



F. Executive Director. The Board shall select and appoint an individual to act as the Executive Director of the corporation. The Executive Director shall be the chief executive officer of the Corporation and shall supervise, direct and control the corporation's staff and shall be responsible for implementing and administering the policies and decisions of the Board of Directors and managing the affairs of the corporation in harmony with the policies and goals of the Natomas Basin Habitat Conservation Plan. The Executive Director shall have such other powers and perform such other duties as may be prescribed by the Board. At the discretion of the Board, the Executive Director shall be known in the alternative as the President and CEO of the corporation.

G. Compensation. The compensation, if any, of the officers who are also employees of the corporation shall be fixed from time to time by either the Board of Directors or a committee thereof, if such a committee is authorized, and no officer shall be prevented from receiving such compensation because the officer is also a Director of the corporation.

ARTICLE VIII. INDEMNIFICATION

Section 1. Rights of Indemnification.

A. For the purposes of this Section 1, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under these Bylaws or the Non-profit Public Benefit Corporation Law. 

B. To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Non-profit Public Benefit Corporation Law Section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful. 

C. To the fullest extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Non-profit Public Benefit Corporation Law Section 5233, or brought by the Attorney General or a person granted relator status by the Attorney General for a breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. However, no indemnification shall be made under this Section 1.C:



- (1) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

D. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 1.B or Section 1.C above, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

E. Except as provided in Section 1.D above, any indemnification under this Section 1 shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 1.B or Section 1.C, above, by:

- (1) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or
- (2) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

F. No indemnification or advance shall be made under this Section 1, except as provided in Section 1.D or Section 1.E(2) above, in any circumstance where it appears that:

- (1) It would be inconsistent with a provision of the Articles of Incorporation,