

**BYLAWS**  
**OF**  
**INTERNATIONAL OZONE ASSOCIATION INC.**  
**(a nonprofit public benefit corporation)**

ARTICLE I.

NAME

Section 1. Name. The name of this corporation is INTERNATIONAL OZONE ASSOCIATION INC. (hereafter "IOA" 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.

Section 2. Specific Purposes. The specific purpose of this corporation is to engage in educational and research activities relative to any and all aspects of ozone and related oxidant species technologies.

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 public and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any member, director, or officer, or to the benefit of any private person.

## ARTICLE IV.

### MEMBERS

Section 1. No Voting Members. This corporation has no statutory voting members. To the extent any individual or entity is referred to as a “member” in these Bylaws or in any corporate materials, it shall be understood that such 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.

Section 2. Non-Voting Members.

(a) The corporation shall have six (6) categories of non-voting members as follows and as more fully described on the IOA website:

- Premier
- Value
- Student
- Honorary
- Operations
- Corporate

(c) All members are admitted to membership on condition of signing any required membership application/agreement (which includes agreeing to comply with these Bylaws and any policies and procedures adopted by the Board), and the payment of such dues, fees, and assessments as shall be established by the Board.

Section 3. Dues, Fees, and Assessments. The dues, fees, and assessments for all members of IOA shall be set by the Board.

Section 4. Good Standing. Those IOA members who have timely paid the required dues, fees or assessments, and who are not in violation of any bylaw, policy or procedure of IOA, shall be members in good standing.

Section 5. Termination of Membership. Membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of a member upon notice to IOA;
- (b) Death of a member who is a natural person;
- (c) The dissolution of a member that is an entity;
- (d) Failure of a member to pay any fees, dues, or assessments within the period of time established by the Board after they become due and payable;
- (e) Expulsion pursuant to Sections 6 and 7 of this Article.

Section 6. Suspension or Expulsion from Membership. Any IOA member may be suspended or expelled in accordance with this Article, based on the good faith determination by the Board,

or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to comply with IOA's Articles of Incorporation, Bylaws, policies, procedures, code of ethics if any, or any law applicable to IOA and its members, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of IOA.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 7. Procedure for Suspension or Expulsion. If grounds appear to exist for suspension or expulsion of a member under this Article, the procedures set forth below shall be followed:

- (a) The member shall be provided at least 15 days prior notice of the proposed suspension or expulsion and the reasons for the proposed suspension or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first class or express mail to the member's last address as shown on IOA's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension or expulsion should take place.
- (c) The Board or authorized committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or committee shall be final.
- (d) Any action challenging an expulsion, suspension or termination of membership, including any claim alleging defective notice, must be commenced within one year after the effective date of the expulsion, suspension or termination.

Section 8. Effect of Termination, Suspension or Expulsion. All rights and privileges of a member of IOA shall cease upon termination, suspension or expulsion from membership. If a suspended member also has a director/officer on the Board, he/she will not be eligible to serve on the Board during the period of the member's suspension. He/she may resume his/her director/officer duties if the suspension is lifted and good standing is restored.

In the case of termination or expulsion, the member's membership in IOA shall terminate on the effective date of the termination or expulsion. If the terminated or expelled member is or had a director/officer on the Board, the director/officer shall no longer be eligible to serve on the Board as of the effective date of the member's termination or expulsion.

However, termination, suspension or expulsion shall not relieve the member (or former member) of any existing obligations to IOA (e.g. unpaid dues, fees, or assessments, duties of loyalty and confidentiality relative to IOA if the member had a director/officer on the Board, duty to return IOA property and documents, etc).

Section 9. No property Rights/No Withdrawal Value. Membership in IOA does not constitute an ownership interest in any asset of IOA at any time. If a member is terminated or expelled

for any reason, IOA shall not be liable for the payment of any amount whatsoever to the member. Each member is received into membership on its express agreement to this provision.

Section 10. Liability of Members. Except as required by law, no member is liable for IOA's debts, liabilities, or obligations.

## 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. Employ an individual, or retain a management firm, or contract with another entity, to administer the day-to-day activities of the corporation. An individual employed or designated to manage the corporation shall be known as the Executive Director and may not also serve 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) 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 not less than twenty (20) and not more than forty (40) directors, the exact number to be determined from time to time by resolution of the Board.
- (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 IOA may be a director on the Board at the same time.

Section 3. Election; Term of Office; Term limits. At the annual Board meeting, the Board shall nominate and elect directors to available positions by majority vote. The Board or the Executive Committee may adopt additional nomination and election procedures. The term of office of each director shall be two (2) 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 Board at any properly called and notice Board meeting where a quorum is present.

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 elected or appointed director or directors.

(c) Filling Vacancies. Vacancies on the Board may be filled by the Board at any properly called and noticed Board 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 ten (10) days before the meeting if sent by first-class mail or express mail service, or seven (7) days 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 director on the Board 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.

(m) **Attendance.** Any director who misses three (3) consecutive Board meetings for any reason automatically loses his or her seat on the Board. The Board Secretary, will promptly notify (or cause to be notified) the removed director via email regarding the removal after the third missed Board meeting.

The Board may waive this provision as to a particular director by majority vote at the next Board meeting after the three missed meetings. The Board's waiver of the automatic removal provision can be based on an excuse acceptable to the Board or any other justification deemed appropriate by the Board. Any vacancy created by this provision shall be filled in accordance with Article V, Section 5(c) above.

Section 7. Compensation and Reimbursement. Directors and elected officers shall not receive compensation for their services on the Board. Directors and elected officers 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, Immediate Past President, President-Elect, Secretary, Treasurer, and four (4) Vice Presidents. All elected officers must be directors.

The Executive Director, if any, shall be an officer of the corporation for banking and business purposes, but not an elected officer.

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

Section 3. Terms of Office; Term Limits. Officers shall serve at the pleasure of the Board. Elected officers shall serve two (2) 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 qualified and elected by the Board.



Section 4. Removal of Officers. Any officer may be removed at any time, with or without cause, by a majority vote of the Board at any properly called and noticed 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 Secretary of IOA. The resignation shall take effect as of the date the notice is received (or later if agreed to by IOA) and 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 shall 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.

(b) Vice-Presidents. If the President is absent or unable to serve, a Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

(c) 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 or the Bylaws may prescribe.

(iii) If both the President and the Vice-President are 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 on the President.

(iv) Some duties of the Secretary may be delegated to paid staff. However, the Secretary shall maintain oversight authority for all such delegated duties.

(d) 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 or 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 or the Bylaws may prescribe.

(iii) Some duties of the Treasurer may be delegated to paid staff. However, the Treasurer shall maintain oversight authority for all such delegated duties.

## 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. Executive Committee. The Executive Committee shall be a "standing committee of the board" subject to all the rules applicable to "committees of the Board" described in this Article.

The Executive Committee shall consist of the elected officers of IOA – President, four Vice Presidents, Secretary, and Treasurer, plus the President-Elect and Immediate Past-President (so long as the President-Elect and Immediate Past-President are directors on the Board). The Executive Committee may also, in its sole discretion, appoint an advisor who shall provide advice and counsel to the Executive Committee but who shall not be a member of the Committee or have a vote.

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of IOA, except for actions that no committee may take pursuant to Section 1 above.

Section 3. 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 4. 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 of the committee present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

Section 5. 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 6. 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, and
  - (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 January 1 and ends on December 31 of each 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, website content, scientific papers, research results, contracts, trade names, logos, service marks, membership lists, donor lists, and member 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 California Franchise Tax Board.

IOA shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements which are applicable to IOA 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 Board at any properly called and notice meeting where a quorum is present, so long as the amendments, proposed repeal, or new Bylaws are provided to each director at least ten (10) 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.

#### ARTICLE XIII.

#### EFFECTIVE DATE

Section 1. Effective Date. These Bylaws shall take effect on the date the corporation's articles of incorporation are filed by the California Secretary of State.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of the INTERNATIONAL OZONE ASSOCIATION INC., a California nonprofit public benefit corporation; that the above Bylaws, consisting of 16 typewritten pages including this page, are the Bylaws of this corporation as approved by the Board of Directors on June 7, 2022 and effective on June 30, 2022; and that they have not been amended or modified since that date.

Executed on the 11th day of July, 2022 at

San Francisco, California.

  
Jim Lauria, Board Secretary