

**Amended and Restated Bylaws of  
Publishers Marketing Association, Inc.,  
a California Nonprofit Mutual Benefit Corporation  
Dated August 29, 2014**

ARTICLE I  $\delta$  NAME

The name of this corporation shall be: Independent Book Publishers Association, Inc. ("Corporation"). The Corporation may use the fictitious business names IBPA and/or INDEPENDENT BOOK PUBLISHERS ASSOCIATION and/or any other fictitious business names as the Board of Directors ( $\delta$ Board $\delta$ ) may approve.

ARTICLE II  $\delta$  OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation ("principal executive office") is located in the State of California, County of Los Angeles.

The board of directors of the Corporation ( $\delta$ Board $\delta$ ) may change the principal office from one location to another.

Section 2.2 Other Offices

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

ARTICLE III  $\delta$  NONPARTISAN ACTIVITIES

The Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes described in Article IV, 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.

In addition, 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 described in Article IV.

ARTICLE IV  $\delta$  OBJECTIVES AND PURPOSES

The purpose of the Corporation shall be:

4.1 To advance the profession of publishing books and related products by means of, among other things, the sponsorship of marketing programs.

4.2 To act as a clearinghouse for information in the publishing field.

4.3 To provide educational opportunities to people in the publishing field.

4.4 To foster social and friendly relations between members and others in publishing and related fields.

## ARTICLE V ò MEMBERSHIP

### Section 5.1 Qualifications

There shall be one class of membership. A person admitted as a member may join in any one of four categories as follows:

5.1.1 Publisher: Persons or organizations involved in publishing other people's work and/or preparing to publish other people's work;

5.1.2 Author Publisher: Persons publishing their own work and/or preparing to publish their own work;

5.1.3 Publisher Friend: Persons not directly involved in publishing, but who support independent publishing; and

5.1.4 Publisher Partner: Persons or organizations involved with supplying services or products to the field of publishing.

All applications for membership may be subject to approval by majority vote of the Board.

An individual who is employed or otherwise engaged by a business entity member shall have the right to apply for individual membership in his or her own name.

All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, the disposition of all or substantially all of the assets of the Corporation, any merger and its principal terms and any amendment of those terms, and any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

A member may not transfer a membership or any right arising therefrom.

### Section 5.2 Fees, Dues, and Assessments

Each member in good standing must pay, within the time and on the conditions set by the Board, the initiation fee and annual dues in amounts that may be fixed from time-to-time by the Board. The amount of those dues and/or fees may be different for different classes of members.

### Section 5.3 Termination of Membership

5.3.1 CAUSES OF TERMINATION. The membership of any member shall terminate upon occurrence of any of the following events:

5.3.1.1 The resignation of a member. A member may resign at any time by personally delivering, emailing, or mailing the notice of resignation to the Office of the Corporation, Attn: the Executive Director.

A resigning member shall remain liable for all sums, including dues, assessments and fees, owed by that member immediately prior to receipt of its resignation by the Executive Director. No part of any sums previously paid to the Corporation shall be returned to a member who resigns.

5.3.1.2 The failure of a member to pay annual dues in the amount and within the times set forth by the Board.

5.3.1.3 The determination by the Board or a committee designated to make such determination that the member has failed in a material and serious degree to observe the Code of Ethics governing members of this Corporation as promulgated by the Board from time-to-time and published on the Corporation website, all as set forth more particularly in Section 5.4 below.

5.3.1.4 The death or dissolution of a member.

5.3.1.5 The expulsion of a member as set forth in Section 5.4 below.

### 5.4 Procedure for Expulsion.

Following the determination that a member should be expelled under 5.3.1.3 above, the following procedure shall be implemented:

5.4.1. A notice shall be sent via first-class or registered postal mail or by email to the most recent postal address or email address as shown in the Corporation's records. The default for sending this notice will be via email. If no email address is on record, then the notice will be sent by postal mail. The contents of the notice will set forth the expulsion and the reasons therefore. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

5.4.2 The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held either virtually or in-person not fewer than 5 days

before the effective date of expulsion by a special member expulsion committee composed of the Executive Director and not fewer than two directors appointed by the chairperson of the Board (öBoard Chairö). The notice to the member of the memberö proposed expulsion shall state the date, time, and place of the hearing on the memberö proposed expulsion.

5.4.3 Following the hearing, the member expulsion committee shall decide whether or not the member should in fact be expelled or sanctioned in some other way. The decision of the committee shall be final.

5.4.4 Any person expelled from the Corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

## ARTICLE VI ö MEETINGS OF MEMBERS

### Section 6.1 Place of Meetings

Meetings of the membership may be held at any place within or outside the State of California designated by the Board. In the absence of any such designation by the Board, members' meetings shall be held at the principal executive office of the Corporation.

### Section 6.2 Attendance by Electronic Transmission

If authorized by the Board in its sole discretion, and subject to the requirement of consent set forth below, and those guidelines and procedures as the Board may adopt, the following provisions apply to attendance by electronic transmission at a meeting of members.

6.2.1 Members who are not physically present in person at a meeting (or, if proxies are allowed, members are not physically present but are represented by proxy) at a meeting of members may be deemed present in person and may vote and otherwise participate in a meeting of members by means of electronic transmission by and to the Corporation or by electronic video screen communication.

6.2.2 The foregoing shall apply whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication.

6.2.3 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 (1) if the Corporation implements reasonable measures to provide members in person (or, if proxies are allowed, 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, and (2) if any member votes or takes other action at the meeting by means of electronic

transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by the Corporation to a member for consent to conduct a meeting of members by electronic transmission by and to the Corporation, shall include a notice that absent consent of the member as set forth below, the meeting shall be held at a physical location.

6.2.4 "Electronic transmission by the Corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form. However, an electronic transmission by the Corporation to a member of the Corporation who is a natural person, and if an officer or director of the Corporation, only if communicated to the recipient in that person's capacity as a member, is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent.

6.2.5 "Electronic transmission to the corporation" means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to members and directors for sending communications to the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be validly delivered upon the posting, or (3) other means of electronic communication, (b) as to which the Corporation has placed in effect reasonable measures to verify that the sender is the shareholder or member (in person or by proxy) or director purporting to send the transmission, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

### Section 6.3 Annual Meeting

The annual meeting of members ("Annual Members Meeting") shall be held once in each calendar year, at a time and place that coincides with BookExpo America, the Benjamin Franklin Awards, the IBPA Publishing University, or such other time and place as the Board may designate.

## Section 6.4 Special Meeting

6.4.1 AUTHORIZED PERSONS WHO MAY CALL. A special meeting of the members (öSpecial Members Meetingö) may be called at any time by any of the following: (a) the Board, (b) the Executive Director, or (c) five percent of the membership.

6.4.2 CALLING MEETINGS BY MEMBERS. If a Special Members Meeting is called by five percent of the membership as per Section 6.4.1 above, 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 or sent via postal mail or email to the Board Chair, the Board Vice Chair, the Executive Director, or the Secretary of the Corporation. The Officer receiving the request shall cause notice to be promptly given to all members entitled to vote, in accordance with the provisions of Section 6.5 and 6.6 of this Article 6, that a Special Members Meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within 20 days after 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.

## Section 6.5 Notice of Members' Meeting

6.5.1 GENERAL NOTICE ON CONTENTS. All notices of a meeting of members, whether Annual Members Meeting or Special Members Meeting, shall be sent or otherwise given in accordance with Section 6.4.3 of this Article 6 not less than 10 nor more than 90 days before the date of the meeting or as may be otherwise ordered by the Board. The notice shall specify the place, date and hour of the meeting, and (a) in the case of a Special Members Meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (b) in the case of an Annual Members Meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members. For notice of any meeting at which Directors are to be elected, the notice shall include the names of all nominees at the time that notice is given to members. For a Special Members Meeting, any contrary provision required by Subsection 6.3.2 shall prevail over the requirements set forth in this Subsection.

6.5.2 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):

6.5.2.1 Removing a director without cause;

6.5.2.2 Filling vacancies on the Board;

6.5.2.3 Amending the articles of incorporation;

6.5.2.4 Approving or contesting a contract or transaction in which a Director has a material financial interest; and

6.5.2.5 Approving a plan of distribution of assets, other than cash, in liquidation when the Corporation has more than one class of membership outstanding.

6.5.2.6 Electing to wind up and dissolve the Corporation.

6.5.3 MANNER OF GIVING NOTICE. Except as otherwise provided in these Bylaws, notice of any meeting of members shall be sent via email or postal mail to the most recent email address or postal address as shown in the Corporation's records. The default for sending this notice will be via email. Notice is assumed to have been given if published at least once in an official publication of the Corporation (see Section 6.4.5 below).

Notice shall be deemed to have been given at the time it is sent by email, deposited in the mail, or published in an official publication.

Not providing notice by email or postal mail is only allowed if no email or postal address is in the Corporation's records. In such circumstances, notice may be given in one of the following ways: (a) Publication of the notice at least once in a newspaper of general circulation in the county in which the principal office of the Corporation is located; or (b) mailing of the notice to the member by first-class mail or other written communication to the Corporation's principal office.

6.5.4 NOTICE BY PUBLICATION IN OFFICIAL PUBLICATIONS. Notwithstanding any other provision of these Bylaws, including but not limited to Sections 6.4.1 through 6.4.4 of this Article VI, any and all notices of meetings (or other notices) may be given by publication in an official publication of the Corporation, including, but not limited to, THE INDEPENDENT or any comparable publication which is routinely sent by the Corporation via email or postal mail to members.

## Section 6.6 Quorum

6.6.1 PERCENTAGE REQUIRED. A quorum equals the membership voting power present at a duly called meeting. However, no matter may be voted upon unless (a) the matter was described in the meeting notice, or (b) the voting power in attendance is at least one-third of the total voting power.

6.6.2 LOSS OF QUORUM. The members present at a duly called or duly held meeting of the members 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.

## Section 6.7 Adjournment of Meeting

Any meeting of the members, whether or not a quorum is present, may be adjourned by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Subsection 6.5.2 of this Article V.

## Section 6.8 Voting

6.8.1 ELIGIBILITY TO VOTE. Each member in good standing, irrespective of the category of membership and whether the member is an individual or a business entity, shall have a single vote.

6.8.2 MANNER OF CASTING VOTES. Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by a member at the meeting and before the voting begins.

6.8.3 ONLY MAJORITY OF MEMBERS REPRESENTED AT MEETING REQUIRED, UNLESS OTHERWISE SPECIFIED. If a quorum is present, the affirmative vote of the majority of the members 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 California Corporations Code as it applies to mutual benefit corporations or by the articles of incorporation or by these Bylaws.

## Section 6.9 Waiver of Notice or Consent by Absent Members

6.9.1 WRITTEN WAIVER OF 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 a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Sections 6.4.2.2. or 6.5.1 of this Article VI, the waiver of notice or 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.

6.9.2 WAIVER BY ATTENDANCE. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any 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 6.10 Record Date For Member Notice, Voting, Giving Consents

TO BE DETERMINED BY THE BOARD. For the 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 "record date" shall be the date 14 days prior to the meeting date. Only members of record on the "record date" are entitled to notice, to vote, or to give consents, as the case may be, except as otherwise provided in the articles of incorporation, by agreement, or in the California Corporations Code as it applies to mutual benefit corporations. Determination of members entitled to notice of a meeting shall also apply to any adjournment of the meeting unless the Board fixes a new Record Date for the adjourned meeting.

## Section 6.11 Proxies

6.11.1 RIGHT OF MEMBERS. Every person 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 person and filed via email or postal notification 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 or otherwise) by the member or the member's attorney in fact.

6.11.2 FORM OF SOLICITED PROXIES. In any election of Directors, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director. Failure to comply with the paragraph shall not invalidate any corporate election taken, but may be basis for challenging the proxy at a meeting.

6.11.3 REVOCABILITY. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Secretary of the Corporation stating that the proxy is revoked, or revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such a member, or (b) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Corporations Code as it applies to mutual benefit corporations. The maximum term of any proxy shall be three years from the date of execution.

## 6.12 Action by Written Ballot or Consent

6.12.1 GENERAL. Unless prohibited in the Articles or Bylaws, any action which may be taken at any regular or special meeting of members, including but not limited to the election of Directors, may be taken without a meeting if the Corporation distributes a

written ballot to every member entitled to vote on the matter. Unless otherwise provided by the Articles or Bylaws and if approved by the Board, that ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the Corporation by electronic transmission to the Corporation. That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

**6.12.2 QUORUM REQUIREMENT FOR ACTION BY WRITTEN BALLOT.** Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

**6.12.3 SOLICITATION OF BALLOTS.** Ballots shall be solicited in a manner consistent with the requirements of applicable provisions of the California Corporations Code. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

**6.12.4 NO REVOCATION OF WRITTEN BALLOT.** A written ballot may not be revoked.

**6.12.5 NOMINATION OF DIRECTORS.** When Directors are to be elected by written ballot, the procedure may provide for a date for the close of nominations prior to the printing and distributing of the written ballots.

**6.12.6 ACTION BY WRITTEN CONSENT.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

**6.12.7 FORM OF PROXY OR WRITTEN BALLOT.** So long as the Corporation has 100 or more members, any form of proxy or written ballot distributed to 10 or more members of the Corporation, shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

6.12.8 ELECTION OF DIRECTORS BY PROXY OR WRITTEN BALLOT. In any election of Directors, any form of proxy or written ballot in which the Directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director. Failure to comply with this Subsection shall not invalidate any corporate action taken, but may be the basis for challenging any proxy at a meeting or written ballot and the Superior Court may compel compliance therewith at the suit of any member.

## ARTICLE VII ô BOARD OF DIRECTORS

### Section 7.1 Powers

7.1.1 GENERAL CORPORATE POWERS. Subject to the provisions of the California Corporations Code as it applies to nonprofit mutual benefit corporations 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 Board.

7.1.2 FIDUCIARY DUTIES. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

7.1.2.1 One or more Officers (as defined in Section 9.1) or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

7.1.2.2 Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

7.1.2.3 A committee upon which the Director does not serve that is composed exclusively of any or any combination of Directors, persons described above, as to matters within the committee's designated authority, which committee the Director believes to merit confidence, so long as, in any case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

A person who performs the duties of a Director in accordance with subdivisions (1) and (2) shall have no liability based upon any alleged failure to discharge the person's obligations as a Director, including, without limiting the generality of the foregoing, any

actions or omissions which exceed or defeat a public or charitable purpose to which assets held by the Corporation are dedicated.

### 7.1.3 Requirements for Approval of Contracts Involving Directors

7.1.3.1 No contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any domestic or foreign corporation, firm or association in which one or more of its Directors has a material financial interest, is either void or voidable because such Director or Directors or such other corporation, business corporation, firm or association are parties or because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies the contract or transaction, if:

7.1.3.2 The material facts as to the transaction and as to such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon;

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

7.1.3.4 As to contracts or transactions not approved as provided in paragraph (1) or (2) of this subdivision, the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved or ratified.

A mere common directorship does not constitute a material financial interest within the meaning of this subdivision. A Director is not interested within the meaning of this subdivision in a resolution fixing the compensation of another Director as a Director, officer or employee of the Corporation, notwithstanding the fact that the first Director is also receiving compensation from the Corporation.

7.1.3.5 No contract or other transaction between the Corporation and any corporation, business corporation or association of which one or more of its Directors are directors is either void or voidable because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies the contract or transaction, if:

7.1.3.6. The material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a

vote sufficient without counting the vote of the common Director or Directors or the contract or transaction is approved by the members in good faith; or

7.1.3.7 As to contracts or transactions not approved as provided in paragraph (1) of this subdivision, the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified. This subdivision does not apply to contracts or transactions covered by subdivision (a).

7.1.4 SPECIFIC POWERS. Without prejudice to the general corporate powers set forth in Subsection 7.1.1, and subject to the same limitations, the Board shall have the power to:

7.1.4.1 Select and remove all Officers and the Executive Director of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws.

7.1.4.2 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 for the holding of any members' meeting or meetings, including Annual Meetings.

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

7.1.4.4 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws; meet at such times and places as required by these Bylaws; and register their addresses, phone and facsimile numbers, and email addresses with the Secretary of the corporation. Notices of meetings delivered, telephoned or telegraphed to them at such addresses shall be valid notices thereof. Notices of meetings delivered by facsimile, e-mail or by other electronic shall be valid notices thereof if, prior to delivery of the notice, the director has given his or her consent to receive notice by such means.

## Section 7.2 Number and Qualification of Directors

All Directors must be members of the Corporation. The authorized number of members of the Board (õDirectorsö) shall not be less than 9 nor more than 30, and shall be an odd number. The precise number of authorized Directors shall be set within these limits by an affirmative vote of the majority of the Directors then in office. As of the date of adoption of these Revised and Restated Bylaws, the authorized number of Directors is 13. At no time may more than one-third (1/3) of the Directors collectively be members in the Publisher Friend or Publisher Partner categories of membership.

### Section 7.3 Election and Term of Office of Directors

Two-thirds (2/3) of these Directors shall be elected at the Annual Meeting in each even-numbered year, and one-third (1/3) of these Directors shall be elected at the Annual Meeting in each odd-numbered year. If an Annual Meeting is not held or the Directors are not elected at an Annual Meeting, they may be elected at a Special Meeting held for that purpose.

Each Director, including a Director elected to fill a vacancy or elected at a Special Meeting, shall hold office until expiration of the term for which elected, or until a successor has been elected and qualified, whichever comes first. No Director shall serve more than two consecutive two-year terms, unless the third consecutive two-year term is to serve as the Chair of the Corporation.

### Section 7.4 Vacancies

7.4.1 **EVENTS CAUSING A VACANCY.** A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

7.4.1.1 The death, resignation, or removal of any Director,

7.4.1.2 The declaration by resolution of the Board of a vacancy of 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 legally imposed duty under the California Corporations Code as it applies to mutual benefit corporations,

7.4.1.3 The vote of the members to remove a Director,

7.4.1.4 The increase of the authorized number of Directors, or

7.4.1.5 The failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting.

7.4.2 **RESIGNATIONS.** Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Board Chair, the Secretary of the Board 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 may elect a successor to take office when the resignation becomes effective.

7.4.3 **VACANCIES FILLED BY MEMBERS.** The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Board, but any such election shall require the written consent of a majority of the voting power.

7.4.4 NO VACANCY OR 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.

7.4.5 VACANCIES FILLED BY CHAIR WITH CONSENT OF THE BOARD.- The Chair, subject to ratification by the Board at its next regular meeting, may appoint a Director or Directors to fill a vacancy or vacancies on the Board. This Subsection does not apply to vacancies created by the removal of a Director by the members.

#### Section 7.5 Place of Meetings

Regular and/or special meetings of the Board may be held at any place within or outside the State of California that has been designated by the Board. In the absence of such designation, regular meetings and special meetings shall be held at any place within or outside the State of California that has been designated by the Executive Director.

The provisions of Section 6.2 regarding attendance by electronic transmission set forth above shall also apply to any regular and/or special meetings of the Board.

#### Section 7.6 Regular Meetings

Regular meetings of the Board shall be held at such time as shall be fixed by the Board but not less than four (4) times per year. Notice of any and all regular meetings shall be given in the manner set forth in Section 7.8.2 of this Article VII.

#### Section 7.7 Annual Meeting

Each fiscal year, one of the regular meetings of the Board shall be an Annual Board Meeting for the purpose of organization, election of Officers (as defined in Section 9.1), and the transaction of other business. Notice of this meeting shall be given in the manner set forth in Section 7.8.2 of this Article.

#### Section 7.8 Special Meetings

7.8.1 AUTHORITY TO CALL. Special meetings of the Board for any purpose may be called at any time by the Board Chair, the Executive Director, the Secretary, the Treasurer, or any two Directors.

#### 7.8.2 NOTICE

7.8.2.1 MANNER OF GIVING. Notice of the time and place of regular and/or special meetings shall be given to each Director by one of the following methods: (a) electronic transmission (as the term is defined in Section 6.2 above), (b) personal delivery, or (c) postal mail. Notice of a regular meeting need not be given if fixed by a resolution of the Board that is noted in the minutes distributed to all Directors.

The default delivery mechanism will be electronic transmission.

7.8.2.2 TIME REQUIREMENTS. Notices sent by postal mail shall be deposited into a United States mail box at least seven days before the time set for the meeting. Notices given by personal delivery or email shall be delivered at least 48 hours before the time set for the meeting.

7.8.2.3 NOTICE CONTENTS. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting.

#### Section 7.9 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 7.11 of this Article VII. Every act or decision done or made by a majority of the Directors present at the meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Corporations Code as it applies to non-profit mutual benefit corporations, especially those provisions relating to (a) approval of contracts and transactions in which a Director has a direct or indirect material financial interest, (b) creation of and appointment to committees of the Board, and (c) 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 7.10 Waiver of Notice.

Notice of a meeting of the Board need not be given to any Director who, either before or after the meeting, (a) signs a waiver of notice, (b) signs a written consent to the holding of the meeting, or (c) approves the minutes of the meeting.

The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### Section 7.11 Adjournment

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

Section 7.11.1 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 notice of 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 7.12 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, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. The consent of any Director who has a material financial interest is not required for approval of that transaction. Written consent by a Director may be conveyed to the Corporation by any method of transmission set forth in Section 6.2 above.

## Section 7.13 Fees and Compensation of Directors

No Director or Officer shall be compensated by the Corporation for any services rendered to it or any goods or property provided to it; provided, however, that a majority of a quorum present at a meeting of the Board may authorize such compensation to the Director or Officer. Any such compensation must be approved under the procedures set forth in Section 7.1.3 above.

## Section 7.14 Reimbursement of Expenses

No Director or Officer shall be reimbursed for expenses related to their association with the Corporation, provided, however, that a majority of a quorum present at a meeting of the Board may authorize reimbursement of reasonable and allowable expenses to the Director or Officer.

## ARTICLE VIII ∂ ELECTION OF DIRECTORS

### Section 8.1 Nomination and Solicitation for Votes

8.1.1 **NOMINATING COMMITTEE.** The Board Chair, or the Vice Chair if there is no Board Chair, shall appoint a nominating committee to select qualified candidates for election to the Board at least 90 days before the date of any election of Directors. The nominating committee shall make its report at least 60 days before the date of the election, and the Executive Director shall forward to each member, with the notice of the meeting required by Section 6.4, a list of the candidates nominated to the Director positions. The nominating committee shall nominate a slate of candidates equal in number to the Director positions to be filled at the next election.

8.1.2 **NOMINATION BY MEMBERS.** Members representing two percent (2%) of the voting power, or such greater percentage as may be permitted under applicable California law may nominate candidates for directorships at any time before the 60<sup>th</sup> day preceding such election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

If membership is 5,000 or more, then members representing one-twentieth of 1 percent of voting power but not less than 100, nor more than 500, or such greater percentage as may be permitted under applicable California law, shall be entitled to nominate candidates for directorship as provided above.

8.1.3 SOLICITATION OF VOTES. If more people are nominated for the Board than can be elected, the election shall take place by means of a procedure that allows all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among nominees. If after the close of nominations the number of people to be nominated for the Board is not more than the number of Directors to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected. A nominee shall have a reasonable opportunity to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

8.1.4 PUBLICATION. Without limiting the generality of the foregoing, if the Corporation now or hereafter publishes, owns, or controls a magazine, newsletter, or other publications, and publishes material in the publication soliciting votes for any nominees for Director, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

8.1.5 MAILING ELECTION MATERIAL. On written request by any nominee for election to the board and accompanying payment of the reasonable costs of mailing (including postage), the Corporation shall, within 10 business days after the request (provided payment has been made), mail to all members, or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election, unless the Corporation within 5 business days after the request allows the nominee, at the Corporation's option, the right to do either of the following (1) inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, 5 business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The membership list shall be made available on or before the later of 10 business days after the demand is received or after the date specified in it as the date by which the list is to be compiled.

8.1.6 USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. No corporate funds may be expended to support a nominee for Director.

## ARTICLE IX $\delta$ OFFICERS

### Section 9.1 Officers

The Officers of the Corporation shall be a Board Chair, a Secretary, a Treasurer and an Executive Director. The Corporation may also have, at the discretion of the Board Chair, a Vice Chairperson (öVice Chairö), one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of Section 9.3 of this Article IX. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as Board Chair. The Chair and Executive Director may not be Directors. All other Officers must be elected from among the Directors.

### Section 9.2 Election of Board Chair

The Chair shall be elected by the Board, and shall serve at the pleasure of the Board, subject to the rights, if any, of an Officer under any contract of employment. The Chair shall not be a Director during his or her term as Chair.

### Section 9.3 Other Officers

The Board may appoint, and may authorize the Board Chair to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

### Section 9.4 Removal of Officers

Subject to the rights, if any, of any Officer under any contract of employment, any Officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board.

### Section 9.5 Resignation of Officers

Any Officer may resign at any time by giving written notice to the Board Chair. Any Board Chair may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice and, unless otherwise specified in that notice, the acceptance of that 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 9.6 Vacancies In Office

In the event of a vacancy in any office other than that of Board Chair because of death, resignation, removal, disqualification or any other cause, such vacancy may be filled temporarily by appointment by the Board Chair until such time as the Board shall fill the vacancy. A person so appointed to a vacant office (whether appointed by the Board Chair

or elected by the Board) shall hold that office until the next annual meeting of the Board or until his or her death, resignation or removal from office. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### Section 9.7 Responsibilities of Officers

9.7.1 CHAIRPERSON (öBOARD CHAIRö). The Board Chair shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time-to-time assigned to him/her by the Board or prescribed by these Bylaws. If there is no Executive Director, the Board Chair shall, in addition, be the chief executive officer of the Corporation and shall have the powers and duties prescribed in Section 9.7.2 below.

9.7.2 EXECUTIVE DIRECTOR. Subject to the control of the Board, the Executive Director shall be the Chief Executive Officer of the Corporation and shall generally supervise, direct and control the Corporation's activities and affairs. The Executive Director shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these bylaws, or which may be prescribed from time to time by the Board. The Executive Director shall not be a Director unless he or she is separately elected as a Director pursuant to the provisions of Article VIII.

9.7.3 VICE CHAIR. In the absence or disability of the Board Chair, the Vice Chair, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice Chair designated by the Board shall perform all the duties of the Board Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Board Chair. The Vice Chair shall have such other powers and perform such other duties as from time-to-time may be prescribed from them respectively by the Board or the Board Chair.

9.7.4 SECRETARY. The Secretary shall attend to the following:

9.7.4.1 BOOK OF MINUTES. The Secretary shall keep or cause to be kept, at the principal executive offices or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors, all Board committee meetings, and all meetings of members, whether regular or special. The minutes shall specify how each meeting was authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings.

9.7.4.2 MEMBERSHIP RECORDS. The Secretary shall keep, or cause to be kept, record of the corporate members, showing, at least, the names of all members, their addresses, and the class of membership held by each.

9.7.4.3 NOTICES, SEALS, AND OTHER DUTIES. The Secretary shall give, or cause to be given, notice of all meetings of members and of the Board required by these Bylaws to be given. The Secretary shall be the custodian of the records of the Corporation. He/she shall keep the seal of the Corporation, if any, in safe custody. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or by the bylaws.

9.7.5 TREASURER. The Treasurer shall attend to the following:

9.7.5.1 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, retained earnings, and other matters customarily included in financial statements. The Treasurer shall exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the books of account of the Corporation.

9.7.5.2 DEPOSIT AND DISBURSEMENT OF MONEY AND VALUABLES. The Treasurer shall ensure that all money and other valuables be deposited in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall ensure disbursement of the funds of the Corporation as may be ordered by the Board; shall render to the Chair and Directors, whenever they request it, an account of all his/her transactions as Treasurer 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 these Bylaws.

9.7.5.3 STATEMENTS AND REPORTS. The Treasurer shall send, or cause to be given, to the Directors and members such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board.

9.7.5.4 ACCOUNTINGS. The Treasurer shall render, or cause to be rendered, to the Board Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the Corporation.

9.7.5.5 FILINGS. Provide, or cause to be provided, to the public, all filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service and all other tax regulation and charitable solicitation regulation authorities, or by statute.

## ARTICLE X $\delta$ COMMITTEES

### 10.1 COMMITTEES OF THE BOARD

10.1.1 The Board may, by a vote of a majority of the directors, designate two or more of its members to constitute an Executive Committee and delegate to such Committee any

of the powers and authority of the Board in the management of the business and affairs of the Corporation.

10.1.2 Notwithstanding the existence or lack thereof of an Executive Committee, the Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board that exercise some authority of the Board, each consisting of two or more directors, to serve at the pleasure of the Board and have such authority as is delegated by the Board. Persons who are not directors may not serve on such committees nor on the Executive Committee, if there is one.

10.1.3 By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease but not below two the number of members of any committee of the Board, and fill vacancies in any committees of the Board from the members of the Board. All committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

10.1.4 The following powers are reserved to the Board of Directors as a whole and may not be delegated to any committees thereof:

10.1.4.1 The filling of vacancies on the Board or on any committee that has the authority of the Board;

10.1.4.2 The appointment of committees of the Board or the members thereof;

10.1.4.3 The fixing of compensation of the directors for serving on the Board or on any committee;

10.1.4.4 The amendment or repeal of bylaws or Articles of Incorporation, or the adoption of new bylaws or Articles of Incorporation;

10.1.4.5 The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

10.1.4.6 The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

10.1.4.7 The approval of any action for which the law requires approval of members or approval of a majority of all members regardless whether the Corporation has members; and

10.1.4.8 The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in section 5233(d)(3) of the Nonprofit Corporation Law.

## Section 10.2 Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article 8 of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternative 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 may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## Section 10.3 Advisory Committees

The Corporation shall have at all times the National Advisory Council Committee as set forth in Article 11 below, and such other advisory committees as may from time to time be designated by resolution of the Board. No duties of the Board may be delegated to any such advisory committees.

## ARTICLE XI ∂ NATIONAL ADVISORY COUNCIL

### Section 11.1 Members of Council

There shall be a National Advisory Council consisting of the current Chair and all past Chairs. The immediate past Chair shall serve as Chair of the Council.

### Section 11.2 Function of Council

The Council shall advise the Executive Director regarding policy. The Council shall have no authority to act on behalf of the Corporation Association, however, its recommendations must be presented to the Board.

### Section 11.3 Meetings

The Council shall meet from time to time as such meetings may be called by the Executive Director, the chair of the Council, or by a quorum of the members of the Council.

### Section 11.4 Quorum

A majority of the members of the Council shall constitute a quorum.

## ARTICLE XII ∂ INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

## Section 12.1 Definitions

For the purpose of this Article 12,

12.1.1 "AGENT" means any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation.

12.1.2 "PROCEEDING" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

12.1.3 "EXPENSES" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

## Section 12.2 Successful Defense by Agent

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article 12, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 12.3 through 12.5 shall determine whether the agent is entitled to indemnification.

## Section 12.3 Action Brought By Persons Other Than The Corporation

Subject to the required findings to be made pursuant to Section 12.5, below, this Corporation shall indemnify any person who was or is party, or is threatened to made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amount actually and reasonably incurred in connection with the proceeding.

## Section 12.4 Action Brought By Or On Behalf Of The Corporation

12.4.1 CLAIMS SETTLED OUT OF COURT. Subject to Section 12.5, below, if any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

12.4.2 CLAIMS AND SUITS AWARDED AGAINST AGENT. Subject to Section 12.5, below, this Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

12.4.2.1 The determination of good faith conduct required by Section 12.5, below, must be made in the manner provided for in that section; and

12.4.2.2 Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### Section 12.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 12.3 and 12.4 above is conditioned on the following:

12.5.1 REQUIRED STANDARD OF CONDUCT. The agent seeking reimbursements must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

12.5.2 MANNER OF DETERMINATION OF GOOD FAITH CONDUCT. The determination that the agent did act in a manner complying with Paragraph 12.5.1 above shall be made by:

12.5.2.1 The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

12.5.2.2 The affirmative vote (or written ballot in accordance with Article 6.9) of a majority of the voting power of the members represented and voting at a duly held

meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

12.5.2.3 The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other persons opposed by this Corporation.

#### Section 12.6 Limitation

No indemnification or advance shall be made under this Article, except as provided in Sections 12.2 or 12.5.2.3 in any circumstance when it appears:

12.6.1 That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits otherwise limits indemnification; or

12.6.2 That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### Section 12.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

#### Section 12.8 Contractual Rights of Non-Directors and Non-Officers

Nothing contained in this Article 12 shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

#### Section 12.9 Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent in such capacity or arising out of the agent'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.

#### Section 12.10 Fiduciaries Or Corporation Employee Benefit Plan

This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in subdivision (a) of the employer

corporation. A corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California Corporation Code.

## ARTICLE XIII 6 RECORDS AND REPORTS

### 13.1 Inspection Rights of Members

Any member of the Corporation shall have the inspection rights afford by California Corporation Code Section 8330 *et seq.*

### Section 13.2 Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal executive office or if its principal executive office is not in the State of California, at its principal business office in this State, 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. If the principal executive office of the Corporation is outside the State of California and the Corporation has no principal business office in this State, the secretary shall, on written request of any member, furnish to that member a copy of the articles and bylaws as amended to date.

### Section 13.3 Maintenance and Inspection of Other Corporate Records

#### 13.3.1 The Corporation shall keep:

##### 13.3.1.1 Adequate and correct books and records of account:

##### 13.3.1.2 Minutes of the proceedings of its members, Board and committees of the Board; and

##### 13.3.1.3 A record of its members giving their names and addresses and the class of membership held by each.

13.3.2 Those minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing. When minutes and other books and records are kept in a form capable of being converted into clearly legible paper form, the clearly legible paper form into which those minutes and other books and records are converted shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper record of the same information would have been, provided that the paper form accurately portrays the record.

13.3.3 The accounting books, records and minutes of proceedings of the members and the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept 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 usual business hours, for a purpose reasonably related to a member's interest as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the Corporation.

#### Section 13.4 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 and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the rights of inspection includes the right to copy and make extracts of documents.

#### Section 13.5 Annual Report

The Corporation shall notify each member yearly of the member's right to receive an annual report of the Corporation. Upon written request of a member, the Board shall cause the most recent annual report to be sent to the requesting member.

Nothing in these Bylaws shall be interpreted as prohibiting the Board 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 it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

13.5.1 A balance sheet as of the end of that fiscal year and an income statement and a statement of cash flows for that fiscal year.

13.5.2 A statement of the place where the names and addresses of the current members are located.

13.5.3 Any information required by Section 8322 of the California Corporations Code.

The report required as set forth above shall be accompanied by any report thereon of independent accountants, or, if there is no report, the certificate of an authorized officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

#### ARTICLE XIV   CONSTRUCTION AND DEFINITIONS

Unless the context required otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit 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 number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

## ARTICLE XV ◊ AMENDMENTS

### Section 15.1 Amendment of Bylaws By Members

New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members or their proxies, or by written assent of these persons. A two-thirds (2/3) majority of all members voting to amend these Bylaws is required for approval.

### Section 15.2 Amendment of Bylaws By Directors

Subject to the right of members under Section 15.1 of this Article 15, Bylaws other than a Bylaw fixing or changing the authorized number of Directors may be adopted, amended, or repealed by the Board. However, if the Articles of Incorporation or Bylaws adopted by the members provide for an indefinite number of Directors within specified limits, the Directors may adopt or amend a Bylaw fixing the exact number of Directors within those limits. A two-thirds (2/3) majority of all Directors voting to amend these Bylaws is required for approval.

Except as otherwise provided under the California Corporations Code, the Directors may not adopt, amend or repeal the Bylaws if such action would:

15.2.1 Materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer;

15.2.2 Increase or decrease the number of members authorized in total or for any class;

15.2.3 Effect an exchange, reclassification or cancellation of all or part of the memberships; or

15.2.4 Authorize a new class of membership.

### Section 15.3 Amendment of Articles of Incorporation

15.3.1 Amendments of the Articles of Incorporation of the Corporation may be adopted if approved by the board and approved by the members. The approval by the members may be before or after the approval by the board.

15.3.2 Notwithstanding Section 15.3.1, the following amendments may be adopted by approval of the board alone:

15.3.2.1 An amendment extending the corporate existence or making the corporate existence perpetual, if the corporation was organized prior to August 14, 1929.

15.3.2.2 An amendment deleting the names and addresses of the first directors or the name and address of the initial agent.

15.3.2.3 Any amendment, at a time the corporation has no members; provided, however, that if the articles require approval by any person for an amendment, an amendment may not be adopted without such approval.

15.3.2.4 An amendment adopted pursuant to California Corporations Code Section 9913.

#### ARTICLE XVI — 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 II 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 nonprofit provisions of the California Corporation Code then in effect.

#### Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting as Secretary of Publishers Marketing Association, Inc., a California Nonprofit Mutual Benefit Corporation, and the above Bylaws, consisting of 30 pages, are the Amended and Restated Bylaws of this Corporation as adopted by unanimous written consent of the Board of Directors of the Corporation on August 29, 2014, and as amended from time to time through and including the date of signature of this Certificate of Secretary set forth below.

Dated: March 2, 2015

Signed:   
Rana DiOrio, Secretary