

BY LAWS OF

PDCA GOLDEN STATE COUNCIL, INC.

A California Nonprofit Mutual Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be:

PDCA GOLDEN STATE COUNCIL, INC

ARTICLE II. OFFICES

Section 1. Principal Office. The Corporations Principal office shall be located at 1126 Bluelake Square, Mountain View, California 94040. The Board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III.

PURPOSE

The specific purpose of this corporation is to promote the general and economic welfare of painting and decorating contractors in California, and improve the business of paint contracting; To provide for the exchange of practical and educational data between the Painting and Decorating Contractors of America and this Council, and between the membership of this Council. Also creating programs to protect the health and safety of their employees; establishing and maintaining a high standard of business ethics and conduct among its members, and with others in similar or allied trades. To operate to coordinate, facilitate and govern the activities of its constituent chapters.

ARTICLE IV.

NON PARTISAN ACTIVITIES

This Corporation has been formed under the California Corporation Law for the purposes described herein above at Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not

participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes above.

#### ARTICLE V.

##### DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article IV hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the non-profit provisions of the California Corporations Code then in effect.

#### ARTICLE VI.

##### MEMBERSHIP - GENERAL

Section 1. QUALIFICATIONS-Members. The membership shall be consist of Active, Affiliate, Honorary and Associate Members.

- (a) Active memberships shall consist of members engaged as contractors in the painting and decorating industry, as herewith defined.
- (b) The term painting and decorating industry, as used herein, includes the services of painting, decorating, signwriting, paperhanging, the application of any and all type of wallcovering, the finishing of wood, metal or any other surface, also the application, also the application by spray of insulating and acoustical materials, the application of wet film waterproofing coatings, the application of all other coatings for decorative and protective purposes. It shall also include all preparatory work incidental to the preceding designated services including the taping and surfacing of drywall surfaces.
- (c) Honorary membership may be conferred upon members, hereof, who were active in the Council, and who have retired from all active painting and decorating business and were in good standing at the time of

their retirement, and upon persons who have performed conspicuous and meritorious service, or achieved distinction in the arts or in the painting and decorating craft.

- (d) Associate Members herein, shall be manufactures, wholesalers, distributors, and dealers in painters' and decorators' equipment, services, wallpaper, fabrics, and materials of all kinds used in connection or incidental to the painting and decorating business.
- (e) Affiliate Members shall be companies, governmental bodies or institutions (other than contractors) employing persons in connection with or incidental to the coating application industry.

Section 2. Members of constituent chapters are automatically members of PDCA GOLDEN STATE COUNCIL.

Section 3. Applications for membership shall be in writing in such form as the Board of Directors shall from time to time determine, Applications shall be directed to the Secretary-Treasurer, and applicants and shall be eligible for membership upon acceptance of the application by the board of directors and payment of such dues and initiation fees as may from time to time be fixed by the board of directors.

Section 4. The Secretary-Treasurer shall promptly present such application for membership to the board of directors at its next regular meeting for action thereon.

Section 5. In such cases where the duly elected member shall be a firm or corporation, it shall select one of its officers or supervisory employees, as its duly authorized representative, to act on its behalf.

Section 3. TERMINATION. The membership of a member may be terminated by the occurrence of any of the following events:

- (a) The resignation of the member.
- (b) When the member is declared to be of unsound mind by of the order of a Court of Competent Jurisdiction.
- (c) A final conviction of a felony.
- (d) If within sixty days of appointment, the appointed member does not attend a meeting, or accept the appointment in writing with reasons for non attendance.
- (e) The determination by the Board of Directors or a committee designated to make such determination, that the member has failed in a material and serious degree to observe the rules of conduct governing this corporation as promulgated by the Board from time to time.

(f) The member refusing or neglecting to pay membership fees and dues within sixty (60) days after the same are due. The Board of Directors may direct that such delinquent member may continue to receive the Council services, but shall not be entitled to vote on any matter until payment of all monies due.

Procedure for Removal. Following the determination that a member shall be removed under subparagraph (e) above, the following procedure shall be implemented:

(a) A notice shall be sent by mail by prepaid, first-class or registered mail to the most recent address of the member as shown on the corporations records, setting forth the removal and the reasons therefore. Such notice shall be sent at least 15 days before the effective date of the removal.

(b) The member being removed shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed removal. The hearing will be held by a special removal committee composed of not less than three Directors appointed by the President. The notice to the Director of his/her proposed removal shall state the date, time, and place of the hearing on the proposed removal.

(c) Following the hearing, the removal committee shall decide if the member should in fact be removed, or sanctioned in some other manner. The decision of the committee shall be final.

#### Section 4. TRANSFER OF MEMBERSHIPS

No member may transfer a membership or any right arising from it. All right of membership ceases on the member's death.

### ARTICLE VI

#### MEETINGS OF MEMBERS

##### SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors.

##### SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held (unless the Board of Directors fixes another date and so notifies the members as provided in Section 4 of this Article VI) on the 1st Saturday in May. General and Special meetings shall be held as ordered by the Board of Directors, from time to time as stated below.

### SECTION 3. SPECIAL MEETING

(A) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The Board of Directors, the President, or fifteen (15) or more of the members of the corporation.

(B) Calling meeting by Members. If a special meeting is called by members other than the President, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally by registered mail or facsimile transmission to the President of the board, or the Secretary of the corporation. The officer receiving the request shall cause notice to be given to all members in accordance with the provisions of Section 4 and 5 of this Article VI, that a meeting will be held, and the date for such meeting, which date shall be not less than 10 nor more than 20 days following the receipt of the request. If the notice is not given within 20 days following the receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

### SECTION 4. NOTICE OF MEMBER'S MEETINGS

(A) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 3 (B) of this Article VI not less than 10 nor more than 20 days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, and (ii) in the case of the annual meeting, those matters which the Board at the time of giving the notice, intends to present for action by the members.

(B) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal (s):

- (i) Removing a Director without cause:
- (ii) Filling vacancies on the Board of Directors by the members.
- (iii) Amending Articles of Incorporation; and

(iv) Voluntary dissolving the corporation.

(C) Manner of giving notice. Notice of meeting of members shall be given either personally or by first-class mail, facsimile or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for purposes of notice. If no address appears on the corporations books and no other has been given, notice shall be deemed to have been given if notice is sent to that member by first-class, facsimile or other written communication to the corporation's principle executive office. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by facsimile or other means of written communication.

(D) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any member meeting may be executed by the secretary, or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

#### SECTION 5. QUORUM

(A) Number required. One-Third of the active members entitled to vote shall constitute a quorum for the transaction of business at a meeting of the members and Directors. A lesser amount may constitute a quorum if notice of the general nature of the meeting is sent to the members at least 10 days before the meeting, said notice complying with all by-law provisions governing the time and manner of giving notice as stated hereinabove in Section 4 of this Article VI.

(B) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact 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.

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the members represented at the meeting. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

(C) Robert's rules of Order. Meetings shall be conducted pursuant to Robert's Rules of Order, as amended, except as specifically set forth herein.

#### SECTION 6. VOTING

(A) Eligibility to vote. Persons entitled to vote at a meeting of the members shall be members as of the date determined in accordance with Section 10 of this Article VI, subject to the provisions of the California Nonprofit Corporation Law. Every member shall have one vote, and their shall be no vote by proxy.

(B) Manner of casting votes. Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any member before the balloting begins.

(C) Only a majority vote of the members at a meeting is required, unless otherwise specified. If a quorum is present, the affirmative vote of the members present at the meeting, and entitled to vote and voting on any matter (other than the election of Directors) shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

(D) Waiver by attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of the meeting, except when the person objects at the beginning of the meeting to the transaction of business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

#### SECTION 7. RECORD DATE FOR MEMBER NOTICE, VOTING, GIVING CONSENTS

(A) To be determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, and to vote, the Board of Directors may fix, in advance, a "record date", which shall not be more than 60 or fewer than 10 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, and to vote, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Corporation Law.

(B) Failure of Board to determine date.

(i) Record date for notices of meeting.  
Unless fixed by the Board of Directors, the record date for determining those members 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 next business day on which the meeting is held.

(ii) "Record date" means as of close of business.  
For purposes of this paragraph (B), a person holding membership as of the close of business on the record date shall be deemed the member of record.

## SECTION 8. VOTING RIGHTS

Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members. There shall be no vote by proxy.

## ARTICLE VII

### ELECTION OF DIRECTORS

#### SECTION 1. NOMINATIONS

The Board of Directors shall be the governing body of the Corporation.

(A) **Qualifications:** The membership of the Board of Directors of the Corporation shall be composed of the duly elected Officers of the corporation, plus One director from each chapter of the Council.

(B) **Number:** The authorized number of Directors of the Corporation shall be Five (5), plus one director from each chapter of the Council, until changed by amendment of the By-Laws adopted by the Directors.

(C) **Term:** Each Director shall serve for a term of One (1) year, and may stand for election to a consecutive One (1) year term by notifying the President in writing of the Director's desire to do so. There must then be an intervening period of one year before that Director may again serve as a Director.

(D) **Vacancies:** When a vacancy occurs, the President shall appoint a person to fill such vacancy, and the appointment shall be subject to confirmation by the Directors.

When a Director is appointed to fill the vacated office of a Director whose term has not expired, the Director shall hold office for the unexpired term of the predecessor, and such term shall not be charged against the normal consecutive One year term.

Vacancies on the Board of Directors shall exist on (1) the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized by the By-Laws is increased by amendment.

#### Section 5. NOMINATING COMMITTEE

(A) Nominating Committee. The President shall appoint a committee to nominate qualified candidates for election to the Board of Directors at least 60 days before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of any election, and the secretary



shall forward to each member, with the notice of meeting required by Article VI, Section 4, a list of candidates nominated, by office.

(B) At a meeting to elect directors, any member present at the meeting, may place names in nomination.

#### SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors.

### ARTICLE VIII

#### DIRECTORS

##### SECTION 1. POWERS

(A) General Corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws 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.

(B) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all offices, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws, and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place for the holding of any members' meetings, including annual meetings.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

(C) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a

successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(D) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

## SECTION 2. PLACE OF MEETINGS;

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time-to-time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation.

## SECTION 3. ANNUAL MEETING

Immediately following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall be required.

## SECTION 4. OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held without call at such time as may from time-to-time be fixed by the Board of Directors. Such regular meetings may be held without notice.

## SECTION 5. QUORUM

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every act or decision done or made by a majority of the directors present at a meeting duly held shall be regarded as an act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. 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 that meeting.

## SECTION 6. DIRECTOR'S VOTING RIGHTS

Each director shall have one vote on any matter that comes before the board for approval or authorization. There shall be no

vote by proxy.

#### SECTION 7. ADJOURNMENT

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

#### SECTION 8. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the 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 9. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all the members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

#### SECTION 10. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the board of directors to be just and reasonable.

### ARTICLE IX

#### COMMITTEES

##### SECTION 1. COMMITTEES OF DIRECTORS

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;

(b) Fill vacancies on the board of directors or in any committee;

(c) Fix compensation of the directors for serving on the board or any committee;

(d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(e) Amend or repeal bylaws or adopt new bylaws;

(f) Appoint any other committees of the board of directors or the members of these committees;

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and

(h) Approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## SECTION 2. MEETINGS AND ACTION OF THE COMMITTEES

Meetings and action of the committees shall be governed by, and held and taken in accordance with, the provisions of Article VII of these bylaws, concerning the meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committees and its members for the board of directors and its members, except that the time for regular meetings of the committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meeting of committees may also called by resolution of the board of directors. Notice of special meeting of any committee shall be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## ARTICLE X

### OFFICERS

#### SECTION 1. OFFICERS

A. The officers of the corporation shall be a President, a First Vice President, a Second Vice President, a Secretary and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, 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 3 of the Article IX. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

#### SECTION 1. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX, shall be elected by the Board of Directors, and each shall serve in the office for one year, subject to the rights, if any, of an officer under any contract of employment.

#### SECTION 2. SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of 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 of Directors.

#### SECTION 3. 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 of Directors, at any regular or special meeting of the board. The removal procedure shall be the same as is set forth in Section 3, Article VI, above.

#### SECTION 4. RESIGNATION OF OFFICERS

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

#### SECTION 5. VACANCIES IN OFFICES

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

#### SECTION 6. RESPONSIBILITIES OF OFFICERS

(A) President. The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control

the business and officers of the corporation. He shall preside at all meetings of the members, and at all meetings of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws.

(B) Vice Presidents. In the absence or disability of the president, the vice presidents, in the order of their rank as fixed 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 of 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.

(C) Secretary. The Secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, the number of members present at member meetings, and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, record of the corporate members, their addresses and telephone numbers.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given. He shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(D) Treasurer. The secretary shall also hold the office of treasurer, and shall attend to the following:

(i) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books 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 other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The treasurer shall deposit 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 of Directors. Shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation, and have other powers and such other duties as may be prescribed by the Board of Directors or the bylaws.

(iii) Bond. If required by the Board of Directors, the 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 his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

## ARTICLE X

### INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agents's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## ARTICLE XI

### RECORDS AND REPORTS

#### SECTION 1. INSPECTION RIGHTS

Any member of the corporation may:

(A) Inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days written demand on the corporation, stating the purposes for which the inspection is requested.

(B) Obtain from the secretary of the corporation, on written demand and on the tender of the secretary's usual charge, if any, a list of names and addresses 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 requested. This list shall be made available to any such member by the secretary on or before the latter of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

#### SECTION 2. MAINTENANCE AND INSPECTION OF

## ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

### SECTION 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of proceedings of the members and Board of Directors shall be kept at such place or places designated by the Board of Directors, or in the absence of such designation, at the principal executive office of the corporation, which shall be open to inspection by the members at all reasonable times during office hours. The minutes shall be kept either in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during business hours, for a purpose reasonably related to the member's interest as a member. The inspection may be made in person or by agent or attorney, and shall include the right to copy and make extracts.

### SECTION 4. 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 the documents.

### SECTION 5. ANNUAL REPORT

The annual report to members referred to in the California Nonprofit Corporation Law must be given, but nothing in these bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However the corporation shall provide to the directors, and to those members who request in writing, within 120 days of the close of the fiscal year, a report containing the following information in reasonable detail:

(1) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.