



BYLAWS OF AMERICAN CONSUMER COUNCIL
As Amended on August 18, 2023

ARTICLE 1

DEFINITIONS, OFFICERS AND PURPOSES

1.1. Definitions. As used in these bylaws, the following terms shall have the meaning set forth below:

1.1.1. “Board” shall mean the Board of Directors of the corporation.

1.1.2. “Directors,” when used in relation to any power or duty requiring collective action, shall mean the Board of Directors of the corporation.

1.1.3. “Nonprofit Law” shall mean the California Nonprofit Public Benefit Corporations Law, as amended from time to time.

1.1.4. “Chapter” shall mean a local chapter, state consumer council, or regional council that has been approved and sanctioned by the Board of Directors of the corporation under Section 8.6 of these Bylaws.

1.2. Principal Offices. The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of California. If the principal executive office is located outside the State of California, and if the corporation has one or more business offices in such state, then the Board of Directors shall also fix and designate a principal business office in the State of California.

1.3. Other Offices. The corporation may also have offices at such other places, within or without the State of California, where the corporation is qualified to conduct its activities, as the Board of Directors may from time to time designate or as the interests of the corporation may require.

1.4. Charitable Purposes. The general charitable purposes of this common bond association and non-profit corporation are as follows:

1.4.1. To act as a common bond association that unifies American consumers through one voice to advocate on issues relating to consumer safety, e-commerce, protecting consumers’ interests, teaching consumers about safe,

reliable consumer products and services; and, to provide financial education programs to help consumer save their money and invest wisely with reputable financial institutions.

1.4.2. To promote the use of safe, reliable consumer products and services that enhance the environment and enrich the lives of consumers.

1.4.3. To promote corporate social responsibility with respect to consumer products.

1.4.4. To support a higher quality of life for all American consumers through financial education programs.

1.4.5. To engage in other charitable activities that may be in furtherance of the foregoing purposes.

1.4.6. To encourage our members to take an active role in furthering the goals of the corporation by participating in the various programs and activities sponsored by the American Consumer Council and its state affiliate consumer councils.

1.4.7. To foster member participation that demonstrates common loyalties, mutual benefits and mutual interests by conducting meetings, workshops and educational forums as required that further the mission and goals of the corporation.

ARTICLE 2

DIRECTORS

2.1. Eligibility to Service. No more than 49% of the persons serving as Directors may be interested persons within the meaning of section 5227 of the California Corporations Code, or any successor statute. The directors shall be persons who support the goals and objectives of this corporation.

2.2. Powers of Board. Subject to the provisions of the California General Corporation Law and to any limitations in the Articles of Incorporation relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and authority to:

2.2.1. Select and remove all officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, fix their compensation, and require from them security for faithful service.

2.2.2. Change the principal executive office or the principal business office in the State from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or foreign country and conduct business within or without the State; and designate any place within or without the State for the holding of meetings, including annual meetings.

2.2.3. Borrow money and incur indebtedness for the purpose of the corporation, and cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

2.3. Number and Qualifications of Directors. The authorized number of directors shall be seven until changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to this section adopted by the vote or written consent of a majority of Directors. The persons who may serve as Directors shall be determined in accordance with the following:

2.3.1. The President of this corporation shall always be a director.

2.3.2. The Secretary and/or Secretary-Treasurer shall always be a director.

2.4. Election and Term of Office. Except for persons who shall serve as Directors without a vote, as provided in section 2.3 above, the Directors shall be nominated by a member of the organization and seconded by a member of the organization. Those candidates shall then be placed in nomination and elected at an annual meeting of the association's Board of Directors. In the case of a tie vote, the Chairman, or his designee, shall toss a coin with the winner being elected to the Board of Directors.

Each Director so elected shall hold office for a term of three years and until a successor has been elected and qualified. No reduction in the authorized number of Directors shall have the effect of removing any Director before such Director's term of office expires. There shall be no limitation on the number of times that a Director may be re-elected.

2.5. Vacancies. For the purposes of this section, a vacancy in the Board of Directors shall be deemed to exist (a) if a Director dies, resigns, or is removed by a majority of the members or a court of competent jurisdiction, as provided by sections 303 or 304 of the California Corporations Code, (b) if the Board declares vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of a court, (c) if the authorized number of directors is increased, or (d) if at any annual meeting at which one or more directors are to be elected, less than all the authorized number of Directors are voted into office at such meeting. Any director may resign upon written notice given to the Chairman of the Board, the president, the secretary or the Board.

Such written notice of resignation shall be effective when given, unless such notice provides for a later effective date. If such written notice of resignation provides for a later effective date, the vacancy so created may be filled in accordance with this section, with such successor Director to take office when the resignation is effective. Except for a vacancy caused by the removal of a Director, a vacancy in the Board of Directors may be filled by the approval of the Board, or if the number of Directors then in office is less than a quorum, then such vacancy may be filled by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice (or waivers of notice) complying with section 307 of the California Corporations Code, or (c) a sole remaining Director. A vacancy created by the action of the Board declaring vacant the office of a Director who has been convicted of a felony or declared of unsound mind by an order of a court, may be filled by the Board.

2.6. Place of Meetings. Regular and special meetings of the Board of Directors shall be held at any place within or without the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular and special meetings shall be held at any place within or without the State of California that has been designated from time to time by the president of the corporation. In the absence of such designation, regular and special meetings shall be held at the principal executive office of the corporation. Any meeting, regular or special, may be held by telephonic conference or similar communication equipment, so long as all Directors participating in such meeting can hear one another, and at any such meeting Directors shall be deemed to be present in person at such meeting if participating by conference telephone or other similar communication equipment.

2.7. Annual Meetings. Immediately following each annual meeting of the members, the Board of Directors shall hold a regular meeting to consider matters of organization, any desired election of officers and the transaction of other business. Notice of this meeting shall not be required unless such meeting is to be held at a place other than the place where such annual meeting of the members was held.

2.8. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice, provided the notice of any change in the time of any such meetings shall be given to all of the Directors. Notice of a change in the determination of the time shall be given to each Director in the same manner as notice of special meetings of the Board of Directors.

2.9. Special Meeting. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the chairman of the Board, the president, any vice president, the secretary or any two Directors. Notice of the time and place of special meetings shall be delivered by first class mail, by email, or by telephone to each Director addressed to each Director at his or her address as it is shown upon the records of the corporation. All such notices, unless otherwise agreed to by the recipient, must be delivered at least four days prior to the time of the holding of the meeting.

Any oral notice given personally or by telephone may be communicated to either the Director or to a person at the office of the Director who can reasonably be expected to communicate it promptly to the Director. Any notice under this section need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

2.10. Waiver of Notice. Notice of any meeting need not be given to any Director who (a) signs a waiver of notice, whether before or after the meeting, or (b) sign an approval of the minutes of such meeting, or (c) attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. Any waiver of notice need not specify the purpose of the meeting for which such notice has been waived. Any such waiver shall be filed with the minutes of the proceedings of the Board.

2.11. Quorum. Except as provided in section 2.12 below in the case of adjournment, a majority of the authorized number of Directors shall constitute a quorum of the Board for the transaction of business. Except as otherwise provided in the Articles of Incorporation or in these Bylaws, every act or decision done or made by majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to any more stringent provisions of the California Nonprofit Public Benefit Corporations Law. Any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

2.12. Adjournment. When a majority of the Directors are present, whether or not a quorum is present, they may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, then notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

2.13. Conduct of Meetings. At every meeting of the Board, the Chairman of the Board or, in his absence, the president of the corporation or, in his absence, the vice president designated by the president or, in the absence of such designation a Chairman chosen by a majority of the Directors present shall preside. The secretary of the corporation shall act as secretary of the meeting. If the secretary shall be absent from any meeting, the Chairman may appoint any person to act as secretary of the meeting.

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

2.15. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to the following:

2.15.1. The approval of any action which under the California Nonprofit Public Benefit Corporation Law also requires director approval.

2.15.2. The filling of vacancies on the Board of Directors or in any committee.

2.15.3. The fixing of compensation of the Directors for serving on the Board or on any committee.

2.15.4. The amendment or repeal of Bylaws or the adoption of new Bylaws.

2.15.5. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.

2.15.6. The appointment of any other committees of the Board of Directors or the members of such committee.

2.15.7. Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected.

2.15.8. 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 such approval is provided for in Section 5233 of the California Corporation Code.

2.16. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with the provisions of this Article 2 applicable to meetings and actions of the Board, with such changes in the context of those sections of the Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time of regular meetings of committees may be determined by resolution of the Board of Directors as well as the committee, special meetings of committees may also be called by resolutions of the Board of Directors and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committees not inconsistent with the provisions of these Bylaws.

2.17. Duties of Directors. Each Director shall be subject to the following:

2.17.1. Each Director shall perform the duties of a Director, including duties as member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best

interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

2.17.2. In performing his or her duties, each Director shall be entitled so long as in any such case he or she acts in good faith after reasonable inquiry when the need for it is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted, to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (a) one or more officers or employees of the corporation whom the Director believes to be reliable and competent in matters presented, (b) counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence, or (c) a committee of the Board on which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence.

2.18. Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for the services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. Nothing in these Bylaws shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation for such services.

2.19. Transactions with Corporation. No contract or other transaction between the corporation and one of its Directors, or between the corporation and any corporation, firm, or association in which a Director of this corporation has a material financial interest, is either void or voidable because such interested Director is present at the meeting of the Board or Board committee which authorizes, approves, or ratifies the contract or transaction, if the following conditions are satisfied:

2.19.1. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the Board of Directors (as such approval is defined in Section 153 of the California Corporations Code), in good faith, with the interested Director not being entitled to vote with regard to such contract or transaction; or

2.19.2. The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by vote sufficient without counting the vote of such interested Director, and the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved, or ratified; or

2.19.3. As to contracts or transactions not approved as provided in sections 2.19.1 and 2.19.2 above, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved, or ratified.

A mere common directorship does not constitute a material financial interest within the meaning of this section. Nor shall a Director be treated as having an interest within the meaning of this section in the case of a resolution fixing the compensation of another Director as a Director, officer, or employee of the Corporation, notwithstanding the fact that such Director is also receiving compensation from the corporation. Interested or common Directors may be counted in determining the presence of a quorum at a meeting of the Board or Board committee which authorizes, approves, or ratifies a contract or transaction.

2.20. Nomination and Election of Directors. The Chairman of the Board, or if none, the President, shall appoint a committee to select a qualified candidate for the Board at least 60 days prior to the annual meeting of the members. The nominating committee shall make its report to the Board at least 30 days prior to the annual meeting of members. The Secretary shall forward to each member with the notice of meeting required by law, a

copy of the list of candidates nominated by the nominating committee. If there is a meeting of members to elect directors, then any member present, in person or by proxy, may place names in nomination. Without Board approval, no corporate funds may be expended to support a nominee for director after more people have been nominated for directors than can be elected.

ARTICLE 3

MEMBERSHIP

3.1. Classes of Membership. This corporation shall have four classes of Voting Membership, denoted as Regular Members, Corporate Members, Business Members, and Sponsoring Members.

A. Regular Membership shall be open to those individual consumers who live, work or worship in the United States, or are citizens of the United States, or visitors to the United States, or immigrants to the United States, or possess a valid government identification from a state or federal agency, and currently use or have purchased a major consumer product or service that is warranted by a licensed business* [see approved list] within three years of submitting their application for membership, and support the objectives of this non-profit corporation, and who pay the required annual dues as set by the Board of Directors from time to time, All Regular Members shall be voting members of the corporation and their resident chapter based on their physical address. A regular Member may only be a member of one local chapter of this organization at a time.

Any person meeting the requirements for membership as set forth above in 3.1 shall be eligible for membership on approval of their membership application submission, and upon payment of any dues or fees fixed by the Board of Directors. The organization reserves the right to review all membership applications and determine each applicant's authenticity and compliance with the aforementioned membership requirements prior to acceptance as a member of the corporation.

***Eligible Products or Services.** A major consumer product or service is defined herein as, but not limited to, any of the following: motor vehicle, housing, medical services, financial services, insurance, education, transportation, personal services, apparel, recreation and communications or technology equipment.

The first 100 members to join this Corporation shall be known as Founding Members. A Founding Member shall otherwise be the same as a Regular Member. All Regular Members are deemed voting members of the organization. All regular members are entitled to enjoy the full services, benefits and privileges afforded to members including eligibility to join a credit union that is affiliated with this corporation, insurance program benefits, travel benefits and discount programs as offered from time-to-time.

B. Corporate Members shall be defined as follows with membership voting rights:

1. Exclusive Corporate Sponsors. Companies that become *Exclusive* Corporate Sponsors of ACC are deemed non-voting members and pay an annual fee as set by the Board of Directors. This allows such companies to become the exclusive sponsor for their brand (i.e. insurance, auto sales, technology, consumer products, etc.). As an Exclusive Corporate Sponsor, your company gains *exclusivity* in its product or service class to work with ACC as a marketing partner. No other company can affiliate with ACC in your product or service classification. Also, this allows ACC to exclusively market your products/services to our

members. Exclusive Corporate Sponsors agree to a three-year term for their membership. This term can be renewed for additional periods of three years.

2. Non-Exclusive Corporate Sponsors. Companies that become a *Non-Exclusive* Corporate Sponsors of ACC pay an annual fee as set by the Board of Directors. This allows your company to be listed as a corporate sponsor on ACC's website and formally recommended and endorsed by ACC to its members and affiliated consumer federation organizations. All Non-Exclusive Corporate Members shall be non-voting members of the corporation.

C. Business Membership shall be open to any licensed Business, Church, Nonprofit organization, Family Trust, Government agency, or Native American Tribe. The Board of Directors shall have the right to add new business categories that include any organization, entity or corporation that supports the objectives of this non-profit corporation and is duly organized and operating in accordance with the laws of the state in which its principal office is located or the United States of America and that pays such annual dues as may be set by the Board of Directors, or is applying to join a sponsoring member credit union that has paid the required annual sponsoring member dues. All Business Members shall be considered Lifetime Members upon the payment of their full membership dues as set forth by the Board of Directors and designated as non-voting members of the corporation.

D. Sponsoring Membership shall be reserved for credit unions that pay the required annual sponsoring member dues. Sponsoring members are deemed non-voting members. Any credit union meeting the requirements for membership shall be eligible for sponsoring membership on approval of the sponsoring membership application and signing the Terms & Conditions of Sponsoring Membership agreement for a sponsoring member as set forth from time to time by the Board of Directors and upon payment of any dues or fees fixed by the Board. All regular members of this corporation shall be afforded the opportunity to join a sponsoring member credit union provided such member meets that credit union's eligibility requirements.

Sponsoring Members are designated as authorized membership enrollment agents of the American Consumer Council and/or their state or local consumer council. When a Sponsoring Member approves an individual or business to become a member of their credit union, they may concurrently enroll that individual or business as a member of ACC and/or their respective state or local consumer council SEG. All members of a state/local consumer council are also granted full voting membership rights in the American Consumer Council.

The Board of Directors may, from time to time, add or delete other consumer groups, credit unions, or corporate entities as members; and the members of which shall be eligible (or shall cease to be eligible, as applicable) for membership in this corporation, subject to the requirement for dues payment. Without limiting the forgoing, the following persons or classes of persons shall be automatically eligible for membership in this corporation (subject to payment of dues and other procedural requirements):

3.1.1. Members, as of May 1, 1996 of the California Consumer Council, the American Consumer Council, and a duly recognized chapter of this organization who reside, work, worship, or conduct business in the United States of America; and who shall apply for and be accepted for membership in this corporation.

3.1.2. Members, as of May 1, 1996 of any legally chartered credit union who reside, work, worship, or conduct business in the United States; and who shall apply for and be accepted for membership in this corporation.

3.1.3. Any person, organization, entity, or corporation that is accepted as a member of a state or local consumer council operated by the American Consumer Council shall also be accepted as a member of the American Consumer Council and afforded all the same rights and privileges for which they are entitled as a member of the American Consumer Council.

3.2. No Transfer of Membership. A membership may not be transferable. All rights of membership shall cease (a) in the case of an individual member, upon the death of such member, and (b) in the case of a corporation, partnership or other entity who is a member, upon the dissolution or such corporation, partnership or other entity.

3.3. Membership Engagement & Participation. The corporation is committed to the involvement of its members and provides the following ways in which members may participate in the furtherance of its goals:

- Voting rights for all Regular Members.
- Participation in the association’s educational programs and financial education efforts.
- Nominating candidates for its various awards and recognition programs.
- Voluntary service on the organization’s leadership council or Board of Directors.
- Participation in one or more of ACC’s eight standing committees – Education; Sponsorship; Advocacy & Consumerism; Member Services; Regional & State Councils; Marketing; Regulatory & Government Affairs; and Awards & Recognition.

ARTICLE 4

MEMBERS’ MEETINGS & ACTIVITIES

4.1. Place of Meetings. Meetings of members shall be held at any place within or without the State of California designated by the Board of Directors, or if the Board of Directors has made no such designation, then at any place within or without the State of California designated by the president of the corporation. In the absence of any such designation, members’ meetings shall be held at the principal executive office of the corporation.

4.2. Time of Annual Meeting. The annual meeting of the members shall be held each year at a time and date as set by the Board of Directors. At such annual meeting the Directors shall be elected (to the extent of any vacancies) and any other proper business within the power of the members, may be transacted.

4.3. Special Meetings. No business, other than business, the general nature of which was set forth in the notice of the meeting, may be conducted at a special meeting. A special meeting of the members may be called for any purpose or purposes at any time by the Board of Directors, or by the chairman of the Board of Directors, or by the president.

If a special meeting is called by any person or persons other than the Board of Directors, then such request shall be in writing, specifying the time of such meeting and the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the chairman of the Board, the president, any vice president or the secretary of the corporation. The officer receiving such request forthwith shall cause notice to be given to the members entitled to vote, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than 20 nor more than 60 days after the receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give such notice. Nothing contained in this section shall be construed as limiting, fixing or affecting the time when a meeting of members called by action of the Board of Directors may be held.

4.4. Notice of Members’ Meetings. All notices of meetings of members shall be sent or otherwise given, not less than ten (10) nor more than 30 days before the date of the meeting being noticed. The notice shall specify

the place, date and hour of the meeting and (a) in the case of a special meeting the general nature of the business to be transacted, or (b) in the case of the annual meeting those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

The notice of any meeting at which Directors are to be elected shall include the name of any person who is a nominee at the time of the notice. Approval by the members of any of the following proposals (other than by unanimous approval of the members entitled to vote) shall be valid only if the notice, or any written waiver of notice, states the general nature of the following proposal or proposals: (a) removing a director without cause; (b) filing a vacancy on the Board; (c) amending the Articles of Incorporation; (d) electing to wind up and dissolve; (e) approving a contract or transaction between the corporation and one or more directors, or between the corporation and any entity in which a director has a material financial interest; or (f) approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class of membership, as specified in the articles or bylaws, when the corporation is in the process of winding up.

4.5. Manner of Giving Notice. Notice of any meeting of members shall be given either by mail, electronically, or other written communication from the Corporation or one of the Corporation's sponsoring member credit unions through a communication method of its choosing provided it reaches all eligible members of the Corporation in a timely manner with any charges prepaid, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice.

If no such address appears on the corporation's books or is given, notice shall be deemed to have been given if (a) sent by first-class mail or telegram to the corporation's principal executive office, or it (b) published at least once in a newspaper of general circulation in the county where this office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

If any notice addressed to a member at the address of such member appearing on the books of the corporation is returned to the corporation by email notice or the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available to the member upon written demand of the member at the principal executive office of the corporation for a period of one year from the date of the giving of such notice. An affidavit of the mailing or other means of giving any notice of any members' meeting shall be executed by the secretary, assistant secretary or any transfer agent or the corporation giving such notice and shall be filed and maintained in the minute book of the corporation.

4.6. Quorum of Members. A quorum shall be defined as those voting members in attendance at the time the meeting is called to order, plus a majority of the board of directors. This shall constitute a quorum for the transaction of all business. The voting members present at a duly called or held meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

4.7. Adjourned Meeting and Notice. Any members' meeting, annual or special whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at such meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting.

When any meeting of members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at a meeting at which the

adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than 45 days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each member of record entitled to vote at the adjourned meeting in accordance with the provisions of sections 4.4 and 4.5 of this Article. At any adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

4.8. Voting. Subject to the provisions of the Nonprofit Law, only Regular Members in good standing as of the record date fixed under these Bylaws shall be entitled to vote at membership meetings.

4.9. Waiver of Notice and Consent. The transactions at any meeting of members, either annual or special, however called and notices, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, not present in person or by proxy, signs (a) a written waiver of notice or a consent to a holding of the meeting, or (b) an approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in (a) through (f) of section 4.4 above, then such waiver of notice or consent shall state the general nature of such proposal.

All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall also constitute a waiver of notice of such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice if such objection is expressly made at the meeting.

4.10. Member Action by Written Consent. Any action which may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which there was present a quorum of the members. If the consents of all members entitled to vote have not been solicited in writing, and if the unanimous written consent of all such members shall not have been received, the secretary shall give prompt notice of the corporate action approved by the members without a meeting. Such notice shall be given in the manner specified in section 4.5 above. In the case of approval of the matters described in section 4.4 above, such waiver of notice, consent or approval shall state the general nature of the proposal.

4.11. Proxies. Every person entitled to vote for Directors or on any other matter shall have the right to do so either in person, or by one or more agents authorized by a written proxy signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or such member's attorney in fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect until revoked by (a) the person executing it, prior to the vote pursuant thereto, (b) a writing delivered to the corporation stating that the proxy is revoked or (c) a subsequent proxy executed by, or attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration of eleven months from the date of such proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 705 (e) and (f) of the Corporations Code of California.

4.12. Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters require to be included in the notice of the meeting but not so included if such objection is expressly made at the meeting.

4.13. Solicitation of Ballots. The corporation shall distribute one ballot to each member who is present and entitled to vote on the matter. Each ballot which is distributed to members shall itself set forth the proposed action, provide members with an opportunity to specify approval or disapproval of each measure, and provide a reasonable time in which to return the ballot to the corporation. If the corporation has 100 or more members, then any written ballot distributed to 10 or more members shall provide, subject to reasonable conditions that if the person solicited specifies a choice with respect to any measure, then the vote shall be cast in accordance with such specification. In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating the authority to vote is withheld, shall not be voted for or against the election of a director. A written ballot may not be revoked.

4.14. Approval by Ballot. Approval by written ballot shall be valid only when (a) the number of votes cast by ballot (including any ballot marked "withheld" or otherwise marked to indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. All written ballots shall be filed with the secretary of the corporation and maintained in the corporate records for at least three years.

4.15. Activities and Programs. From time to time, the corporation shall establish and oversee various activities and services to enrich our members' experience. Such activities are currently authorized by the Board of Directors, but shall not be limited to the following list as authorized as of June 28, 2013 to include: The Green C Certification program; the Friend of the Consumer Award; all Standing Committees; submission of articles, blogs and other communications for publication in the council's media outlets; service on the association's leadership advisory council and/or Board of Directors; attendance at any of the association's educational workshops, conferences, meetings or seminars-at-sea programs; receiving all member benefits including discount programs, travel services and other such opportunities as approved by the Board of Directors.

ARTICLE 5

OFFICERS

5.1. Officers. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of section 5.3 below.

5.2. Election of Officers. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of section 5.3 or section 5.5 below, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under contract of employment.

5.3. Subordinate Officers. The Board of Directors may appoint, and may empower the president to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

5.4. Removal and Resignation of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof, or except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

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

5.5. Vacancies in Officer. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

5.6. Chairman of the Board. The chairman of the Board, if such an officer be elected, shall, if present, preside at all meetings of the members and at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no president, the chairman of the Board shall also be the chief executive officer of the corporation and shall have the powers and duties prescribed in section 5.7 below.

5.7. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors or to the chairman of the Board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation.

In the absence of the chairman of the Board or if there be none, the president shall preside at all meetings of the shareholders and, in the absence of the chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

5.8. Vice Presidents. In the absence or disability of the president, the vice presidents if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a vice president designated by the Board of Directors, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws, the president, or the Chairman of the Board.

5.9. Secretary. The secretary shall have the following duties, in addition to such other duties as may be fixed by the Board:

5.9.1. Keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors or committee of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors and committee meetings, and the proceedings thereof.

5.9.2. Give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given, and keep the seal of the corporation in safe custody.

5.10. Treasurer. The treasurer shall have the following duties, in addition to such other rights and duties as may be fixed by the Board including, but not limited, to the following four duties:

5.10.1. Keep and maintain, or cause to be kept and maintained, adequate and correct books, membership records, and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and retained earnings. The books of account shall at all reasonable times be open to inspection by any Director.

5.10.2. Deposit all monies and other valuable in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors.

5.10.3. Disburse the funds of the corporation as may be ordered by the Board of Directors, and render to the president and Directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation.

5.10.4. Nothing in these Bylaws shall prevent the same individual from serving simultaneously as the Secretary and/or Treasurer of the Corporation, if approved by the Board of Directors.

ARTICLE 6

INDEMNIFICATION OF CORPORATE AGENTS

6.1. Indemnification. The corporation shall, to the maximum extent permitted by the Nonprofit Law, indemnify each of its officers, directors and other persons described in section 5238 of the Nonprofit Law, including persons formerly occupying any such position. Such indemnification shall be against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an officer or director of the corporation. For purposes of this section, the terms “proceeding” and “expense” shall have the meaning in section 5238 of the Nonprofit Law.

6.2. Approval of Indemnity. On written request to the Directors by any person seeking indemnification under section 5238 of the Nonprofit Law, the Directors shall promptly determine under such section whether the applicable standard of conduct set forth in such section has been met and, if so, the Directors shall authorize indemnification.

6.3. Advancement of Expenses. To the fullest extent permitted by the Nonprofit Law, and except as otherwise determined by the directors in a specific instance, expenses incurred by a person seeking indemnification under this Article shall be advanced by the corporation before final disposition of such proceeding, on receipt by the corporation of an undertaking by or on behalf of such person that such advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for such expenses.

6.4. Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, director, employees and other agents, against any liability asserted against or incurred by any such person in their capacity as an agent for the corporation.

ARTICLE 7

RECORDS AND REPORTS

7.1. Maintenance and Inspection of Member Register. The corporation shall keep at its principal executive office, or at the office of its transfer agent or registrar, if either be appointed and as determined by resolution of the Board of Directors, a record of its members, giving the names and addresses of all members and the class of membership of each member. Subject to any restrictions in the Nonprofit Law, but only for a purpose reasonably related to such member's interest as a member, a member may either (a) inspect and copy the records of members' names and addresses and voting rights during usual business hours upon five days prior written demand upon the corporation, which demand must state the purpose for which the inspection rights are requested, or (b) obtain from the secretary of the corporation upon written demand and upon the tender of a reasonable charge, a list of the members' names and addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which such list has been compiled or as a date specified by the member subsequent to the date of demand. Such demand shall state the purpose for which the list is requested.

Such list shall be made available by the transfer agent on or before the later of (a) 10 days after the demand is received or (b) the date specified in such demand as the date as of which the list is to be compiled. The corporation may, within 10 business days after receiving a demand under this section, make a written offer of an alternative method of reasonable and timely achievement of the property purpose specified in the demand without providing access to or a copy of the membership list.

Any rejection of this offer must be in writing and must state the reasons why the proposed alternative method does not meet the proper purpose of the demand. If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a member's interest as a member, or if it provides a reasonably alternative method under this section, then it may deny the member access to the membership list. Any inspection and copying under this section may be made in person or by an agent or attorney of the member. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the corporation.

7.2. Maintenance and Inspection of Bylaws. The corporation shall keep at its principal executive office, or if its principal executive office is not in this state at its principal business office in this state, the original or a copy of the Bylaws as amended to date, which shall be open to inspection and copying by the members at all reasonable times during office hours. If the principal executive office of the corporation is outside this state and the corporation has no principal business office in this state, the secretary shall upon the written request of any member, furnish to such member a copy of the Bylaws as amended to date.

7.3. Other Corporate Records. The accounting books and records and minutes of proceedings of the members and the Board of Directors and any committee or committees of the Board of Directors shall be kept at such a place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation.

The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. Such minutes and accounting books and records shall be open to inspection upon the written demand of any member at any reasonable time during usual

business hours, for a purpose reasonably related to such holder's interests as a member. Such inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts. The foregoing rights of inspection shall extend to the records of each subsidiary of the corporation.

7.4. Annual Statement of General Information. The corporation shall, during the period commencing on and ending on in each year, file with the Secretary of State of California, on the prescribed form, a statement setting forth the authorized number of directors, the names and complete business or residence addresses of all incumbent directors, the names and complete business or residence addresses of the chief executive officer, secretary and chief financial officer, the street address of its principal executive office or principal business office in this state and the general type of business constituting the principal business activity of the corporation together with a designation of the agent of the corporation for the purpose of service of process, all in compliance with Section 1502 of the Corporations Code of California.

ARTICLE 8

GENERAL CORPORATE MATTERS

8.1. Checks, Drafts, Evidences or Indebtedness. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

8.2. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and behalf of the corporation, and such authority may be general or confine to specific instances, and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

8.3. Membership Certificates. If the Board determines that membership certificates shall be issued by the corporation, then a membership certificate shall be issued to each member in good standing. All certificates shall be signed in the name of the corporation by the Chairman of the Board, or vice chairman of the Board, or the president, or vice president, or by the treasurer, or an assistant treasurer, or the secretary, or any assistant secretary. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were an officer, transfer agent or registrar at the date of issue.

8.4. Representation of Shares of other Corporations. The Corporation shall not be authorized to issue any shares.

8.5. Constructed and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Nonprofit Law shall govern the construction of the Bylaws. Without limiting the generality of the foregoing, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

8.6 Chapters, State Consumer Councils, and Regional Councils. The Board of Directors of this corporation may from time to time create, approve or authorize an entity to become a chapter of this corporation. A chapter

may also be known as a state consumer council, a local chapter, or a regional council depending on the entity's geographic scope.

Each chapter shall be entitled to designate one person to serve as its "Director" for a term of 12 months. Any Director may be re-elected or reappointed to successive terms for up to three years. All Directors shall serve as volunteers and shall not receive any compensation for their service to the organization. Directors shall automatically hold a seat on the ACC Advisory Board, which shall meet from time to time and provide advice and input to the Board of Directors on matters relating to their chapters, state consumer councils, or regional councils. The ACC Advisory Board shall have no legal authority or control over the corporation's Board of Directors or professional staff.

The Bylaws of this Corporation shall be the same Bylaws used by any of this corporation's chapter, state consumer councils, or regional councils. The Board of Directors of this corporation shall have full authority over the business and legal affairs of any chapter, state consumer councils, or regional council; and, shall have the authority to make rules, policies and adopt guidelines to operate those state consumer councils including the establishment of field offices, hiring personnel, creating budgets and authorizing payments and the expenditure of funds for the operation of a state consumer council. The president of the corporation shall be responsible for overseeing the administration and daily operations of the chapters, state consumer councils, and regional councils.

8.7 Amendment of Bylaws. The Bylaws of the Corporation may be adopted, amended or repealed, as follows:

8.7.1. Except as provided in section 8.7.2 below, the Bylaws of the corporation may be adopted, amended or repealed by the board of Directors.

8.7.2. The right of the Directors to amend, adopt or repeal the Bylaws shall not apply with respect to any amendment that: (a) changes the number or directors; (b) changes any provision pertaining to directors who hold office by designation; (c) changes any provision pertaining to the filling of vacancies on the Board which must, by the terms of the Bylaws, be filled by a vote of the voting members; (d) changes the quorum requirement for membership meetings; (e) changes the provisions in the Bylaws regarding the use of proxies; (f) materially and adversely affects the rights of the members as to voting, dissolution, redemption or transfer; (g) increases or decreases the number of members authorized in total or for any class of membership; (h) effects an exchange, reclassification or cancellation of all or part of the membership; or (i) authorizes a new class of voting membership.

8.7.3. Any amendment of the type described in section 8.7.2. above may be enacted by the vote of a majority of the voting members represented, in person or by proxy, at a meeting of the members duly noticed and held, at which there is a quorum of the voting members, or by a written ballot conducted in accordance with article 4 above.

Certificate of Secretary:

I hereby certify that:

1. I am the duly elected secretary of American Consumer Council, a California nonprofit public benefit corporation.
2. The foregoing Bylaws, comprising these 18 pages, constitute the amended Bylaws of the corporation on the date hereof.

IN WITNESS WHEREOF, I have executed this Certificate of Secretary on the 18th day of August, 2023.

Barbara Yager, J.D.

Barbara Yager, J.D.
Secretary of the Board of Directors