year to June 30th of the following year.

Section 2. DUES

Annual dues shall be levied by the Board of Directors in an amount to be determined by a majority affirmative vote of members present and voting at the Annual Meeting. Dues or non-refundable.

Dues or installments thereof shall become delinquent sixty days after the time fixed for the payment thereof by the Board.

Section 3. EXPULSION OF MEMBERS

The Board of Directors shall have the power to make rules and regulations relative to the payment of dues, may expel any member who fails to pay the dues within sixty days after notification of default by the Secretary/Treasurer, and may expel any member who violates one or more terms of these by-laws.

Section 4. BUDGET

Not less than thirty days prior to the Annual Meeting of the general membership in each fiscal year, the Board of Directors shall prepare and adopt by a two-thirds affirmative vote of the Directors present, a budget for the ensuing fiscal year. The Board of Directors shall submit in writing to each member a budget of the estimated revenues and expenditures for the ensuing fiscal year. The annual budget for the ensuing fiscal year shall be ratified by a majority of the membership at its Annual Meeting, however, the members, by a two-thirds affirmative vote of those present, shall have the power to modify the budget.

Section 5. LIMITATION OF EXPENDITURES

The Board of Directors shall have control of the expenditures of all funds of the Forum, but shall not authorize any expenditure not incur any obligation or indebtedness in excess of the available funds on hand nor shall it authorize the Treasurer to make any such expenditure or to incur any such obligation or indebtedness. Any indebtedness or obligation incurred contrary to the provisions hereof shall be the obligation of the Directors who voted therefor, who shall hold and save harmless the other members and Directors from any and all claims arising therefrom.

Section 6. AUDIT

An audit of accounts of the Forum may be performed at the discretion of the Board of Directors.

ARTICLE VIII

AMENDMENTS

Section 1. These by-laws may be amended by the general membership at any regular meeting or at any special meeting called for that purpose by a vote representing two thirds of the voting power vested in the members present. Written notice of any proposed amendment containing the wording thereof, and the time and place of the meeting at which the amendment will be considered, must be mailed to each member by the Secretary at least thirty days prior to such meeting.

GUIDELINES

SOUTHERN CALIFORNIA WASTE MANAGEMENT FORUM OFFICER/COMMITTEE CHAIRPERSON RESPONSIBILITIES

1/4/83
Amended 3/31/93

CHAIRPERSON

Subject to provisions of the by-laws:

- ✓ Prepares meeting agendas with assistance from Executive Secretary
- ✓ Conducts Board of Director meetings
- ✓ Chairs Forum meetings
- ✓ Provides leadership to Board members in directing comprehensive interaction that results in programs and activities that meet Forum objectives

VICE-CHAIRPERSON

Subject to provisions of the by-laws:

- ✓ Assumes responsibilities for Chairperson when the Chairperson is not available
- ✓ Oversees activities of Committee Chairpersons

SECRETARY

Subject to provisions of the by-laws and subject to duties delegated to the Executive Secretary by the Board of Directors:

- ✓ Assumes responsibilities of Vice-Chairperson when Vice-Chairperson is not available
- ✓ Assumes responsibilities of Chairperson when both Chairperson and Vice-Chairperson are not available
- ✓ Keeps a record of the proceedings of the Board of Directors and of the general membership
- ✓ Keeps all books and records of the Forum
- ✓ Serves all notices required by the by-laws or by regulations of the Board of Directors

- ✓ Discharges such other duties as may be required by the by-laws or by the Board of Directors
- ✓ Has custody and control of all funds of the Forum and disburses the same only for Forum purposes upon proper direction of the Board of Directors
- ✓ Assumes other responsibilities as delegated by Chairperson or Vice-Chairperson

TREASURER

Subject to provisions of the by-laws and subject to duties delegated to the Executive Secretary by the Board of Directors:

- ✓ Co-sign checks
- ✓ Maintains financial records of Forum
- ✓ Oversees all accounts receivable and accounts payable
- ✓ Provides financial report to Directors and to membership at all regularly scheduled Board and Membership meetings
- ✓ Monitors "cash on hand" to determine best way to manage and invest funds; Board of Directors will provide guidelines for such investment(s) consistent with applicable law and with Forum by-laws
- ✓ Cooperates with Chairperson of Finance to assure Board of Directors that Forum funds are being properly managed
- ✓ Monitors Membership dues collection status through Executive Secretary on continuing basis

EXECUTIVE SECRETARY

Subject to provisions of the by-laws:

- ✓ Maintains permanent Forum records
- ✓ Maintains updated list of Forum membership
- ✓ Coordinates meal and meeting facility arrangements for all Director and General Membership meetings
- ✓ Attends all Board meetings as recording secretary
- ✓ Prepares minutes on all Board and General Membership meetings and distributes copies to Board Members at least two weeks prior to the next regularly scheduled Board meeting

- ✓ Prepared final copy of General Membership meeting announcement(s) and distributes copies to Forum membership and others as directed by Program/Membership/Publicity Committee Chairpersons
- ✓ Maintains special mailing list(s) as directed by Program/Membership/Publicity Committee Chairpersons
- ✓ Prepares Board of Directors and General Membership meeting agendas as directed by Chairperson and distributes them to Board Members at least two weeks prior to the next scheduled meeting date
- ✓ Compiles list of meeting attendee reservations for all Forum functions and coordinated with Luncheon/Meeting facility caterers as required to insure that the functions are well attended and attendees accommodated appropriately
- ✓ Advises Chairperson and Program/Publicity Chairpersons on projected meeting attendance and may be assisted by Chairperson, Program/Publicity Chairpersons and other Directors as required to promote programs when attendance is in question
- ✓ Advises Chairperson on availability of Directors for Directors' meeting(s) in order to insure that a quorum will be present
- ✓ Staff registration table for all General Membership Forum functions; collects registration fee(s) as required, maintains list of attendees, provides name tags and distributes other paraphernalia (such as Forum brochure to non-members) as required and requests assistance for registration table if required
- ✓ Collects all receipts from Forum functions and submits to Treasurer
- ✓ Invoices all members on an annual basis (usually June of any operating year); submits receipts to Treasurer as received.
- ✓ Sends Forum brochure/applications to all interested parties and as directed by Membership Chairperson

CHAIRPERSON/PUBLICITY COMMITTEE

- ✓ Maintains updated regular and special mailing list(s) for Forum announcements. This included but is not limited to the following:
 1. Local, State and Federal Government and government agencies
 2. News media
 3. National and local periodicals and journals

4. Other associations; and
 5. Educational institutions
- ✓ Prepares final copy for all Forum announcements; draft is always checked by Program Chairperson or appropriate involved parties
 - ✓ Adheres to program/announcement procedures and timetables (see Exhibit "A")
 - ✓ Seeks publicity for Forum functions as directed by the Board of Directors
 - ✓ Makes recommendations to the Board on publicity matters consistent with the objectives and best interests of the Forum
 - ✓ Seeks out and hosts news media representative(s) that attend Forum functions

CHAIRPERSON/PROGRAM COMMITTEE

- ✓ At the beginning of the fiscal year, presents a list of suggested program/speakers for the year to the Board of Directors. Initially specific recommendations should be made for the first program including topic, speaker(s), meeting place, special luncheon requirements, etc., and tentative recommendations for next meeting thereafter.
- ✓ Arranges for the first program of the next fiscal year following the end of the previous Chairperson's term of office
- ✓ Obtains guidance and ideas from Board of Directors and confirms next scheduled program and tentative plans for meetings thereafter
- ✓ Confirms program and any special arrangements with the Board so that a minimum of two months lead time on meeting arrangements is met. In addition, adheres to Program/Announcement procedures and timetable
- ✓ Prepares draft of Program/Meeting announcement(s) and submits to Publicity Chairperson
- ✓ Presents creative ideas on program format modifications, if desirable, to the Board of Directors for review.
- ✓ Seeks assistance from Publicity Committee as desirable for any special Program/Publicity needs

CHAIRPERSON/EDUCATION COMMITTEE

- ✓ Consistent with Forum objectives, submits suggestions for ways Forum can provide educational assistance to its industry and to the general public

- ✓ Based on suggestions and Board of Directors Guidelines, continue existing and implement new programs as desired
- ✓ Represents Forum as member of SCAG Advisory Committee, if needed.
- ✓ Assists program Chairperson where committee interests have common objectives

CHAIRPERSON/FINANCE COMMITTEE

- ✓ Monitors Treasurer activities to ensure that Forum funds are being well managed
- ✓ With assistance from Treasurer, prepares proposed budget for next fiscal year for Board of Directors approval no later than May of each fiscal year
- ✓ Makes recommendations as required on suggested changes in dues, program fees or other actions that will help keep the Forum financially sound

CHAIRPERSON/MEMBERSHIP COMMITTEE

- ✓ Monitors membership census through Executive Secretary on continuing basis
- ✓ Reports on membership status at all regularly scheduled Board and General membership meetings
- ✓ Continually seeks new ways of bringing in new members
- ✓ Through Executive Secretary, send out special mailings promoting Forum

CHAIRPERSON/NOMINATING COMMITTEE

- ✓ Seeks out interested prospective directors
- ✓ Presents list of qualified and interested parties seeking Director nominations to Board of Directors no later than March of every fiscal year
- ✓ With guidance from Board of Directors, screens candidates and confirms availability of prime candidates
- ✓ Formally nominates prospective candidates for membership voting in May of each fiscal year

EXHIBIT "A"
PROGRAM/ANNOUNCEMENT PROCEDURES

ASSUMPTION: there will be five luncheon programs approximately during September, November, January, March and May of every fiscal year.

1. Program Chairperson is named at Jun organizational meeting after Board of Director elections in May
2. Program Chairpersons holds meeting(s) with previous Program Chairperson, Vice-Chairperson, other interested Directors and Committee members during June/July in preparation for a Board meeting in August
3. Program Chairperson presents to Board of Directors at August meeting a list of proposed programs with specific recommendations for September and November programs. In addition, tentative plans are made for the January meeting. November meeting plans are approved and tentative plans for January meeting agreed to.
4. At Board of Directors meeting prior to September program (same day), program for November is confirmed and tentative plans for January meeting are to be agreed to. This same procedure is followed throughout the fiscal year. Special Board of Directors meetings can be called as required if there are complications or considerable questions on program plans.
5. Except for September meeting where planning time is limited, program/announcement procedures and schedule for the individual programs are as follows:

| <u>ACTIVITY</u> | <u>RESPONSIBLE PARTY</u> | | |
|---|---|------------|------------|
| | <u>minimum number of weeks before meeting</u> | | |
| | Prog. Chair | Exec. Sec. | Pub. Comm. |
| Programs preplanned in concept | - | | |
| Program approved by Board | 12 | | |
| Program confirmed | 9 | | |
| Participant (speaker) information to Executive Secretary for confirming letters and mean, attendance/venue requirements | 8 | | |
| Flyer to Pub. Comm. & Exec. Sec. | 8 | | |

| <u>ACTIVITY</u> | <u>RESPONSIBLE PARTY</u> | | |
|--|---|------------|------------|
| | <u>minimum number of weeks before meeting</u> | | |
| | Prog. Chair | Exec. Sec. | Pub. Comm. |
| Normal space/catering arrangements | | 8 | |
| Extraordinary space/catering arrangements, etc. | 8 (or more) | | |
| Press release to Journals & house organs | | | 8 |
| Flyers to membership other lists | | 4 | |
| Press release to media | | | 2 |
| Start phone help if needed | 1 ½ - 1 | | |
| Confirm luncheon & attendance/venue arrangements | | ½ | |
| Thank you letters to participants | | 1 | |
| Bill unpaid reservations | | 1 | |