



FLASHER BARRICADE ASSOCIATION

BYLAWS OF FLASHER BARRICADE ASSOCIATION (AS AMENDED MAY, 1988)

ARTICLE I - OFFICES

Section 1.01 Principal Office

The principal office of the Flasher Barricade Association (FBA) for its transaction of business is hereby located in the County of Orange, State of California.

Section 1.02 Change of Address

The board of Directors is hereby granted full power and authority to change the principal office of the FBA from one location to another in the State of California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Section 1.03 Other Offices

Branch or subordinate offices of the FBA may from time to time be established by the Board of Directors as it deems proper.

ARTICLE II - MEMBERS

Section 2.01 Classes of Membership

The FBA shall have four classes of membership: Regular Members, Associate Members, Individual Members, and Honorary Members. No person, firm, company, corporation, or other business entity shall hold more than one Regular Membership in the FBA.

Section 2.02 Qualifications of Membership

- a) To qualify as a Regular Member, any person, corporation, or other business entity must be involved in the traffic safety and traffic control devices industry and must derive a substantial portion of its revenues from rental and service activities.
- b) Associate Members shall include other persons, corporations, or other business entities who are engaged primarily in manufacturing or selling traffic safety and traffic control devices or who render service to Regular Members.
- c) Individual Members shall be public officials or other individuals interested in the work of the FBA who are not otherwise qualified to be Regular or Associate Members.
- d) Honorary Members shall be individuals or entities whom the Board of Directors, in its discretion, shall elect to this category of membership on the basis of their interest in and aid to the FBA. Honorary Members may participate in FBA activities but shall pay no dues or application fees, nor have a vote in the affairs of the FBA nor hold any offices in the FBA.

Section 2.03 Admission to Membership

- a) The Board of Directors shall establish a Membership Committee whose duty will be to receive all applications for membership, perform appropriate investigations to determine the proper class of membership, and pass the applications with the Committee's recommendation to the Board of

Directors at its earliest meeting following completion of the Membership Committee's investigative activities. The Board of Directors shall act on no membership application which has not been received from the Membership Committee.

- b) Any person or entity qualified for membership under Section 2.02 of these Bylaws shall be admitted to membership only on the approval of the Board of Directors, after appropriate investigation by the Membership Committee, of an application submitted by such person or entity in such form and such manner as shall be prescribed from time to time by the Board of Directors, and on the payment of the application fee as specified in Section 2.04 of these Bylaws and the first annual dues as specified in Section 2.05 of these Bylaws.

Section 2.04 Application Fee

There shall be a fee in such amount as may be determined from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership. Such application fee shall be non-refundable.

Section 2.05 Dues

The annual dues payable to the FBA by members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership; provided, however, that if membership begins after June 30th of the any year the dues for that year shall be one-half the regular annual amount. Subsequent dues shall be payable annually on January 20, or at such other time or times as may be fixed by the Board of Directors. A members, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may void liability for the dues by resigning from membership within thirty (30) days of receiving notice of the dues.

Section 2.06 Assessments

Memberships shall be subject to assessment. The amount of each levy and the method of collection shall be fixed from time to time by the resolution of two thirds (2/3) of the Board of Directors. Assessments shall be made payable at such times or intervals, and on such notice, as the Board shall prescribe. Any members, on learning of an assessment, may avoid liability for it by resigning from membership within thirty (30) days of receiving notice of such assessment.

Section 2.07 Membership Book

The FBA shall keep in written form a membership book containing the name, address, and class of each member and that member's appointed representative. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the FBA and shall be subject to the rights of inspection required by law.

Section 2.08 Certificates of Membership

The FBA shall not issue membership certificates; however, the FBA reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the facilities or services of the FBA.

Section 2.09 Nonliability of Members

A member of the FBA shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the FBA.

Section 2.10 Transferability of Membership

Neither the membership and all rights of membership shall automatically terminate on the occurrence of any of the following:

- 1) The voluntary resignation of a member with notice as prescribed in Section 2.11(b) of these Bylaws;
 - 2) The death of a member or dissolution of a corporate member; or
 - 3) Nonpayment of dues or assessments, subject to the limitations set forth in Section 2.11(c) of these Bylaws.
- b) Resignation by Giving Notice. The membership of any member of the FBA shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the FBA personally or deposited in the United States mail, first-class, postage prepaid.
- c) Nonpayment of Dues or Assessments. The membership of any member who fails to pay his or her dues or assessments when due and within thirty (30) days thereafter shall automatically terminate at the end of such thirty day period, provided such member was given both a fifteen (15) days' prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of termination. The notice shall be given personally to such member or sent by certified mail/return receipt requested, postage prepaid, to the last address of such member as shown on the records of the FBA.
- d) Suspension and Expulsion. Any member can be suspended from the FBA for good cause, provided the member is given notice of the proceedings and an opportunity to be heard in his or her own defense.
- 1) Such suspension or expulsion of any member shall require the vote of at least three fourths (3/4) of the Board of Directors. Each Director shall have one vote on the question of suspension or expulsion, and no Director shall be permitted to vote by proxy.
 - 2) Proceedings under this Section 2.11(d) shall be initiated by a resolution of the Board of Directors or by a petition signed by at least fifty-one (51%) percent of the Regular Members of the FBA presented to the President or Secretary of the FBA. Upon adoption of such resolution or receipt of such petition, the President or Secretary shall schedule the matter to be heard at a meeting of the Board of Directors held not less than twenty (20) nor more than forty (40) days after the date the resolution is adopted or the petition received. Procedures for notice to the subject member and other matters incident to such suspension or expulsion proceedings shall be determined from time to time by the Board of Directors; provided, however that the subject member shall receive adequate notice of the proceedings at least ten (10) days prior to the time the matter is to be heard by the Board of Directors.
 - 3) The term, "good cause", as used herein means that the member has (i) failed and continues to fail to abide by the Articles of Incorporation or Bylaws of the FBA or with the Rules and regulations of the FBA promulgated from time to time by the Board of Directions; or (ii) committed or is in the course of committing some act or acts prejudicial to the purposes of the FBA or its members.
 - 4) As used in this section, the term "expulsion" means the involuntary permanent termination of membership. The term "suspension" means the involuntary termination of membership for a specific length of time, at the expiration of which membership is automatically reinstated.
- e) Effect of Termination. All rights of a member in the FBA and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees arising from contract or otherwise. The FBA shall retain the right to endorse any such obligation or obtain damages for its breach.

- f) Reinstatement. Any member whose membership is terminated as provided in these Bylaws may have said membership reinstated on such terms as the Board of Directors may from time to time prescribe.

ARTICLE III MEETINGS OF MEMBERS

Section 3.01 Place of Meetings

All meetings of members, whether annual or special, shall be held at the principal office of the FBA or at any other place within or without the State of California as may be designated from time to time by the Board of Directors or by the written consent of a majority of the Regular Members entitled to vote thereat, given either before or after the meeting and filed with the Secretary of the FBA.

Section 3.02 Annual Meetings

The annual meeting of both Regular and Associate Members shall be held on the first Saturday in February of each year, at the hour of 10:00 o'clock in the morning; provided, however, that should said day fall upon a legal holiday, then such annual meeting shall be held at the same time and place on the following Saturday thereafter which is not a legal holiday. At such meetings reports of the affairs of the FBA shall be considered, and any other business may be transacted which is within the appropriate powers of each class of members.

Section 3.03 Special Meetings

Special meetings of the Regular Members, for any purpose or purposed whatsoever, may be called at any time by the President or by the Board of Directors or by one fifth (1/5) of the Regular Members. Except as otherwise may be provided by law, notice of such special meeting shall be given in the same manner as for annual meetings of Regular and Associate Members. Notice of any special meeting shall specify the place, day, and hour of such meeting and the general nature of the business to be transacted.

Section 3.04 Notice of Meetings

Written notice of a regular meeting of members shall be either personally delivered or mailed by first-class United States mail, postage prepaid, not less than ten (10) days before the date of the meeting to each member in good standing who, on the record date for notice of the meeting, is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the FBA. Where no such address appears, notice shall be given at the principal office of the FBA.

In the case of a specially called meeting of members,, notice that a meeting will be held, at a time requested by the person or persons calling the meeting, shall be sent to the members within five (5) days after the request is received. The time of meeting shall not be less than ten (1) nor more than twenty (20) days after receipt of the written request by the President or Secretary of the FBA.

If any meeting is adjourned to another time or place, a notice of the adjourned meeting shall be given to each member or record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Notice of any meeting, as provided for in this section, shall specify the place, the day, and the hour of such meeting. Unless such notice shall describe the general nature of the business or proposal to be acted upon at the meeting, no action may be taken at such meeting on any of the following matters: a) a proposal to lease, convey, exchange, transfer, or otherwise dispose of all or substantially all of the property or assets of the FBA, b) a proposal to merge or consolidate with another corporation, c) a proposal to amend the Articles of Incorporation, or d) a proposal to dissolve or wind up the affairs of the FBA. Any other business or proposal may be acted upon at any such meeting even though the general nature of the business or such other proposal shall not have been described or referred to in such notice.

Section 3.05 Adjourned Meetings

Any meeting of the membership, 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 present in person or by proxy, but in the absence of a quorum no other business may be transacted at such a meeting.

Section 3.06 Voting

Unless a record date for voting purposed be fixed by resolution of the Board of Directors, only those members in good standing, having no unpaid dues or assessments outstanding and no disciplinary proceedings pending, who are on the membership rolls of the FBA on the date three (3) days prior to any meeting shall be entitled to vote at such meeting, subject however to any provisions of law to the contrary.

- (a) Voting may be by voice vote or ballot; provided, however, that all elections for directors must be by secret written ballot.
- (b) Cumulative voting for Directors shall not be authorized. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Each Regular Member is entitled to one vote per Director vacancy. Any ballot received on which the same candidate is named more than once shall be deemed void. In the event of a tie vote, the candidate having the longest period of membership in the FBA shall prevail.
- (c) Two (2) directorships shall be reserved at all times to the Associate Members of the FBA, and no Regular Member shall be entitled to vote for such directors, Associate members shall be entitled to vote for such directors but shall not be entitled to vote upon any other matters brought before the meeting.
- (d) All the remaining directorships shall be reserved to regular Members, and only Regular Members are entitled to vote for such directors, Only Regular Members are entitled to vote on such other business as may come before the meeting; provided, however, that other members in attendance shall have voice at such meetings.

Section 3.07 Quorum

The presence, in person or by proxy, of members entitled to vote twenty-five percent (25%) and thirty percent (30%), respectively, of the voting power of the Associate members and Regular Members, respectively, shall constitute a quorum for the transaction of business by that class. The members present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by a vote of a majority of the Regular Members present thereat, either in person or by proxy, but no other business may be transacted.

Section 3.08 Consent of Absentees

The transactions of any meeting of members, either annual or special, however noticed or called, shall be as valid as though taken at a meeting duly held after a regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote but not present in person or by proxy signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.09 Action Without Meeting

Any action which, under any provision of the California Corporations Code, may be taken without a meeting if authorized by a writing signed by all of the members who would be entitled to vote upon such action at a meeting and filed with the Secretary of the FBA.

Section 3.10 Proxy Voting

Notwithstanding anything in Section 2.10 hereof to the contrary, members entitled to vote, as set forth in Section 3.06 of these Bylaws, shall have the right to vote either in person or by a written proxy executed by such person or his or her duly authorized agent and filed with the Secretary of the FBA, except as otherwise expressly provided in the Articles of Incorporation of the FBA or in the Bylaws; provided, however, that a proxy shall not be valid after the expiration of thirty (30) days from the regularly scheduled meeting or adjournment thereof for which it was given. Subject to the time limit specified above, every proxy shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. A proxy shall be deemed revoked if the member executing the proxy shall be present at the meeting and shall elect to vote in person.

ARTICLE IV DIRECTORS

Section 4.01 Number

The FBA shall have thirteen (13) Directors until this authorized number is changed by amendment of the Articles of Incorporation or these Bylaws duly adopted by vote or written consent of the members entitled to exercise a majority of the voting power of the Regular Members; provided, however, that the vote or written consent of the Members holding more than eighty percent (80%) of the voting power of the Regular Members shall be necessary to reduce the authorized number of Directors below five.

Section 4.02 Qualifications

The Directors of the FBA shall be Regular Members in good standing, or the authorized representatives thereof; provided, however, that two Directors shall be designated "Associate Member Directors" who shall be elected solely by the Associate Members and must be Associate Members in good standing, or the authorized representatives thereof. The fact that a member has previously served as a Director or officer of the FBA shall not prohibit his or her standing for election at any meeting held for the election of Directors.

Section 4.03 Election and Term of Office

Each Director shall hold office for a term of two (2) years. One half of the Directors shall be elected at each regular annual meeting of members; but, if such meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of the members held for that purpose. All Directors shall hold office from the date of their election until their respective successors are elected and qualify under these Bylaws.

Section 4.04 Vacancies

A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors be increased or if, at any meeting of the members at which any Director is elected, the members fail to elect the full authorized number of Directors to be voted for at that meeting.

The Board of Directors may declare vacant the office of a Director if such Director is declared of unsound mind by an order of the court, or if finally convicted of a felony, or if within sixty (60) days after notice of his election, such Director does not accept the office by giving written notice of his acceptance to the President or Secretary of the FBA.

Any Director may be deemed to have resigned if his membership, or the membership of the member for which he is an authorized representative, is terminated. Any Director who does not attend two (2) consecutive Board of Director meetings shall be deemed to have tendered his resignation, which resignation may be accepted by the Board of Directors and a successor appointed as the last matter of business of that second meeting.

Vacancies in the Board of Directors (including that of Associate Member Directors) may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director, and each Director so elected shall hold office until a successor is elected at the next meeting of the members.

The Regular Members may elect a Director at any time to fill any vacancy not filled by the Directors; provided, however, that only Associate members may elect a Director to fill a vacancy in the position of Associate Member Director which has not been filled by the Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at some future time, the Board or the membership shall have the power to elect a successor when such resignation is to become effective.

No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of that Director's normal term of office.

Section 4.05 Powers

Collectively, the Directors shall be known as the Board of Directors. The Board of Directors shall exercise all corporate powers and control the business and affairs of the FBA subject to the limitations of the Articles of Incorporation, these Bylaws, and the California Corporations Code. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

- (a) To select and remove all other officers, agents, and employees of the FBA and to prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these Bylaws.
- (b) To conduct, manage, and control the affairs and business of the FBA and to make such Rules and Regulations therefor, not inconsistent with law, the Articles of Incorporation, or these Bylaws, as they may deem best for the good of the corporation.
- (c) To borrow money and incur indebtedness for the purposes of the corporation and to take all actions, in connection therewith, which they deem necessary to accomplish that end; provided, however, that the FBA may enter into no obligation or obligations aggregating in excess of two thousand dollars (\$2,000.00) except upon a vote of at least seventy-five percent (75%) of the Board of Directors.
- (d) To appoint an Executive Committee and any other Committees which it deems advisable; and to delegate to the Executive Committee any of the powers and authority of the board in the management of the business and affairs of the FBA, except the power to adopt, amend, or repeal these Bylaws, incur debt, expel or suspend members, or levy assessments. The Executive Committee shall consist of three (3) or more Directors. A Membership Committee, formed pursuant to Section 2.03(a) hereof shall consist of three (3) or more Directors.

Section 4.06 Organizational Meeting

Immediately following the meeting of the membership held for the purpose of electing Directors, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of business. Notice of such meeting is hereby dispensed with.

Section 4.07 Place of Meetings

Regular or special meetings of the Board of Directors shall be held at any place within or without the State of California as designated from time to time by resolution of the Board of directors, or by written consent of all members of the Board given either before or after the meeting and filed with the Secretary of the FBA. In the absence of such designation, meetings shall be held at the principal office of the FBA.

Section 4.08 Regular Meetings

Meetings of the Board of Directors may be regularly scheduled for dates, times, and places as determined by the Board of Directors. Notice of such meetings shall be given to members of the Board.

Section 4.09 Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Secretary, or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first-class mail, postage prepaid, or on no less than twenty-four (24) hours' notice delivered personally or by telephone, telegraph, or similar electronic communication. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its beginning, the lack of such notice to such Director. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.10 Quorum

A majority of the Board of Directors, without regard to the authorized number of Directors, shall be necessary to constitute a quorum for the transaction of business; provided, however, that such quorum shall in no case be less than three (3) Directors. Every act or decision done or made at any 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, the Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was 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 such meeting.

Section 4.12 Conduct of Meetings

The Chairman of the board or, in his or her absence, the President of the FBA shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment so long as all members participating in such meeting can hear one another. Such participation shall constitute personal appearance at the meeting.

Section 4.13 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 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 the unanimous vote of such Directors.

Section 4.14 Fees and Compensation

Directors shall not receive any stated salary for their services as Directors, but by resolution of the Board they may be reimbursed expenses of attendance at special meetings of the Board. Nothing contained herein shall be construed to preclude any Director from serving the FBA in any other capacity as an officer, agent, employee, or, otherwise, and receiving compensation therefor.

ARTICLE V - OFFICERS

Section 5.01 Number and Titles

The Officers of the FBA shall be a President, two Vice Presidents, a Secretary, and a Treasurer. Each officer must be a Director of the FBA. The Board shall elect one of their number annually to be designed Chairman of the Board, whose duties will be to call and chair meetings of the Board but who will not be an officer. The

corporation may have, at the discretion of the Board of Directors, one or more Assistant Secretaries and one or more Assistant Treasurers who are called “subordinate officers” herein, and who may or may not be members of the Board. One person may not hold two or more offices, but may hold an office and one subordinate office. The President may also be Chairman of the Board.

Section 5.02 Elections

The Officers of the FBA shall be chosen annually by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or until their successors shall be elected and qualified. The subordinate officers of the Corporation shall be appointed by the Board of Directors as it shall from time to time deem advisable. The Board at its discretion may choose officers or subordinate officers whose term of office begin at the time of the next regular or special meeting of the Board rather than at the time of election.

Section 5.03 Removal and Resignation

Any officer or subordinate officer may be removed, either with or without cause, by a majority of Directors at the time in office, at any regular or special meeting of the Board, or by any officer upon whom such power of removal may be conferred by a majority of directors at the time in office. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the FBA. 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.

Section 5.04 Vacancies

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

Section 5.50 Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the board of Directors, have general supervision, direction, and control of the business and affairs of the FBA. The President shall preside at all meetings of the members, and in the absence of the Chairman of the Board, at all meetings of the Board of Directors. The President shall be *ex officio* a member of all standing committees, including the Executive and membership Committees, and shall have the general powers and duties of management usually vested in the president of a corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors and these Bylaws.

Section 5.06 Duties of the Vice Presidents

In the absence or disability of the President, or in the case of a President’s failure or refusal to act, the Vice President having the longest tenure in office or, if they be equal in that regard, having the longest term of Regular Membership shall perform all of the duties of, and shall be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

Section 5.07 Duties of the Secretary

The Secretary shall keep or cause to be kept, at the principal office of the FBA or such other place as the Board of Directors may order, a book of the minutes of all meetings of Directors and of members, with the time and place of holding whether regular or special, how authorized, the notice thereof given, the names of those present at Directors’ meetings, the names of members present or represented at membership meetings, and the proceedings thereof. The Secretary shall give or cause to be given notice of all meetings of the members and the Board of Directors required by these Bylaws or by law to be given. The Secretary shall have such other powers and authority and shall perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

Section 5.08 Duties of the Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and transactions of the FBA, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall at all times be open to inspection by an Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the FBA with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the FBA as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all transactions taken as Treasurer and of the financial condition of the corporation. The Treasurer shall have such other powers and authority and shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.09 Duties of Subordinate Officers

In the event of the absence, disability of, or failure or refusal to act by the Secretary or Treasurer, any Assistant Secretary or Treasurer, respectively, shall act as Secretary or Treasurer, respectively. Such actions shall have the full force and effect as though done by the officer for whom the subordinate officer acts. The subordinate officers shall exercise such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or these Bylaws. Subordinate officers may receive compensation for their duties at the pleasure of the Board of Directors.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 6.01 Record Date

The Board of Directors may fix a time in the future as a record date for the determination of the membership entitled to notice of and to vote at any meeting of the membership. The record date so fixed shall be not more than fifty (50) days prior to the date of the meeting for which it is fixed. When a record date is so fixed, only members of record on that date are entitled to notice of and to vote at the meeting.

Section 6.02 Annual Report

The annual report to members shall be prepared and sent to members within ninety (90) days of the annual meeting of the membership. Such report shall contain in appropriate detail a balance sheet as of the end of the fiscal year last ended and a statement of changes in financial position for that fiscal year, and shall set forth any transactions between the FBA and any director, officer, employee, or an entity in which any director, officer, or employee, or his or her immediate family has a ten percent (10%) or greater ownership interest.

Section 6.03 Execution of Instruments

The Board of Directors, except as otherwise expressly provided in the Articles of Incorporation or these Bylaws, may by resolution authorize any officer or agent of the FBA to enter into any contract and deliver any instrument in the name of and on behalf of the FBA, and such authority may be general or confined to specific instances; provided, however, that such contract or delivery is expressly authorized by the Articles of Incorporation or these Bylaws.

Except as otherwise required by law, the Articles of Incorporation, or these Bylaws; checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the FBA shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 6.04 Inspection of Corporate Records and Bylaws

These Bylaws, the books of account, and minutes of the membership, Board of Directors', and Executive Committee meetings shall be open to inspection upon the written demand of any member at any reasonable

time, for a purpose reasonably related to the member's interests as a member. Demand shall be made in writing upon the President or Secretary of the FBA, Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

Section 6.05 Indemnification of Directors, Officers, and Employees

The Board of Directors may authorize the FBA to indemnify any person made, or threatened to be made, a party to any action or proceedings, civil or criminal (other than one by or in the right of the corporation), by reason of the fact that said person is or was a director, officer, or employee of the corporation. Such indemnification may be against any and all judgements, fines, penalties, amounts paid in settlement, and reasonable expenses, including attorneys' fees, necessarily incurred in connection with such action or proceeding and any appeal thereto.

Such indemnification shall be made only after authorization by the Board of Directors and upon a finding by the Board of Directors that such director, officer, or employee acted in good faith with a reasonable belief that such action was within the scope of his or her authority and in the best interests of the FBA. These rights of indemnification shall be in addition to any other right to which any director, officer, or employee may be entitled as a matter of law, but shall be subject to limitations as provided by the California Corporations Code.

ARTICLE VIII - CONSTRUCTION

Section 7.01 - As used In These Bylaws:

- (a) The present tense includes the past and future tenses, and future tense include the present.
- (b) The masculine gender includes the feminine an neuter.
- (c) The singular number includes the plural and plural number includes the singular.
- (d) The word "shall" is mandatory, and the "may" is permissive.
- (e) The words "Directors" and "Board" as used in these Bylaws in relation to any power or duty requiring collective action mean the "Board of Directors".

ARTICLE VIII - AMENDMENTS

Section 8.01 Power of Members

New Bylaws may be adopted or these Bylaws may be amended or appealed by the vote of a majority of the Regular Members entitled to vote, or by the written consent of such members, except as otherwise provided bylaw or by the Articles of Incorporation.

Section 8.02 Power of Directors

Subject to the right of members as provided in Section 8.01 hereof, the Bylaws may be adopted, amended or repealed by the Board of Directors except as to those matters which require the consent of the members as provided herein.

Section 8.03 Certification and Inspection

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be kept in a book in the custody of the said Secretary, and such book shall be open to inspection by the members at all reasonable times.