# Board of Directors

## Powers

Except as otherwise provided by California law, in the Certificate or in these Bylaws, the Board will direct all affairs of the Corporation and may exercise all powers available to a corporation under applicable law, including without limitation the power to authorize officers or agents to enter into contracts, execute financial instruments, and make other commitments on behalf of the Corporation. All corporate powers are exercised by or under authority of the Board.

## Board Composition

The Board of Directors shall consist of “Promoter Directors” (Directors) plus up to two At-Large Directors. Each Promoter Member organization shall have the right to appoint one Director. Each Director must be an employee or authorized agent of a Promoter Member organization. A Director can represent only one Promoter Member. The number of Directors shall not exceed the number of Promoter Member organizations plus two. A Director may serve until:

1. (a) He or she is no longer an employee or agent of the Promoter Member organization that appointed him or her,
2. (b) he or she resigns from the Board, is replaced by his or her employer, or is removed from office,
3. (c) the membership of the Promoter Member organization is terminated or its class of membership changes.

The At-Large Directors shall be elected and serve as set forth in Section 3.2.1.

### At-Large Directors

The Board of Directors shall also include up to two At-Large Directors. Up to two At-Large Directors shall be nominated and elected at the Annual Meeting. There is no requirement that a candidate for At-Large Director be an OFA member, however, once elected an At-Large Director is provided with an Individual Membership, at no cost, for the period of his or her term. An At-Large Director cannot represent, or be affiliated with, a Promoter Member. At-Large Directors serve beginning as of the date of the election and ending at the date of the succeeding election. An At-Large Directors shall have no voting rights, and participation shall not count towards quorum for the purposes of conducting Board business.

### Alternates

Each Director may designate an individual to act as a Director in his or her stead, whether for a single meeting or as a standing alternate. The designation is made by posting a notice to the appropriate mailing list. For purposes of quorum and attendance, the original Director is considered as present for that meeting, and any action taken by such individual shall be valid as if taken by the original Director. The alternate must also be an employee (or authorized agent) of the relevant Promoter Member. The original Director or the Promoter Member that Director represents may withdraw such designation at any time.

## Appointment of Directors

Each Director is appointed by a Promoter Member as provided in Section 3.2; no annual or other meeting of members or Directors for the purpose of electing Directors is required. While Directors are expected to be ‘permanent’, a Promoter Member may periodically appoint a new Director as its Board representative by posting a notice to the appropriate mailing list prior to the start of the meeting when the new Director’s appointment begins

## Good Standing

A Director shall be considered in Good Standing if:

1. He or she has participated in at least three of the previous five duly announced meetings, not including the current meeting and that Director represents a Promoter Member in Good Standing, or
2. He or she represents a new Promoter Member organization.

Once lost, Good Standing is restored at the end of the second consecutive meeting attended by that Director. Attendance by proxy or by alternate is not counted toward restoring Good Standing.

A Director in Good Standing shall have the privilege to assign a proxy to vote on his or her behalf and to assign an alternate, as described in Section 3.2.2, to represent him or her on any matter that may come before the Board.

## Removal

A Director may be removed from office for any cause deemed sufficient by the Board acting by the affirmative vote of the full number of Directors then in Good Standing, minus one. In the event of the removal of a Director, the Promoter Member retains its right to appoint a Director but may not re-appoint the removed Director.

## Compensation

Directors will not receive compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses deemed appropriate by the Board.

## Transactions with Interested Parties

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

1. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
2. The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board.

## Meetings

### Location, Telephonic Meetings

The Board and any Board committees may hold regular or special meetings at any location worldwide or by any electronic means. Participation by telephone, videoconference or any similar means is sufficient provided that all meeting participants can concurrently communicate with each other, and such participation will constitute presence for the purposes of these Bylaws and the General Corporation Law of Delaware.

### Regular and Special Meetings

Regular meetings of the Board may be held at times determined by the Board and communicated to all Directors. Any officer of the Corporation may call a special meeting, or any one Director may call a special meeting if that one Director is the only Director in office. The party calling a special meeting must use all reasonable efforts to effect actual notice of the special meeting upon all other Directors no less than two business days prior to the special meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting.

### Quorum and Voting

For any given meeting each Director in Good Standing is counted toward quorum for that meeting and is eligible to vote on any matter before the Board at that meeting. A Director who is not in Good Standing is not counted toward quorum for that meeting and is ineligible to vote at that meeting. He or she may participate in any other Board activities.

A majority of the Directors in Good Standing immediately before a meeting constitutes a quorum for the transaction of business at that meeting. Each Director in Good Standing will have one vote.

Except as otherwise required by the General Corporation Law of Delaware or by these Bylaws, the act of the majority of the voting Directors in Good Standing present at which a quorum is present will be an act of the Board.

In the absence of a quorum at any such meeting, a majority of the Directors present may adjourn the meeting from time to time and set a time for the meeting to be continued. Notice of the new time will be given to all Directors not present as provided in Section 3.8.5 below.

For any one meeting, a Director in good standing may assign his or her vote to a proxy by posting a notice to the appropriate mailing list prior to the start of the meeting. The proxy need not be a representative of the Promoter Member’s organization. For purposes of quorum and attendance, that Director is not considered present.

A Director may be excused by notifying the meeting chair prior to the start of the meeting. An excused Director is not counted toward quorum but is counted as present for purposes of calculating Good Standing.

### Conduct of Meetings

The Corporation’s Chair shall serve as chair for each meeting of the Board. In his or her absence, the meeting shall be chaired by the Vice Chair. In his or her absence, the meeting shall be chaired by the Secretary. In his or her absence, the meeting shall be chaired by the Treasurer.

In the event that no Officers are present, the remaining Directors, representing a quorum, may select someone from among themselves to serve as chair for the conduct of that meeting. Minutes of each meeting shall be kept by a secretary for the meeting appointed by the chair for that meeting. The Secretary shall be responsible for maintaining the minutes of each meeting.

### Notices

All notices required under this Article will be given to all Directors in office at the time of such notice and may be given by telephone (including voice message), email, facsimile, or in person at least 24 hours in advance of the meeting or by first class mail to such Director’s last known business address at least three business days in advance.

## Action without a Meeting

Board actions may be taken without a meeting if

1. The Board Chair or his or her delegate sends a written communication to all Directors then in office describing the action by email, facsimile or first-class mail to the contact information then on file with the Board,
2. No Director objects, within 10 business days, to taking action without a meeting, and
3. A majority of Directors then in office communicate an affirmative vote, unless these Bylaws require a 3/5 majority to affirm the action at hand.