# 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 organization. The number of Directors shall not exceed the number of Promoter Member organizations plus two. A Director may serve until:

1. He or she is no longer an employee or agent of the Promoter Member organization that appointed him or her,
2. He or she resigns from the Board, is replaced by his or her employer, or is removed from office,
3. 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 organization. At-Large Directors serve beginning as of the date of the election and ending on the date of the succeeding election. An At-Large Director 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 an Alternate Director (‘Alternate’) in his or her stead, whether for a single meeting or as a standing alternate. The intention of this provision is to allow a company to maintain its representation on occasions when the normal Director is unavailable. Care should be taken to avoid rapid or regular rotation of alternates. An Alternate must be affiliated with the same Promoter Member organization as the Director. The designation is made by the Director by posting a notice to the appropriate mailing list. For purposes of quorum and attendance, the original Director is considered to be present for that meeting, and any action taken by such an Alternate shall be valid as if taken by the original Director. The original Director or the Promoter Member organization that that Director represents may withdraw such designation at any time by posting a notice to the appropriate mailing list.

Designating an Alternate is distinctly different from assigning a proxy which is described in detail in Section 3.8.7 Quorum and Voting. An Alternate is empowered to act on behalf of the Director in all respects; a proxy is the assignment of a Director’s ballot for a specific vote. A proxy is not empowered to act on behalf of the Director as is an Alternate.

## Appointment of Directors

Each Director is appointed by a Promoter Member organization 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’ (in order to maintain a sense of continuity of the Board and its proceedings), a Promoter Member organization 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. At no time may a Promoter Member organization be represented by more than one individual.

## 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 organization in Good Standing, or
2. He or she represents a new Promoter Member organization.

A Director in Good Standing shall have the privilege 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.

Once lost, a Director’s Good Standing is restored at the end of the second consecutive meeting attended by that Director. Attendance by an Alternate is not counted toward restoration of Good Standing.

A Promoter Member organization may replace a Director who is not in Good Standing, but the new Director inherits the standing of the Director being replace. That is, the Good Standing rule cannot be circumvented by replacing a Director who is not in Good Standing. Similarly, a Director who is not in Good Standing may assign an Alternate, but that Alternate also inherits the standing of the appointing Director.

## Removal

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

## Compensation

A Director shall not receive compensation from the Corporation for carrying out his or her duties as a Director. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses as 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, teleconference, web-based collaboration methods 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 Meetings

Regularly scheduled, recurring meetings of the Board may be held at times determined by the Board and communicated to all Directors. In addition to the mechanisms for delivering notice described in Section 3.8.4, posting of such regular recurring meetings to the OFA central calendar shall constitute notice.

### Special Meetings

Any officer of the Corporation may call a special meeting of the Board, or any one Director may call a special meeting if that one Director is the only Director then in office. Notice of such a meeting must be provided no less than 48 hours before the scheduled meeting time and must include an agenda indicating the purpose for the meeting. Notice may be provided by any of the methods described in Section 3.8.4 Notices.

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### Action by the Board

Action is taken by the Board during a meeting through a vote held pursuant to a proposal (“proposal”, “motion”, or “voteable item”) offered by a Director in Good Standing. Before any Board action, such a proposal must have been made available to the Board using one of the mechanisms described in Section 3.8.4 Notices not less than 48 hours prior to the commencement of the meeting (“the 48 Hour Rule”). The 48 Hour Rule may be waived during the meeting by unanimous agreement of all Directors in Good Standing present at the meeting, however such action taken during the meeting is considered conditional for a 24-hour period following the close of the meeting. During that 24-hour period, those not present at the meeting may raise an objection to the action. If no such objection is raised, the action is considered final and the topic is closed. If such an objection is raised, the matter can be re-considered at a later Board meeting where the 48 Hour Rule is considered to have been met.

### Action via Email

Under extraordinary circumstances, action may be taken by the Board through an email vote held pursuant to a proposal offered by a Director in Good Standing. Before an email vote can be held, a proposal must have been offered to the Board consistent with the 48 Hour Rule and may only be held for a proposal that has been considered by the Board during its meeting. An email vote must not be used to circumvent the Board’s normal practices as described in this section and is only offered in extraordinary circumstances, for example to allow a Director to confer with his Promoter Member organization following discussion of the proposal.

### Quorum and Voting

For any given meeting each Director (or Alternate) 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 or discussions.

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 a meeting 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 as provided in Section 3.8.4.

for a particular meeting

For any one meeting, a Director (or Alternate) 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, nor does the proxy represent the Director in any way, other than to cast a vote on behalf of the absent Director.

### Conduct of Meetings

The chair for any given meeting of the Board is charged with the orderly conduct of business during that meeting. This includes the right to limit the length of discussion, who may speak, or topics to be discussed at the meeting. The purpose is to ensure orderly conduct of business; this right shall not be employed to artificially stifle or limit discussion among Board members.

Any Board member shall have the right to petition the chair to add a topic to the agenda for any given meeting. However, the Board may not take action pursuant to Section 3.8.5 on such a topic in violation of the 48 Hour Rule.

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 Corporation’s Secretary shall be responsible for maintaining and archiving the minutes of each meeting.

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