

BYLAWS

OF

SAN DIEGO PORT TENANTS ASSOCIATION
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

(Amended and Restated as of December 4, 2013)

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BYLAWS
OF

SAN DIEGO PORT TENANTS ASSOCIATION
A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

(Amended and Restated
as of January 15, 2010)

ARTICLE I

Name and Offices

1.1 Name. The name of this corporation shall be San Diego Port Tenants Association. This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Mutual Benefit Corporation Law.

1.2 Principal Office. The principal office for the transaction of the business of this corporation shall be at such location in the County of San Diego as may be fixed from time to time by the Board of Directors. Until changed by the Board of Directors, the principal office shall be located at 2390 Shelter Island Drive, Suite 210, San Diego. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another.

1.3 Other Offices. Branch or subordinate offices may at any time and from time to time be established by the Board of Directors at any place or places where this corporation is qualified to do business.

ARTICLE II

Purpose

2.1 Purpose. This corporation is a California nonprofit mutual benefit corporation organized to collectively represent, promote and present a united forum for Port tenants to voice opinions and make recommendations to the San Diego Unified Port District on all San Diego tideland and Port issues; to work and confer with all other organizations and associations involved in planning the use and protection of the tidelands in the San Diego vicinity; to establish and present agreed upon Port tenants' positions on environmental issues relevant to the tidelands in the San Diego vicinity; to advance and promote the common and mutual business interests of its members in the San Diego Bay area; and to encourage the public and private sectors to work together for the common interests and solutions to their common problems in or on the San Diego Bay. No part of the corporation's net earnings will inure to the benefit of any member, director or private person.

ARTICLE III

Membership

3.1 Classes. Members may be either persons or entities. There shall be three classifications of members: (i) tenant members, (ii) subtenant members, and (iii) associate members. Tenant members shall be those members who are directly named lessees of the Port. Subtenant members are those members who are secondary or indirect sublessees of the Port. Any member who is not a tenant or subtenant shall be an associate member.

3.2 Eligibility. All persons and entities shall be eligible to apply for membership in and join this organization, provided that those applicants have paid a membership fee, as determined by the Board, and whose application for membership has been reviewed and approved by the President and presented to the Board.

3.3 Voting Rights. Only tenant and subtenant members shall be entitled to vote for the Board of Directors and on a disposition of substantially all of the assets of the corporation and on a merger and on a dissolution. All members, tenant, subtenant and associate members, shall be entitled to vote on all other matters except as stated in Section 8.2 herein and which properly come before the membership for a vote under the California Nonprofit Mutual Benefit Corporation Law; provided, however, that only eligible members who are in good standing, as set forth in Section 3.5 below at the time of the election shall be entitled to vote. Subject to the foregoing, members shall have all the rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

3.4 Rights Upon Dissolution. In the event of dissolution of the corporation, the members of record at the time a certificate evidencing the corporation's election to dissolve is filed with the Attorney General or, if no such election is made, at the time an order for winding up and dissolution of the corporation is entered shall receive pro rata the assets of the corporation remaining after (i) return of those assets held upon a valid condition requiring return, transfer, or conveyance, which condition has occurred or will occur; (ii) disposition of those assets held in a charitable trust in compliance with the provisions of any trust under which such assets are held; (c) payment, or adequate provision for payment, of all taxes, penalties, debts, and liabilities; and (iv) other provisions under applicable law.

3.5 Good Standing. Any member who shall be more than thirty (30) days in arrears in the payment of any installment of fees, periodic dues, or assessments shall not be in good standing and shall not be entitled to vote as a member.

3.6 Membership Fee. Each member shall pay a membership fee, periodic dues and assessments in such amounts and at such times as shall be determined by the Board of Directors.

3.7 Annual Meetings. The corporation shall hold at least one regular meeting each year. The annual meeting of members of the corporation shall be held on such date and at such time and place as determined by the Board of Directors.

3.8 Special Meetings. Special meetings of members, for any lawful purpose or purposes whatever, may be called at any time by the Chairman, Vice-Chairman, President, the Board of Directors, or by one or more members holding five percent (5%) or more of the voting power of the corporation. Upon such request in writing by any person or persons other than the Board entitled to call a special meeting of members, stating the business to be transacted at the special meeting, mailed to the principal office of the corporation, or delivered to the Chairman, the Vice-Chairman or President, it shall be the duty of the officer to cause notice to be given, within twenty (20) days from receipt of such a request, to the members entitled to vote thereat of the meeting scheduled and to be held not less than thirty-five (35) days nor more than ninety (90) days after the receipt of such a request.

3.9 Place of Meetings. All meetings of members shall be held either at the principal office of the corporation or at any other place within the State of California, which may be designated by the Board of Directors pursuant to the authority hereinafter granted to the Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the corporation.

3.10 Notice of Meetings. A notice of each annual meeting, written ballot for election of Directors or otherwise, if any, and special meeting shall be given by the President or, in case of his failure or refusal, by any other officer or any Director; shall specify the place, time, day and hour of the meeting or the date on which the ballot shall be returned, if applicable; and in the case of special meetings, the nature of the business to be transacted thereat. Such notice shall be given in writing to every member of the corporation who, on the record date for notice of the meeting, is entitled to vote thereat. Such notice shall be given either personally or by sending a copy thereof by first-class mail, postage or charges prepaid, or by electronic transmission in compliance with Section 7511 of the California Nonprofit Mutual Benefit Corporation Law, to the member's address appearing on the books of the corporation, at least ten (10) days but no more than ninety (90) days prior to the date fixed for such meeting; provided, however, that if notice is given by mail and is not sent first class, registered or certified mail, notice shall be given not less than twenty (20) days before the meeting.

3.11 Adjourned Meetings. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members either present in person or represented by proxy thereat, but in the absence of a quorum no other business may be transacted at any such meeting. No meeting may be adjourned for more than 45 days, annual or special, to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by an announcement at the meeting at which such adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

3.12 Quorum. The presence in person or by proxy of at least one-third (1/3) of the voting power of the corporation shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of the majority voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by the Articles

or by these Bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

3.13 Voting. Each voting member (being either a person or an entity) in good standing is entitled to one vote on each matter submitted to a vote of the members. Single memberships in which two (2) or more persons have an indivisible interest shall be treated as provided in Section 7612 of the California Nonprofit Mutual Benefit Corporation Law. Voting shall be by voice vote, unless the chair of the meeting at which such vote takes place directs such voting to be by ballot. No single vote shall be split into fractional votes. Cumulative voting for the election of Directors or otherwise shall not be authorized.

3.14 Action Without Meeting by Written Ballot. Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to every member entitled to vote on the matter. Such 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. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds a quorum required to be present at a meeting of the members 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. Ballots shall be distributed to members in accordance with Section 3.10 hereof, and, in any election of Directors by written ballot, the ballot shall name the candidates for Directors, and shall provide a space entitled "withhold" in which a member may indicate that the authority to vote for the election of Directors is withheld. All ballots distributed in accordance with this Section 3.14 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. All written ballots distributed in accordance with this Section 3.14 shall specify the time by which the ballot must be received in order to be counted.

3.15 Proxies. Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation; but no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which such proxy is to continue in force.

3.16 Conduct of Meetings. Meetings of members shall be presided over by the Chairman of the corporation, or in his absence, by the Vice-Chairman, and in the absence of both of them, by the Chief Financial Officer, and in the absence of all three of them, the President. The Secretary of the corporation shall act as the secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another member to act as Acting Secretary of the meeting.

3.17 Termination of Membership. The membership of any member shall terminate upon the occurrence of any one or more of the following:

(a) Resignation. Any member may resign from the corporation in writing filed with the Secretary of the corporation. Resignation shall not release the resigning member from the payment of any membership fees, dues or assessments. No pro rata refund of any initial membership fee, dues or assessments shall be made for the balance of the calendar year in which the resignation is effective, or otherwise.

(b) Expiration and Disqualification. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

(c) Dues and Assessments. Membership shall terminate upon the failure of the member to pay dues or assessments within the time periods established by the Board of Directors.

(d) Expulsion or Suspension. Membership of a member shall terminate upon the determination of the Board of Directors after hearing duly held in accordance with this Section 3.17(d), or a committee with no fewer than two (2) Directors designated by the Board to make such determination, that the member has failed in a material respect to observe the rules of conduct promulgated from time to time by the Board of Directors and applicable to members, or otherwise has failed in some material respect to merit continued membership privileges in the corporation. Following the determination by the Board, or the committee, as the case may be, that a member should be expelled or suspended, the following procedures shall be implemented:

(i) A notice shall be sent by mail by prepaid, first-class, certified or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion or suspension and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion or suspension.

(ii) The member being expelled or suspended shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the effective date of the proposed suspension or expulsion. The hearing shall be held by the Board of Directors or the committee designated by the Board for such purpose. The notice to the member of his proposed expulsion or suspension shall state that such member is entitled, upon request, to such hearing, shall state that a date, time and place of the hearing will be established upon receipt of request therefor, and shall state, that in the absence of such request, the effective date of the proposed suspension or expulsion.

(iii) Following the hearing, the Board, or committee, as the case may be, shall decide whether the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board, or committee, as the case may be, shall be final.

(iv) Any action challenging an expulsion or suspension of membership, including any claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or suspension.

3.18 Reinstatement. Suspended or expelled members may be reinstated at the discretion of the Board of Directors.

3.19 Property Rights. No member shall have any right or interest in any of the property or assets of this corporation.

3.20 Nonliability. No member shall be personally liable for the debts, liabilities, or obligations of this corporation.

3.21 Transfer of Membership. A membership may be transferred to another person or organization meeting the qualifications of the transferring member, as authorized by the Board. The Board may by resolution impose transfer fees or other conditions on the transferring party as it deems fit, provided those fees and conditions are the same for similar situated members.

3.22 Ex-officio Members. From time to time at its discretion and pursuant to any policies that the Board of Directors may adopt, the Board of Directors may designate persons as "ex-officio" members of the corporation. Such persons shall not be members and shall have no voting or other powers afforded to actual members, but such persons may, subject to any rules adopted by the Board of Directors, attend and speak at meetings of the members, the Board of Directors and any committees of the corporation. Ex-officio members shall not pay dues. The Board of Directors may at its sole discretion terminate the designation of any person as an ex-officio member at any time.

ARTICLE IV

Board of Directors

4.1 Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the California Nonprofit Mutual Benefit Corporation Law and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, the Board of Directors. The Board of Directors shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

4.2 Number and Qualification of Directors. The number of authorized members of the Board of Directors shall be a maximum of thirty-nine (39), but such maximum number may be increased or decreased by amendment to the Bylaws. Each Director shall serve until his/her resignation, removal or end of term as provided herein. No reduction in the number of Directors shall cause the removal of any Director before the expiration of a Director's term of office.

(a) Members of the Board shall be an officer, director, employee, or other authorized representative of a tenant member, a subtenant member, or an associate member in good standing of this corporation.

(b) There shall be Directors representing (i) no more (there may be less) than five (5) subtenant members and (ii) no more (there may be less) than seven (7) associate members.

(c) All members of the Board shall have equal voting rights as board members unless specified otherwise.

4.3 Election and Term. Approximately one-third of the Board of Directors shall be elected on a staggered basis each year by written ballot in accordance with Section 3.14. Each Director shall serve a term of three (3) years and until a successor has been elected and qualified. The Board of Directors shall designate a slate of candidates for election. The persons receiving the greatest number of votes shall serve as Directors. The Board of Directors shall also, from time to time, provide reasonable nomination and election procedures in addition, as provided in Section 7520 of the California Nonprofit Mutual Benefit Corporation Law.

4.4 Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining Directors then in office, though less than a quorum. Each Director elected shall hold office until his or her successor is elected. A vacancy or vacancies shall be deemed to exist (i) in the case of the death, resignation or removal of any Director, or (ii) if the authorized number of Directors is increased without election of the additional Directors so provided for, or (iii) in case of failure at any time to elect the full number of authorized Directors, or (iv) at the sole discretion of the Chairman, if any Director fails to attend three (3) consecutive meetings of the Board unless excused by the Chairman, or (v) a Director ceases to qualify as a Director. If any Director tenders his or her resignation to the Board of Directors, then the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

4.5 Meetings. The Board of Directors shall regularly meet approximately monthly at such time and location as determined from time to time by the Board. The place and time of each meeting may be changed with prior ten (10) days written notice to all Directors or written consent of all Directors.

4.6 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman, or the Vice-Chairman, or the President, and must be called by any of them upon receipt of written request of any two (2) members of the Board.

4.7 Notice of Special Meetings. Notice of all special Directors meetings, except as otherwise provided herein, shall be given by mail at least four (4) days prior to the meeting, or by personal notice, telephone or electronic mail at least forty-eight (48) hours prior to the meeting. Notice shall be sent to each Director's usual business or residence address. If a Director attends a meeting without notice but without protesting, prior thereto or at its commencement, the lack of notice, then the transactions thereof are as valid as if had at a meeting regularly called and noticed. Any business within the power of the Board of Directors may be transacted at any meeting.

4.8 Organization Meetings. At the next regularly scheduled meeting of the Board following the election of Directors, the Directors shall hold a regular meeting for the purpose of organizing the Board, electing officers in accordance with Article V below, and transacting such business as may come before the meeting. Pending such organization meeting, all officers and Directors of this corporation shall hold over, except any Director who ceases to qualify as a Director. A newly Director elected, if any, shall forthwith become a member of the Board of Directors for purposes of such organization, in lieu of the predecessor member, even though the meeting is held prior to the commencement of the regular calendar year term for a new Director.

4.9 Conduct of Directors Meetings. At all meetings of the Board of Directors, the Chairman, or in the Chairman's absence the Vice-Chairman, the Chief Financial Officer or President, in this order of priority, shall preside.

4.10 Consent to Meetings. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present (i) signs a written waiver of notice, or (ii) signs a consent to the holding of such meeting, or (iii) approves the minutes thereof. Each Director who attends the meeting without protesting, prior thereto or at its commencement, shall be deemed conclusively to have consented to the holding of the meeting and to have waived the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.11 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of the California Nonprofit Mutual Benefit Corporation Law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of the California Nonprofit Mutual Benefit Corporation Law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this section only, "all members of the Board" shall not include any "Interested Director" as defined in Section 4.18.

4.12 Telephonic Meetings. Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting through use of telephone or similar communications equipment shall constitute presence in person at such meeting.

4.13 Quorum. One-third of the Directors in office from time to time (but not less than one-fifth of the number of Directors authorized under these Bylaws) shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided in Section 4.14. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of

Directors unless a greater number be required by law, or by the Articles of Incorporation, or by these Bylaws.

4.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time set for the rescheduled meeting to the Directors who were not present at the time of the adjournment.

4.15 Fees and Compensation. Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position, and provided further that such resolution shall be reduced to writing and signed by any two of the Chairman, the Vice-Chairman, the President, the Secretary, or the Treasurer (except that a person signing the resolution shall not be an Interested Director as to the subject transaction). Nothing herein shall be considered to preclude any Director from serving this corporation in any other capacity, including as an officer, agent, employee, consultant or otherwise, and receiving reasonable compensation therefor.

4.16 Indemnity for Litigation. This corporation hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or officer or other "agent" of this corporation, to the full extent allowed under the provisions of Section 7237 of the California Nonprofit Mutual Benefit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 7237, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

4.17 Standard of Conduct. Pursuant to Section 7231 of the California Nonprofit Mutual Benefit Corporation Law, 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 this 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:

(a) One or more officers or employees of this corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Legal counsel, independent accountants or other professionals as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence.

Provided, that in any such 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.

4.18 Self-Dealing Transactions. As used in this section, a "self-dealing contract" is any contract or transaction (i) between this corporation and one or more of its Directors, or between this corporation and any corporation, firm or association in which one or more of the Directors has a material financial interest, or (ii) between this corporation and a corporation, firm or association of which one or more of its directors are Directors of this corporation (collectively, "Interested Director(s)"). Pursuant to Section 7233 of the California Nonprofit Mutual Benefit Corporation Law, no self-dealing contract shall be void or voidable because such Interested Director(s) or corporation, firm or association are parties or because such Interested Director(s) are present at the meeting of the Board or committee which authorizes, approves or ratifies the self-dealing contract, if:

(a) Membership Approval. All material facts are fully disclosed to or otherwise known by the members and the self-dealing contract is approved by the members in good faith without including the vote of any membership owned by such Interested Director(s); or

(b) Board or Committee Approval. All material facts are fully disclosed to or otherwise known by the Board or committee and the Board or committee authorizes, approves, or ratifies the self-dealing contract in good faith (without counting the vote of the Interested Director(s)), and, in the case of a self-dealing contract described above, the Board or committee resolves and finds that the contract is just and reasonable at the time it is authorized, approved or ratified; or

(c) Just and Reasonable Contract. The person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the corporation at the time it was authorized, approved or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies a contract or transaction as provided in this Section 4.18.

4.19 Resignation and Removal.

(a) Any Director may resign at any time by giving written notice to the Board of Directors, or to the Chairman, or to the President of this corporation.

(b) Any Director may be removed for cause as provided in Section 7221 of the California Nonprofit Mutual Benefit Corporation Law and at any time without cause if such removal is approved by the members of this corporation.

4.20 Director Emeritus. From time to time the Board of Directors may appoint one or more directors emeritus. Director emeritus shall be honorary positions holding no voting power, but may attend, voice opinions and provide advice at all meetings of the Board of Directors and/or committees established by the Board of Directors. No director emeritus shall receive any fee, compensation or reimbursement as a result of such office, not shall such director emeritus be entitled to indemnification pursuant to Section 4.16 above. All such directors emeritus shall serve at the sole discretion of the Board and may be removed at any time with or without cause.

ARTICLE V

Officers

5.1 Authorized Officers. The officers of this corporation shall be the Chairman, Vice-Chairman, President, Secretary, Chief Financial Officer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The President shall be the elected senior staff member and need not be a member of the corporation and shall not be eligible to vote. One person may hold two or more offices.

5.2 Election. The officers of this corporation, except such officers as may be appointed in accordance with the provisions of Section 5.10, shall be elected every two years by the Board of Directors in accordance with this Article V, and each officer shall hold his or her office until he or she shall resign or shall be removed or his or her successor shall be elected and qualified.

5.3 Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors (subject, in each case, to the rights, if any, of an officer under any contract of employment). Any officer proposed to be removed shall be entitled to at least five (5) days written notice by mail of the proposed action and of the meeting at which such removal is to be voted upon, and shall be entitled to appear and be heard at such meeting.

(b) Any officer may resign at any time by giving written notice to the Board of Directors, or to any officer of this corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of the corporation under any contract to which the officer is a party.

5.4 President. Subject to the control and supervision of the Board, the President shall be the Chief Executive Officer and general manager of the corporation and shall generally supervise, direct and control the day-to-day activities and affairs and the officers of the corporation. The President, in the absence of the Chairman, Vice-Chairman and Chief Financial

Officer, or if there are none, shall preside at all meetings of the Board. The President may sign, in the name and on behalf of the corporation, any contracts or agreements to be entered into by the corporation. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.5 Chairman. The Chairman shall preside at the meetings of the members and the Board of Directors. The Chairman may sign, in the name and on behalf of the corporation, any contracts or agreements to be entered into by the corporation. The Chairman shall have and exercise general charge and supervision of the affairs of the Board of Directors of the corporation and shall do and perform such other duties as may be assigned to the Chairman by the Board of Directors.

5.6 Vice-Chairman. At the request of the Chairman or in the event of the absence or disability of the Chairman, the Vice-Chairman shall perform the duties and possess and exercise the powers of the Chairman. To the extent authorized by law, the Vice-Chairman shall have such other powers as the Board of Directors may determine and shall perform such other duties as may be assigned to the Vice-Chairman by the Board of Directors.

5.7 Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence. Such books shall be open for inspection as prescribed by law. The Secretary shall in general, perform all the duties incident to the office of Secretary.

5.8 Chief Financial Officer. The Chief Financial Officer shall have the custody of all funds, property and securities of the corporation. The Chief Financial Officer may be required to give bond for the good faith performance of his/her duties, in such amount and surety as the Board of Directors may require. When necessary or proper, the Chief Financial Officer may endorse on behalf of the corporation, for collection, checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank(s) or depository as the Board of Directors may designate. The Chief Financial Officer shall sign all receipts and vouchers, and together with such other officer(s), as shall be designed by the Board of Directors. The Chief Financial Officer shall sign checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. The Chief Financial Officer shall make such payments as may be necessary or proper to be made on behalf of the corporation. The Chief Financial Officer shall enter regularly and properly on the books of the corporation, to be kept by him for the purpose, full and accurate accounts of all amounts of monies and obligations received and paid or incurred by the Chief Financial Officer for or on account of the corporation. The Chief Financial Officer shall exhibit such books at all reasonable times to any Director or member, on application, at the offices of the corporation. The Chief Financial Officer shall in general perform all duties incident to the office of Chief Financial Officer. The President, in the absence of the Chairman and Vice-Chairman, or if there are none, shall preside at all meetings of the Board.

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

5.10 Compensation. The President may receive such compensation, if any, for his or her services and such reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position, and provided further that such resolution shall be reduced to writing and signed by any two of the Chairman, the Vice-Chairman, the Secretary, or the Chief Financial Officer. No other officer of the corporation shall receive compensation for his or her service to the corporation as an officer, but nothing herein shall be considered to preclude any officer from serving this corporation in any other capacity, including as a director, agent, employee, consultant or otherwise, and receiving reasonable compensation therefor.

ARTICLE VI

Committees

6.1 Appointment of Committees.

(a) The Board of Directors may, at its discretion, from time to time appoint and remove an Executive Committee to assist in the management of the business and affairs of this corporation. The appointment by the Board shall be by resolution adopted by a majority of Directors then in office. The Executive Committee shall consist of five (5) or more Directors, and shall not include as voting members any person who is not a Director. Such Executive Committee shall have all of the powers of the Board of Directors except those listed in Section 6.2 below. Minutes shall be kept of each meeting of the Executive Committee and provided regularly to the Board for its approval.

(b) The Board of Directors may from time to time appoint and remove such other committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this corporation. The appointment by the Board of any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office. Any committee having authority of the Board shall consist of two (2) or more Directors, and shall not include as voting members any person who is not a Director.

(c) The Board may appoint alternate members of any committee, who may replace any absent member at any meeting of the committee. The Chairman and the President shall be ex officio members of all committees. The Board shall have the power to prescribe the manner in which the proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, regular and special meetings and other actions of any such committee shall be subject to reasonable notice and be advisory only in notice. Minutes of any committee having authority of

the Board shall be kept of each meeting of such committee and provided regularly to the Board for its approval. Any other committee shall regularly report on its activities to the Board.

6.2 Powers and Authority of Committees. The Board of Directors may delegate to any committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation, except the following:

(a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires the approval of members of a corporation.

(b) The filling of vacancies on the Board or in any committee which has the authority of the Board.

(c) The fixing of compensation of the Directors for serving on the Board or on any committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

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

(f) The appointment of committees of the Board or the members thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) With respect to any assets held in charitable trust, the approval of any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE VII

Miscellaneous

7.1 Fiscal Year. The fiscal year of this corporation shall end on the last day of December of each year.

7.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board of Directors, and of any committees of the Board of Directors, shall be open to inspection at the principal office of this corporation by each Director at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts at the requesting Director's expense.

7.3 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this corporation and any and all securities owned by or held by this corporation requiring signature for transfer shall

be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

7.4 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of this corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind this corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount; provided, that pursuant to Section 7214 of the California Nonprofit Mutual Benefit Corporation Law, any such contract or instrument between this corporation and any third person, when signed by (i) the Chairman or Vice-Chairman or President, and (ii) the Secretary or Chief Financial Officer of this corporation, shall be valid and binding upon this corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

7.5 Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 8322 of the California Nonprofit Mutual Benefit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications to be delivered to the Members not later than one hundred twenty (120) days after the close of the fiscal year if such transaction or indemnification took place. If this corporation issues an annual report, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

(a) The amount and circumstances of any loans, guarantees, indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year of this corporation to any officer or Director of this corporation; provided, that no such report need be made in the case of any loan, guarantee, indemnification or advance approved by the members or a loan or guaranty not subject to the provisions of subdivision (a) of Section 7235 of the California Nonprofit Mutual Benefit Corporation Law; and

(b) Any “covered transaction” (defined below) during the previous fiscal year of this corporation involving (1) more than Fifty Thousand Dollars (\$50,000) or, (2) which was one of a number of “covered transactions” in which the same “interested person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000). The statement shall describe the names of any “interested persons” involved in such covered transactions, including such “interested person’s” relationship to the transaction, and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a “covered transaction” is a transaction in which this corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(i) Any Director or officer of this corporation, or its parent or subsidiary;

or

(ii) Any holder of more than ten percent (10%) of the voting power of this corporation, or of its parent or subsidiary.

For purposes of this section, any person described in either subparagraph (i) or (ii) above is an "interested person."

7.6 Corporate Loans, Guarantees and Advances. This corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any director or officer, except as is expressly allowed under Section 7235 of the California Nonprofit Mutual Benefit Corporation Law.

7.7 Public Inspection and Disclosure. The corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the corporation.

7.8 Political Activities. The corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

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

ARTICLE VIII

Effective Date and Amendments

8.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this corporation in adopting them provide that they are to become effective at a later date. These Bylaws amend and restate in their entirety as of January 15, 2010, the bylaws of the corporation dated as of May 8, 1996, as the same have previously been amended from time to time.

8.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice; provided, however, if the proposed action would (i) materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer; (ii) increase or decrease the number of members authorized in total or for any class; (iii) effect an exchange, reclassification or cancellation of all or a part of the memberships; or (iv) authorize a new class

of membership, then the approval of the members is also necessary. Associate members may not vote on Bylaw amendments which change, modify or affect the Bylaw provisions of Sections 3.1 through 3.4. Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present, or by written ballot pursuant to Section 3.14:

Directors;

- (a) A Bylaw specifying or changing the maximum or minimum number of
- (b) A Bylaw increasing the term of office of Directors;
- (c) A Bylaw increasing the quorum of members; and
- (d) A Bylaw repealing, restricting, creating or expanding proxy rights.
- (e) A Bylaw repealing or amending the right to cumulative voting.

