

AMENDED AND RESTATED BYLAWS

PRINTING INDUSTRIES ASSOCIATION, INC.

ARTICLE I NAME

The name of this Corporation is Printing Industries Association, Inc. (“Corporation”).

ARTICLE II OFFICES

SECTION 2.01 PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of the Corporation (“Principal Office”) is located at 5800 South Eastern Avenue, Suite 400, Los Angeles, California 90040. The Board of Directors (“Board”) may change the Principal Office from one location to another.

SECTION 2.02 OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III PURPOSES AND LIMITATIONS

SECTION 3.01 PURPOSES

This Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activities for which a corporation may be organized under such law. Such purposes for which this Corporation is formed are the promotion of the general welfare and the improvement of business conditions for the printing, graphics arts, and allied industries in the western United States, including Alaska, Arizona, Colorado, Hawaii, Idaho, Montana, New Mexico, Oregon, Utah, Washington, Wyoming, and the counties of Kern, Los Angeles, Orange, Riverside, San Bernardino, San Luis Obispo, Santa Barbara, and Ventura in the State of California (the aforementioned California counties are collectively referred to as “Southern California” and the aforementioned western states are collectively referred to with Southern California as the “Western States”), and such other states and regions as the Board of Directors may designate by resolution specifically referencing this Section 3.01. This Corporation is organized exclusively for such purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a California mutual benefit corporation and a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law (the “Internal Revenue Code”).

SECTION 3.02
LIMITATIONS

(a) **Property.** The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 3.01 above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Directors, trustees, Officers, members, employees, or to the benefit of any private individual.

(c) **Dissolution.** Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for purposes consistent with the purposes of this Corporation and which has established its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE IV
MEMBERSHIP

SECTION 4.01
QUALIFICATIONS AND
RIGHTS OF MEMBERSHIP

(a) **Classes and Qualifications.** This Corporation shall have one or more classes of members, consisting of persons or entities dedicated to the purposes of this Corporation, who meet other qualifications for membership, as the Board may determine shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time. Program Members, as defined in Section 4.01(c), are considered to be Voting Members but are not subject to the application and Board approval provisions of this section provided that they meet the qualifications set forth in 4.01(c).

(b) **Voting Members.** The members of the class of membership having voting rights shall be limited to individual proprietors, firms, partnerships, companies, limited liability companies or corporations engaged in the manufacture and/or sale of printing, lithographing, engraving, composition, binding, lithographic negatives and platemaking, screen process or other products in the graphic arts (and all Supply Houses) which make written application therefor to the office of the President, which agree to abide by these Bylaws and agree equitably to support the Corporation (“Voting Members”). They shall be entitled to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation, on an amendment to the Articles of Incorporation to the extent required by the California Nonprofit Mutual Benefit Corporation Law, and, to the extent required by the California Nonprofit Mutual Benefit Corporation Law, on the adoption, amendment or repeal of these Bylaws. In addition, Voting Members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. “Supply Houses” are identified as companies selling equipment, supplies and printing-related services to Voting Members.

(c) **Program Members.** The members of this class of membership, which shall not have voting rights, shall be limited to individual proprietors, firms, partnerships, companies, limited liability companies or corporations which (i) are members in good standing of regional associations which are or were previously affiliated with Printing Industries of America, Inc./Graphic Arts Technical

Foundation, (ii) meet the qualifications as to lines of business set forth in sub-paragraph 4.01(b), and (iii) participate in the various programs sponsored and managed by the Corporation including (but not limited to) Printing Industries Benefit Trust, Print Access, and/or Internet Slow Pay. Program Members shall only have such rights as are required to ensure they are eligible to purchase insurance through the Benefit Trust.

SECTION 4.02
DUES, FEES, AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board.

SECTION 4.03
GOOD STANDING

Those members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

SECTION 4.04
TERMINATION AND SUSPENSION OF MEMBERSHIP

(a) **Causes of Termination.** A membership shall terminate on occurrence of any of the following events:

- (i) Resignation of the member, on reasonable notice to the Corporation;
- (ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (iii) Failure of the member to pay dues, fees, or assessments as set by the Board within the period of time set by the Board after they become due and payable.
- (iv) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (v) Expulsion or suspension of the member pursuant to Sections 4.04(b) and 4.04(c) of these Bylaws.

(b) **Suspension or Expulsion of Member.** A member may be suspended or expelled in accordance with the procedures set forth in Section 4.04(c) of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. Any member who is suspended or expelled shall be liable for any dues, assessments or fees incurred before such expulsion, suspension or termination.

A person or entity whose membership is suspended shall not be a member during the period of suspension.

(c) **Procedure for Expulsion or Suspension.** If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be followed:

- (i) The member shall be given fifteen (15) days prior written notice of the proposed expulsion or

suspension and the reasons for the proposed expulsion or suspension. Notice shall be sent first-class or registered mail to the member's last address as shown on records of the Corporation.

(ii) 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 expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(iv) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

SECTION 4.05 MEETINGS OF MEMBERS

(a) **Place of Meeting.** Meetings of the members shall be held at any place within or outside of California designed by the Board. In the absence of any such designation, members' meetings shall be held at the Principal Office of the Corporation.

(b) **Annual Meeting.** An annual meeting of members shall be held in February of each year at a date and time determined by the Board with the notice provided in Section 4.05(d) of these Bylaws. At this meeting, Directors, shall be elected and any other proper business may be transacted, subject to the notice requirements of Section 4.05(d)(iii) of these Bylaws.

(c) **Special Meetings.** A special meeting of the members may be called for any lawful purpose by a majority vote of the Board or by the Chair or by five percent (5%) or more of the members. A special meeting called by any person(s) (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chair, any Vice-Chair, the President, any Vice-President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 4.06(d) of these Bylaws, stating that a meeting will be held at a special time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the date at which a meeting of members may be held when the meeting is called by the Board.

No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) **Notice Requirements for Meetings of Members.**

(i) **General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with Section 4.05(d)(iii) of these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting and, (1) the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time

notice is given, intends to present for action by the members. At any meeting at which Directors are to be elected or written ballots distributed for the election of Directors, the notice shall include the names of all persons who are nominees when the notice or the ballot is given. If a quorum is present at a meeting but less than one-third of the Voting Members are present at the meeting, then the only matters that may be voted upon at any regular meeting are matters notice of the general nature of which was given.

(ii) **Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- A. Removing a Director without cause;
- B. Filling vacancies on the Board;
- C. Amending the Articles of Incorporation; or
- D. Electing to wind up and dissolve the Corporation.

(iii) **Manner of Giving Notice.** Notice of any meeting of members shall be in writing and shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, facsimile transmission, email, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the Corporation for purposes of notice. If no address appears on the books of the Corporation and no address has been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication delivered to the Principal Office of the Corporation or (2) notice is published at least once in a newspaper of general circulation in the county in which the Principal Office is located. If notice is given of an electronic meeting, such notice shall comply with the requirements of California Nonprofit Mutual Benefit Corporations Law Code Section 7511. Notice given by electronic transmission shall be valid only if the member has provided unrevoked consent to the use of the means of transmission of notice as required under California Corporations Code Sections 7511 and 20, and the notice otherwise complies with such code sections.

(iv) **Affidavit of Mailing Notice.** An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the minute book of the Corporation.

(e) **Quorum.**

(i) **Number Required.** Twenty-Five (25) of the Voting Members, present in person, shall constitute a quorum for the transaction of business at any meeting of members.

(ii) **Loss of Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough members have withdrawn 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.

(f) **Adjournment and Notice of Adjourned Meetings.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not

be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

(g) **Voting.**

(i) **Eligibility to Vote.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, the only persons entitled to vote at any meeting of members shall be Voting Members who are in good standing as of the record date determined pursuant to Section 4.07 of these Bylaws.

(ii) **Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of Directors must be by ballot if demanded by any member at the meeting before the voting begins.

(iii) **Voting.** Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.

(iv) **Approval by Majority Vote.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

(h) **Waiver of Notice or Consent by Absent Members.**

(i) **Written Waiver or Consent.** The transactions of any meeting of members however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that, if action is taken or proposed to be taken for approval of any of those matters specified in Section 4.05(d)(ii), the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(ii) **Waiver of Attendance.** A member's attendance at a meeting shall constitute a waiver of notice of the 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 required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

(i) **Electronic Meetings.** Notwithstanding anything to the contrary in these Bylaws, a meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication, conference telephone, or other means of remote communication if (1) the Corporation implements reasonable measures to provide members present in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Corporation, electronic video screen

communication,, conference telephone, or other means of remote communication, a record of that vote or action is maintained by the Corporation, and (3) the Corporation implements reasonable measures to verify that each person participating in the meeting is a member or, if allowed, proxy holder, all as is currently required by Section 7510(f) of the California Nonprofit Mutual Benefit Corporation Law. In accordance with California Nonprofit Mutual Benefit Corporation Law Code Sections 7510(f), no member meeting shall be conducted solely by electronic transmission, electronic video screen communication, conference telephone, or other means of remote communication unless all members consent or unless the Board determines, due to an emergency as defined in Code Section 7510(f) and 7140, that such a meeting is necessary or appropriate. If the aforementioned statutory requirements are subsequently amended, electronic meetings may be held in accordance with the then-applicable requirements of California Nonprofit Mutual Benefit Corporation Law.

SECTION 4.06 ACTION WITHOUT A MEETING

- (a) **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.
- (b) **Action by Written Ballot Without a Meeting.** Any action that may be taken by any meeting of members may be taken without a meeting by written ballot complying with Section 4.06(b)(i) and (ii) of these Bylaws.
- (i) **Solicitation of Written Ballots.** The Corporation shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.05(d)(iii) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure; (3) with respect to ballots for election of Directors, state the name of each nominee; and (4) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the Corporation, specifying the address to which the ballot is to be sent. In any election of Directors, a written ballot which is marked by a member “withhold” or is otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted.
- (ii) **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked “withhold” or otherwise indicate that authority to vote is withheld) and received within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) 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.
- (iii) **Revocation.** A written ballot may not be revoked.
- (iv) **Filing.** All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least two (2) years.

SECTION 4.07
RECORD DATE FOR NOTICE, VOTING,
WRITTEN BALLOTS, AND OTHER ACTIONS

(a) **Record Date Determined by Board.** For purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a “record date,” which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only Members of Record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation or in the California Nonprofit Mutual Benefit Corporation Law.

(b) **Record Date Not Determined by Board.**

(i) **Record Date for Notice or Voting.** If not otherwise fixed by the Board, the record date for determining who is entitled to receive notice of, or to vote at, a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.

(ii) **Record Date for Action by Written Ballot.** If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(iii) **Record Date for Written Consent to Action Without Meeting.** Unless fixed by the Board, the record date for determining those members entitled to vote by written consent on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(c) **Definition of “Members of Record.”** For purposes of this Section 4.07, a person holding a voting membership at the close of business on the record date shall be a Member of Record.

SECTION 4.08
PROXIES

(a) **Right of Members.** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member 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 the member’s attorney-in-fact.

(b) **Requirement that General Nature of Subject of Proxy be Stated.** Any proxy covering matters for which a vote of the members is required, including amendments of the Articles of Incorporation or Bylaws changing voting rights; removal of Directors without cause; filling vacancies on the Board; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the activities of the Corporation; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the Corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time that notice of the election is given to the members.

- (c) **Revocability.** A validly executed proxy shall continue in full force and effect until:
- (i) revoked by the member executing it, before the vote is cast under that proxy,
 - (A) by a writing delivered by the Corporation stating that the proxy is revoked, or
 - (B) by a subsequent proxy executed by that member and presented to the meeting, or
 - (C) as to any meeting, by that member's personal attendance and voting at the meeting, or
 - (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted, provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of the proxy shall be three (3) years from the date of execution. A proxy may be irrevocable. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the California Nonprofit Mutual Benefit Corporations Law.

SECTION 4.09 RECORDS

- (a) **List of Members.** The Secretary shall keep, or cause to be kept, at the Principal Office of the Corporation or at a place determined by resolution of the Board, a record of the members of the Corporation showing each member's name, address, telephone number, facsimile number, email address, and class of membership.
- (b) **Member's Inspection Rights.**
- (i) **Membership Records.** Subject to the California Non-Profit Mutual Benefit Corporations Law, and unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:
 - (A) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are required; or
 - (B) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge established by the Corporation, a list of names, 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 that list has been compiled, or as of a date specified by the member, after the date of demand. The demand shall state the purpose for which the list is required. The Secretary shall make this list available to the member on or before the latter of ten (10) days after (i) demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (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 proper purpose specified in the demand without providing access to or a copy of the membership list.

Any inspection and copying under this section may be made in person or by the member's agent or attorney. 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.

(ii) **Accounting Records and Minutes.** On written demand presented to the Corporation, any member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

(iii) **Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep at its Principal Office, or if its principal office is not in California, at its principal office in California, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business offices in this state, then the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to date.

ARTICLE V BOARD OF DIRECTORS

SECTION 5.01 POWERS

(a) **General Corporation Powers.** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be executed, by or under the direction of the Board. Members of the Board shall be referred to individually as "Director" and collectively as "Directors".

(b) **Specified Powers.** Without prejudice to these general powers, but subject to the same limitations, the Board shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all Officers, agents and employees of the Corporation; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, and these Bylaws; and fix their compensation and require from them surety for faithful performance of their duties. Provided, however, that the powers in this Section 5.01(b)(i) are delegated to the President as provided in Section 7.07(e).

(ii) Change the Principal Office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings.

(iii) Adopt and use a corporate seal and alter the form thereof.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

SECTION 5.02 SPECIAL GROUPS

(a) **Organization.** The Corporation shall support the organization of special groups of members in

any graphic arts process or product for common action upon matters of special interest.

(b) **Board of Directors Representation.** If authorized by the Board, special groups may designate a member of the Board.

(c) **Governance.** Special groups specifically authorized by the Board shall elect their own officers, enact their own bylaws, and determine group policy, so long as all are compatible with and in the best interest of the Corporation and with these Bylaws, and under the general oversight of the Board. The President of the Corporation or a member of the Corporation staff designated by him shall be the ex-officio secretary of all such groups. Elected officers may be removed for cause by the Board after notice of specific charges, an opportunity to answer, and a hearing before Board.

SECTION

5.03

NUMBER OF DIRECTORS; TERM AND RESTRICTIONS ON DIRECTORS

(a) **Number of Directors; Composition of Board.** The Board shall consist of the following:

(i) Not less than three (3) and not more than eighteen (18) at-large directors, until changed by amendment to these Bylaws. The exact number of authorized at-large directors may be fixed within the foregoing limits from time-to-time by the Board. The initial authorized number of at-large directors shall be eighteen (18).

(ii) The immediate past Chair.

(iii) Directors who have completed their terms but who have completed at least one year as an officer and who are in line of successive officer positions.

(iv) No more than three (3) Supply House representatives.

(v) Representatives of special groups authorized by the Board to designate Directors as provided in Section 5.02(b).

(b) **Term.** Directors shall serve staggered three year terms, with one-third of the 18 at-large Directors elected each year. No Director may serve more than two (2) consecutive terms. However, if a Director is serving as an Officer, this limitation shall not apply, and they shall continue to serve until they have concluded their service as an Officer.

(c) **Transition.** For the election for 2008, lots will be drawn to determine which Directors will be elected to one, two or three year terms.

(d) **Restrictions on Directors.** Not more than forty-nine percent (49%) of the persons serving on the Board may be Interested Persons. An Interested Person is (1) any person being compensated by the Corporation of services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law or father-in-law of such person. However, any violation of the provision of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director; however, this prohibition does not apply if the proposed transaction is with an entity related to the Corporation.

SECTION
5.04
NOMINATION AND ELECTION OF
DIRECTORS

(a) **Nominating Committee.** The Chair will use his best efforts to appoint a nominating committee (“Nominating Committee”) prior to January 15th of each year and said committee will consist of no more than nine (9) members including the immediate past chair as chair of the Nominating Committee, three (3) other past Chairs and no more than three (3) Western States Directors.

(b) **Qualification of Directors.** Among the authorized at-large Directors, no more than twelve (12) shall be elected by members with addresses on the membership roll of the Corporation in Southern California (the “SoCal Directors”), and no more than six (6) shall be elected by members with addresses on the membership roll of the Corporation in the Western States other than Southern California (the “Western States Directors”). Each Western States Director shall be qualified to serve if, and only if, he or she shall have an address on the membership roll of the Corporation in one of the Western States other than Southern California at the date of his or her election. Each Southern California Director shall be qualified to serve if, and only if, he or she shall have an address on the membership roll of the Corporation in Southern California at the date of his or her election. Each member in good standing with an address on the membership roll of the Corporation in the Western States other than in Southern California shall have the right to vote for only Western States Directors. Each member in good standing with an address on the membership roll of the Corporation in Southern California shall have the right to vote for only Southern California Directors.

As to the new Western States Directors, the Nominating Committee shall draw lots to determine which Western States Directors will be nominated for election for one (1), two (2) and three (3) year terms.

If and when the Corporation is authorized to conduct operations in additional states or regions pursuant to Section 3.01 of these Bylaws, the Nominating Committee shall make reasonable adjustments to the staggered terms of the Western States Directors to preserve staggered terms as far as possible but shall not have the power to reduce the length of any term to which any Director has been elected.

(c) **Report of Committee.** This Nominating Committee shall recommend names for Chair, Executive Vice-Chair, Senior Vice-Chair of Finance (Secretary/Treasurer) and Vice-Chair (all of whom shall be members of the Board) and eighteen (18) at-large Directors from among the active members of the Corporation to be voted on by the Voting Members in the case of the Director candidates and the Board in the case of the Officer candidates. Timely delivery to an Officer by 2% of the voting power will qualify a candidate for balloting for Director, without the recommendation of the Nominating Committee.

(d) **Election by Mail.** If the Board determines that election shall be by mail, the Nominating Committee shall submit its report to the membership prior to February 15th of the year of its appointment as a mail ballot, under section 4.07 of these Bylaws. Results shall be tallied and the official election report made to the annual meeting.

(e) **Election at Annual Meeting.** If the Board determines that the election shall be at the annual meeting, the report of the Nominating Committee shall be included in the notice of the meeting given

under Section 4.05(d) of these Bylaws.

(f) **Assumption of Office.** Those duly elected shall assume office on March 1st of the year following the appointment of the Nominating Committee.

(g) **Use of Corporate Funds to Support Nominee.** Without Board authorization, no corporate funds may be expended to support a nominee for Director after more persons have been nominated for Director than can be elected.

SECTION 5.05
TERM OF OFFICE OF DIRECTORS

(a) **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following:

(i) The death, removal, suspension or resignation of any Director;

(ii) 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 or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 7230 et. seq. of the California Nonprofit Mutual Benefit Corporation Law.

(iii) The absence, without excuse acceptable to the Board, from three (3) consecutive meetings of the Board.

(b) **Resignations.** Except as provided in this subsection, any Director may resign effective upon giving written notice to the Chair, the President or the Secretary, unless such notice specifies a later time for resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) **Filling Vacancies.** Any vacancy on the Board may be filled by vote of the remaining Directors, whether or not less than a quorum or by a sole remaining Director.

(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 the Director's term of office expires.

SECTION 5.06
PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Meetings of the Board shall be held at the Principal Office of the Corporation or at such other place as has been designated by the Board. In the absence of any such designation, meetings shall be held at the Principal Office of the Corporation. Any meeting may be held by conference telephone or electronic video screen communication so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 5.07
ANNUAL, REGULAR AND SPECIAL MEETINGS

(a) **Annual Meeting.** The Board shall hold an annual meeting in conjunction with the regularly scheduled Board meeting in the month of March of each year for the purpose of organization, election of Officers and the transaction of other business; provided, however, that the Board may fix another time

for the holding of its annual meeting. Notice of this meeting shall not be required.

(b) **Other Regular Meetings.** The Board shall hold at least one (1) regular business meeting throughout the year; said meeting shall be held without call and on a date to be fixed by resolution of the Board; provided however, any given monthly meeting may be dispensed with by majority vote of the Board. Such regular meetings may be held without notice.

(c) **Special Meetings.**

(i) **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the Chair, the President, the Secretary-Treasurer or any two Directors.

(ii) **Notice.**

(A) **Manner of Giving Notice.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods.

1. By personal delivery of written notice;
2. By first-class mail, postage prepaid;
3. By telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director;
4. By facsimile transmission; or
5. By email.

All such notices shall be given or sent to each Director's address, telephone facsimile number and/or email addresses as shown on the records of the Corporation.

(B) **Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the date and time set for the meeting. Notices given by personal delivery or telephone shall be delivered, telephoned, or emailed at least forty-eight (48) hours before the date and time set for the meeting.

(C) **Notice Contents.** The notice shall state the date and time of the meeting, and the place, if the place is other than the Principal Office of the Corporation. The notice need not specify the purpose of the meeting.

SECTION 5.08 QUORUM

Ten (10) Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.10. Subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to approval of contracts or transactions in which a Director has a direct or indirect material financial interest, approval of certain transactions between corporations having common directorship, creation of or appointment of committees of the Board and indemnification of Directors, every act or decision done or made by a 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. A 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 the meeting.

SECTION 5.09
WAIVER OF NOTICE

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after 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 record 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 without protesting before or at its commencement the lack of notice to such Director.

SECTION 5.10
ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 5.11
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 (24) hours, in which case 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.

SECTION 5.12
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 consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. For the purposes of this Section 5.12 only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the Corporation is a party.

SECTION 5.13
COMPENSATION

Directors shall serve without compensation, except for reimbursement of expenses.

ARTICLE VI
COMMITTEES

SECTION 6.01
EXECUTIVE COMMITTEE

(a) **Composition.** There shall be an Executive Committee composed of the Officers and the immediate past Chair. The Executive Committee shall be responsible to recommend the annual budget to the Board for approval, to review and recommend the President's salary, and to consider any subject not assigned to other committees for consideration before going to the Board.

(b) **Power and Duties.** The Executive Committee may act in place and stead of the Board between Board meetings on all matters, except those actions specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such committee by the Board. Actions of the Executive Committee

shall be reported to the Board for ratification at the next Board meeting.

SECTION 6.02 OTHER COMMITTEES OF THE BOARD

The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board.

Appointments to committees of the Board shall be made by the Chair. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (i) fill vacancies on the Board or in any committee which has the authority of the Board;
- (ii) amend or repeal Bylaws or adopt new Bylaws;
- (iii) amend or repeal any resolution of the Board unless, by its express terms, it is so amendable or repealable;
- (iv) appoint any other committees of the Board or the members of those committees;
- (v) 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 7233 of the California Corporation Code.

SECTION 6.03 MEETINGS AND ACTIONS OF THE COMMITTEES

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with the provisions of Article V of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the committee or the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the Corporation records. The Board may adopt rules for the governance of any committee not inconsistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

SECTION 6.04 AUDIT COMMITTEE

(a) **Composition.** The Board shall appoint an Audit Committee composed of a minimum of three individuals. Audit Committee members need not be Directors but shall be members of the Corporation. No member of management may be an Audit Committee member. Financial expertise is desirable for Audit Committee members. Audit Committee members shall be appointed to one year terms. The Audit Committee may utilize non-voting advisors as it sees fit.

(b) **Powers and Duties.** The Audit Committee shall have the powers, perform the duties, and adhere to the guidelines set forth in the Corporation's Audit Committee Charter as amended from time-to-time by the Board. Such powers and duties include, without limitation, the following:

- (i) The Audit Committee shall advise the Chair of the Corporation on retention and termination of the independent auditor.
- (ii) The Audit Committee shall advise the Chair of the Corporation on the compensation of the independent auditor.
- (iii) The Audit Committee shall confer with the auditor to determine that the financial affairs

- of the Corporation are in order.
- (iv) The Audit Committee shall review the audit and advise the Chair of the Corporation whether to accept the audit.

ARTICLE VII OFFICERS

SECTION 7.01 OFFICERS

The Officers of the Corporation shall include a Chair, Executive Vice-Chair, Senior Vice-Chair of Finance (Secretary-Treasurer), Vice-Chair and President (collectively “Officers” and individually “Officer”). The Corporation may also have, at the Board’s discretion, 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 Section 7.03 of these Bylaws.

SECTION 7.02 ELECTION OF OFFICERS

The Officers of the Corporation, except those appointed in accordance with the provisions of Section 7.03, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment. The Chair, Executive Vice-Chair, Senior Vice-Chair of Finance (Secretary-Treasurer) and Vice-Chair shall be limited to a term of one year in any one office.

SECTION 7.03 OTHER OFFICERS

The Board may appoint and may authorize the Chair or the President or another Officer to appoint any other Officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 7.04 REMOVAL OF OFFICERS

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board, or, except in case of an Officer chosen by the Board, by an Officer on whom such power of removal may be conferred by the Board.

SECTION 7.05 RESIGNATION OF OFFICERS

Any Officer may resign upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

SECTION 7.06 VACANCIES IN OFFICE

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

SECTION 7.07 RESPONSIBILITIES OF OFFICERS

(a) **Chair.** It shall be the duty of the Chair to preside at all meetings of the Corporation, to preside at all meetings of the Board, and to serve as Chair of the Executive Committee. The Chair shall be the

point of contact between the Board, the Executive Committee and the President. He shall appoint all standing committees and their members provided for by these Bylaws, and such special committees as may be necessary. The Chair shall annually, as soon after his election as possible and subject to the approval of the Board, appoint the chairs of these committees. He shall be an ex officio members of all committees of the Corporation. He shall have the power to call special meetings and to perform such other duties as may be specified at the Annual Meeting or by the Board.

(b) **Executive Vice-Chair.** In case of the absence or death of the Chair or his inability to act, the Executive Vice-Chair shall perform for the time being the duties of the Chair's office. The Executive Vice-Chair shall serve as Chair of the Long Range Planning Committee.

(c) **Senior Vice-Chair of Finance and Administration (Secretary-Treasurer).** The Vice Chair of Finance and Administration shall, under the direction of the Board, see that the funds and assets of the Corporation are properly safeguarded and that the minutes as provided in these Bylaws are maintained. The Secretary-Treasurer shall serve as Chair of the Finance Committee. The Secretary-Treasurer may direct the President to perform any of the following duties:

(i) **Book of Minutes.** The Secretary-Treasurer shall keep or cause to be kept, at the Principal Office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary-Treasurer shall also keep, or cause to be kept, at the Principal Office, a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary-Treasurer shall also maintain a complete and accurate record of the membership of the Corporation, as well as a record of the proceedings of all meetings of members.

(ii) **Notices, Seal and Other Duties.** The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws to be given. The Secretary-Treasurer shall keep, or cause to be kept, the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) **Book of Account.** The Secretary-Treasurer shall keep or maintain, or cause to be kept or maintained, adequate and correct books and accounts of the properties and transactions of the Corporation, and shall send, or cause to be sent, to the Directors such financial statements and reports as are required by law or these Bylaws to be given.

(iv) **Deposit and Disbursement of Money and Valuables.** The Secretary-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 may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President or Chair, if any, when requested, an account of all transactions and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

(v) **Bond.** If required by the Board, the Secretary-Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under his control upon his death, resignation, retirement or removal from office.

(d) **Vice-Chair.** The Vice-Chair shall serve as Chair of the Membership Committee.

(e) **President.** The President shall be the chief executive and administrative officer of the

Corporation. Within the limits of the policies established by the Board, the President shall have full authority in the overall administration and management of the affairs of the Corporation, subject to the Board.

SECTION 7.08 COMPENSATION

The Chair, Executive Vice-Chair, Senior Vice-Chair of Finance (Secretary-Treasurer) and Vice-Chair shall serve without compensation, except for reimbursement of expenses.

SECTION 7.09 AUDIT

(a) **Delegation of Audit Functions.** The Chair shall be responsible for the audit of the Corporation including, without limitation, the engagement, compensation, and oversight of the auditor. The Chair may coordinate the engagement of the auditor with other PIASC entities. The Board shall retain the ultimate authority concerning the audit. The Chair shall report to the Board periodically, and the Board shall ratify the Chair's actions.

(b) **Role of Audit Committee.** The Chair shall be advised in this matter by the Audit Committee formed under Section 6.04.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

SECTION 8.01 INDEMNIFICATION

(a) **Right of Indemnity.** To the full extent permitted by law, this Corporation shall indemnify its Directors, Officers, employees and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such section and including an action by or in the right of the Corporation, by reason of the fact that such person is or was a person described by such section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

(b) **Approval of Indemnity.** Upon written request to the Board by any person seeking indemnification under Section 7237(b), the Board shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in section 7237 (b) or Section 7237(c), as applicable, has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c), as applicable, has been met.

(c) **Advancement of Expenses.** To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately

determined that such person is entitled to be identified by the Corporation.

SECTION 8.02 INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors, employees and other agents of the Corporation, against any liability asserted against or incurred by an Officer, Director, employee or agent in such capacity as arising out of the Officer's, Director's, employee's or agent's status as such.

ARTICLE IX RECORDS AND REPORTS

SECTION 9.01 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Minutes in written form of the proceedings of the Board and committees of the Board; and
- (iii) A record of its members, including the information identified in Section 4.09(a).

SECTION 9.02 INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Every such request shall be referred to the President, who shall grant or deny the request, in whole or in part, after considering all applicable laws, including statutes and case law, and all relevant facts, including whether any competing interest, such as the expectation of privacy, may be implicated and possibly need to be accommodated and balanced (if authorized by law) against the Director's inspection rights. The President may consult with counsel, as needed. The Director or Directors who made the request shall then have the right to appeal the President's decision to the Board, who, at the next regularly-held Board meeting, shall make a final determination to completely or partially uphold, overturn, or modify the President's decision.

SECTION 9.03 ANNUAL REPORT

(a) **Annual Report.** Except as permitted or provided under Section 8321 of the California Corporations Code, not later than one hundred twenty (120) days after the end of the fiscal year of the Corporation, the Board shall cause an annual report to be sent to all members. Such report shall contain the following information in reasonable detail:

- (i) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal

year.

(iii) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(iv) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(v) A statement of the place where the names and addresses of the current members are located.

(v) Any information required by Section 9.03(b) or otherwise required under Corporations Code Sections 8321 or 8322.

(b) **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind:

(i) Any transaction to which the Corporation, its parent, or a subsidiary was a party, and to which a Director had a direct or indirect material financial interest which involved more than fifty thousand dollars (\$50,000) or was one of a number of transactions in which the same Director had in the aggregate, more than fifty thousand dollars (\$50,000). The statement shall include a brief description of the transaction, the name of the Director involved, the nature of the Director's interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the Director is a partner, only the interest of the partnership need be stated.

(ii) Any indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation under Article VIII of these Bylaws, unless that indemnification has already been approved by the members under the California Nonprofit Mutual Benefit Corporation Law.

SECTION X
LABOR POLICY
SECTION 10.1
NO LABOR POLICY

The Corporation shall have no labor policy. Statements on labor issues may be expressed by the Corporation on behalf of union and open shop employers at their request.

SECTION 10.2
CONFLICT IN LABOR POLICY

Union employees and open shop employers shall have full authority to determine and conduct activities jointly or severally which are consistent with Corporation policies. In case of conflict with Corporation policies, the decision of the Board shall be final.

ARTICLE XI CONSTRUCTION AND

DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XII AMENDMENTS SECTION 12.01

ACTION BY THE BOARD

The Bylaws may be amended or repealed and new Bylaws may be adopted by a two-third (2/3) majority vote of the Directors present at the meeting at which the matter is considered, provided that the number of votes cast in favor of the amendment is equal to a majority of a quorum, unless member approval is required by California Nonprofit Mutual Benefit Corporation Law Code Section 7150, as may be amended.

SECTION 12.02 LIMITATIONS ON AMENDMENT OF BYLAWS

When any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number. No amendment may extend the term of a Director beyond that for which such Director was elected.

SECTION 12.03 MAINTENANCE OF RECORDS

The Secretary shall see that a true and correct copy of all amendments of the Bylaws, duly certified by the Secretary, is attached to the official records of the Corporation at the Principal Office of the Corporation.