

**BYLAWS OF
TRAFFIC CONTROL SUPERVISORS ASSOCIATION**
a California Unincorporated Association

ARTICLE I

The name of this organization shall be:

Traffic Control Supervisors Association
a non-profit organization, hereafter referred to as the "Association".

OFFICES

Section 1. Principal Office

The principal office for the transaction of business of the Association ("principal office") is located in the State of California, County of Tulare.

The Executive Board may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices

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

ARTICLE II

NON PARTISAN ACTIVITIES

This Association has been formed under the California non-profit law for the purposes described hereinbelow and in its Constitution and it shall be non profit and non partisan. No substantial part of the activities of the Association shall consist of the publication or dissemination of the materials with the purpose of attempting to influence legislation, and the Association shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

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

ARTICLE III

MEMBERSHIP

Section 1. Classes of Membership and Rights

Qualifications for membership are as follows: Members must be 18 years of age, of good character and in good standing with a local chapter of the Association which has been recognized and authorized as such by the Executive Board.

Section 2. Qualifications

There should be one class of membership in this Association, and the membership, voting, and other rights, interests and privileges of each member shall be equal.

Section 3. Termination of Director Member

The membership of any director member shall terminate immediately upon the removal or resignation of the member from the Executive Board.

Section 4. Transferability of Membership

No director may transfer for value membership or any right arising from it. All rights of membership cease on the director's death.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Place of Meeting

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

Section 2. Annual and Regular Meetings

There shall be an annual conference of this Association. Such conference shall be hosted by the various local chapters on a rotating basis. The annual meeting of members shall be held (unless the Executive Board affixes another date) on the Thursday of the annual conference of this Association. General and special meetings of directors shall be held as ordered by the directors, from time-to-time as stated below.

No later than 15 months prior to each annual conference the local chapter hosting the annual conference shall submit the time, location and place of said conference to the Executive Board for approval by the Executive Board.

Immediately following, or concurrent with, each annual meeting at the annual conference, the Executive Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

Other regular meetings of the Executive Board shall be held on a quarterly basis. There shall be a minimum of four (4) meetings per year. Other regular meetings may be held, from time to time, as fixed by the Executive Board.

A quarter shall be based on a twelve month year commencing with the latest annual conference. The first meeting of the Executive Board shall be the regular meeting held immediately following, or concurrent with, said annual meeting at the annual conference as described in this section.

Except as otherwise provided herein, no regular meeting of the Executive Board shall be held without at least fifteen (15) days prior written notice being sent by first-class mail, postage prepaid, to each of the members off the Executive Board and vendor representatives. All such notices shall be given or sent to the individuals at their respective address as shown on the records of the Association.

Section 3. Special Meetings

(a) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The Executive Board or the President.

(b) Notice

(I) Manner of giving. Notice of the time and place of special meeting shall be given to each member by one of the following methods:

(a) By personal delivery or written notice;

(b) By first-class mail, postage pre-paid;

(c) By telephone communication, either directly to the Member or to a person at the Member's office who would reasonably be expected to communicate such notice promptly to the Member; or

(d) By telegram, charges prepaid. All such notices shall be given or sent to the Member's address or telephone number as shown on the records of the Association.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least fourteen days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

(iii) Notice Content. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal office of the Association.

Section 4. Quorum

(a) Percentage Required. Fifty-one percent (51%) of the members of the Association shall constitute a quorum for the transaction of business at a meeting of the Members. Such quorum shall consist of a representative being present from a majority of the local chapters, one of which must be an officer of the Executive Board and one (1) of the Vendor Representatives. Every act or decision done or made by a majority of the Members present shall be regarded as the act of the Association, subject to the provisions of the California Non-Profit Corporation Law, especially those provisions relating to (I) approval of contracts or transaction in which a Member has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Members.

(b) Loss of Quorum. The members of the Association present at a duly called or duly held meeting at which a quorum is present 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 5. Adjourned Meeting

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

Section 6. 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 twenty-four hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the members of the Association who were not present at the time of the adjournment.

Section 7. Action Without a Meeting

Any action required or permitted to be taken by the members may be taken without a meeting, if all members of the Association, 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 Association. Such written consent or consents shall be filed with the minutes of the proceedings of the Association.

Section 8. Voting

- (a) Eligibility to Vote. Persons entitled to vote at a meeting of the Association shall be members as of the date determined in accordance with the giving of notice as provided in Sections 2 and 3 of the Article IV, subject to the provisions of the California Non-Profit Corporation Law.
- (b) Manner of Casting Votes. Voting may be by voice or ballot, providing that any election of director must be by ballot if demanded by any member before the voting begins.
- (c) Majority Vote of Members Required. Except as 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 (other than the election of Executive Board members) shall be the act of the members, unless the vote of a greater number or voting of classes is required by California Non-Profit Corporation Law or by the Constitution.
- (d) Voting by Chapter Representative: Vendor Representatives. Regardless of the number of representatives present at any meeting, no local chapter of the Association shall have more than one vote. In any case where any local chapter has more than one (1) representative present at a meeting the local chapter representatives shall designate the member entitled to cast the vote for that local chapter. Each Vendor Representative shall be allowed one (1) vote.

Section 9. Waiver of Notice or Consent by Absent Members

- (a) Written Waiver or Consent. The transactions of any meeting of members, either annual or special, 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 in person, and if, either before or after the meeting, each person entitled to vote, who is not present in person, 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 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 Section 4 of Article VII the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the association records or made a part of the minutes of the meeting.
- (b) 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 of 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 10. Action by Written Consent Without a Meeting

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of the Association. All such written ballots shall be filed with the secretary of the Association and maintained in the Association's records. All solicitations of ballots shall indicate the time by which the ballots must be returned to be counted.

ARTICLE V

EXECUTIVE BOARD

Section 1. Number and Qualifications of Directors

Each local chapter shall be allowed two (2) representatives on the Executive Board. Each representative shall serve for a two (2) year term. Only one (1) representative shall be elected each year to provide for an overlap of representation for each local chapter. The terms, "member of the Executive Board," "director" and "director member," as used in these bylaws, shall be interchangeable and mean one and the same thing.

Section 2. Election and Term of Office of Directors

Each member of the Executive Board, including a member appointed to fill a vacancy or appointed at a special members' meeting, shall hold office until expiration of the term for which appointed or elected and until a successor has been appointed or elected. The initial Executive Board shall consist of one (1) representative from each local chapter to serve a one (1) year term and one (1) member to serve a two (2) year term. Thereafter the members of the Executive Board shall serve for two (2) year terms.

The term of office for each elected representative shall begin with the Association's annual conference.

Section 3. Vacancies

(a) Events Causing Vacancy. A vacancy or vacancies in the Executive Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director members, (ii) the declaration by resolution of the Executive Board of a vacancy of the office of a director member 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 Non-Profit Corporation Law, (iii) unexcused absences from three (3) consecutive meetings, (iv) the vote of the Executive Board members to remove a board member. (v) the increase of the authorized 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.

(b) Resignations. Except as provided in this paragraph, any member of the Executive Board may resign, which resignation shall be effective on giving written notice to the president, the secretary, or the Executive Board, unless the notice specified a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. no director may resign when the association would then be left without a duly elected director or directors in charge of its affairs.

(c) No Vacancy on Reduction of Numbers 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.

(d) Restriction on Interested Directors. No more than 49% of the persons serving on the Executive Board at any time may be interested persons. An interested person is (1) any person being compensated by

the Association for serves rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, spouse or in-law of any such person. However any violations of the provisions of this paragraphs shall not affect the validity or enforceability of any transaction entered into by the Association.

Section 4. Special Meetings

- (a) Authorized Persons Whom May Call. A special meeting of the Executive Board may be called at any time by any of the following: the Executive Board or the President.
- (b) Notice.
- (I) Manner of Giving. Notice of the time and place of special meeting shall be given to each director by one of the following methods:
- (a) By personal delivery or written notice;
 - (b) By first-class mail, postage pre-paid;
 - (c) By telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or
 - (d) By telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Association.
- (ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least fourteen days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
- (iii) Notice of Content. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal office of the Association.

Section 5. Quorum

- (a) Percentage Required. Fifty-one percent (51%) of the members of the Executive Board shall constitute a quorum for the transaction of business at a meeting of the Executive Board. Such quorum shall consist of a representative being present from a majority of the local chapters, one of which must be an officer of the Executive Board and one (1) of the Vendor Representatives. Every act or decision done or made by a majority of the directors present shall be regarded as the act of the Executive Board, subject to the provisions of the California Non-Profit Corporation Law, especially those provisions relating to (i) approval of contracts or transaction in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors.
- (b) Loss of Quorum. The members of the Executive Board present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors 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. Adjourned Meeting

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

Section 7. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any regular or special meeting to another time and place. However in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

Section 8. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the members of the Executive Board who were not present at the time of the adjournment.

Section 9. Action Without a Meeting

Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all members of the Executive 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 Executive Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Board.

Section 10. Voting

- (a) Eligibility to Vote. Persons entitled to vote at a meeting of the Executive Board shall be Executive Board members as of the date determined in accordance with the giving of notice as provided in Sections 2 and 3 of this Article V, subject to the provisions of the California Non-Profit Corporation Law.
- (b) Manner of Casting Votes. Voting may be by voice or ballot, providing that any election of officer must be by ballot if demanded by any member of the Executive Board before the voting begins.
- (c) Majority Vote of Executive Board Members Required. Except as otherwise specified if a quorum is present, the affirmative vote of the majority of the Executive Board members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members of the Executive Board, unless the vote of a greater number or voting of classes is required by California Non-Profit Corporation Law or by the Constitution.
- (d) Voting by Chapter Representative: Vendor Representatives. Regardless of the number of representatives present at any meeting, no local chapter of the Association shall have more than one vote. In any case where any local chapter has more than one (1) representative present at a meeting the local chapter representatives shall designate the member entitled to cast the vote for that local chapter. Each Vendor Representative shall be allowed one (1) vote.

Section 11. Waiver of Notice or Consent by Absent Members

- (a) Written Waiver or Consent. The transactions of any meeting of directors, either annual or special, 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 in person, and if, either before or after the meeting, each person entitled to vote, who is not present in person, 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 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 Section 4 of Article VII the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the association records or made a part of the minutes of the meeting.

(b) 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 of 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 12. Action by Written Consent Without a Meeting

Any action that may be taken at any annual or special meeting of directors may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of the Executive Board. All such written ballots shall be filed with the secretary of the Association and maintained in the Association's records. All solicitations of ballots shall indicate the time by which the ballots must be returned to be counted.

Section 13. Fees and Compensation of Directors

Directors and members of committees shall not receive any compensation for the services. Directors shall be allowed reimbursement for costs and expenses for traveling to meetings, including overnight lodging, meals and transportation expenses, at the discretion of the Executive Board.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees

There is hereby established the following standing committees of this Association:

1. Constitution of Bylaws
2. Chapter Assistance
3. Conference Assistance

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

- (a) Take any final action on matters which under the Non-Profit Corporation Law of California, also requires members' approval or approval of the outstanding shares;
- (b) Fill vacancies on the Executive Board or in any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;

- (d) Amend or repeal any resolution of the Executive Board which by its expressed terms is not so amendable or repealable;
- (e) Appoint any other committee to the Executive Board or members of these committees;
- (f) Approve any transaction (1) to which the Association is a party and one or more directors have a material financial interest; or (2) between the Association and one or more of its directors or between the Association or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Actions of Committees

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

ARTICLE VII

OFFICERS

Section 1. Officers

The officers of this Association shall be a president, vice president, *immediate past president*, secretary and treasurer. The Association may also have, at the discretion of the Executive Board, the chairman of the board, more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VII. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer or treasurer may serve concurrently as either the president or the chairman of the board.

Section 2. Election of Officers

The officers of the Association, except those appointed in accordance with the provisions of Section 3, Article VII, shall be chosen by the Executive Board of the various local chapter representatives at their first meeting following, or concurrent with, the annual conference of the Association as provided in Section 2 of Article V, herein. Each of the officers of the Association shall serve at the pleasure of the Executive Board, subject to the rights, if any, of an officer under any contract of employment.

An Officer shall serve in their respective office for a period of two (2) years consecutively.

No person shall serve more than *two (2) years* consecutively in the office of president or vice president.

Section 3. Subordinate Officers

The Executive Board may appoint, and may authorize the president or another officer to appoint, any other offices that the business of this Association may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws and as determined from time-to-time by the Executive Board.

Section 4. Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Executive Board at a regular or special meeting of the board, or, except in the case of an officer chosen by the Executive Board, by an officer on whom such power of removal may be conferred by the Executive Board.

Section 5. Resignation of Officers

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

Section 6. Vacancies in Office

A vacancy in any office because of the death, resignation, removal, disqualification, or any other cause shall be filled only by the Executive Board at the next meeting of the Executive Board and shall be subject to, and in the manner otherwise prescribed by these bylaws for regular appointments to that office.

Section 7. Duties and Responsibilities of Officers

(a) President. If such an officer be elected, the president shall preside at all meetings of the Executive Board and exercise and perform such others powers and duties as may be from time-to-time assigned to him by the Executive Board or prescribed by these bylaws. The president shall be responsible to the perpetuation of the purposes for which the Association was formed and, subject to the control of the Executive Board, generally supervise, direct, and control the business and the officers of the Association.

The president shall appoint the members and chairperson of each standing or special committees as deemed necessary or required by these bylaws. Such appointment shall be subject to the approval of a majority of the directors present at a regular meeting of the Executive Board.

(b) Vice Presidents. In the absence or disability of the president the vice presidents, if any, in order of their rank as fixed by the Executive Board or, if not ranked, a vice president designated by the Executive Board, shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice presidents shall have such other powers and perform such other duties as from time-to-time may be prescribed for them respectively by the Executive Board or the president.

(c) Immediate Past President. *To attend all meetings and to act as advisor to the current Board and be responsible for other duties as directed by the President. Term of office shall be for one (1) fiscal year.*

(d) Secretary. The secretary shall tend to the following:

(i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the Executive Board may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings.

(ii) Notices, Seal and Other Duties. The secretary shall give or cause to be given, notice of all meetings of the Executive Board required by the bylaws to be given. The secretary shall also keep the seal of the Association, if any, in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the Executive Board or these bylaws.

(e) Treasurer. The treasurer shall be responsible for any and all funds collected from dues or otherwise received from any funding source, and shall deposit the same in the name of the Association in a financial institution approved by the Executive Board. The signature of the treasurer shall be the ^{only} ~~only~~ name required on any check issued. ~~The signature of the president may be used in the absence of the treasurer.~~

ARTICLE VIII

FUNDING

The Association's primary funding source for the operation of the Executive Board and its committees shall be from the proceeds of the annual conference of the Association.

The Conference Assistance committee, with the approval of the Executive Board, shall establish the percentage of the net income to be returned to the Executive Board from the annual conference of the Association.

ARTICLE IX

FINANCIAL REPORTS

Section 1. Annual Report

The treasurer shall submit a yearly financial report to membership present at the annual conference of the Association.

Each local chapter shall submit a yearly financial report, plus a list of members of that chapter, to the secretary within one month following the annual conference of the Association.

ARTICLE X

LOGO

There is hereby adopted and approved by the Association the official logo of the organization as generally provided in attachment "A" affixed to these bylaws. The logo of the Association may be changed, from time to time, by a vote of the Executive Board, with the approval of the full membership of the Association at the next annual conference.

ARTICLE XI

LOCAL CHAPTERS

Section 1. Application for New Chapter Membership

The Association shall, through its committee on Chapter Assistance, actively solicit the establishment of local chapters of the Association. The application for the establishment of a new chapter may be made by any group which has met with and received the approval of the Chapter Assistance committee. The application shall include the names of the petitioning individuals and a copy of their proposed bylaws and a description of the boundaries over which that chapter shall serve.

Section 2. Approval of New Chapter

The Executive Board shall have final authority in the approval of an application to form a new chapter. No request for formation shall be presented to the Executive Board without the approval of the Chapter Assistance committee.

Section 3. Revocation of New Chapter

Failure to cause prompt and complete compliance to all chapter responsibilities after review by the Chapter Assistance committee, and sufficient notice in writing by the Executive Board of any non-compliance, shall be grounds for the revocation of the authorization of any chapter. A two-thirds (2/3) majority vote shall be required by the Executive Board for any such revocation.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Definitions

For the purpose of this Article:

- (a) "agent" means any person who is or was a director or officer of this Association, 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 enterprises, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Association or of another enterprise at the request of the predecessor Association.
- (b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "expenses" includes, without limitation, all attorneys' 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 attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. Successful Defense by Agent

To the extent that an agent of this Association has been successful on the merits in the defense of any proceeding referred to in this Article, 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 provision of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other Than the Association

Subject to the required finding to be made pursuant to Section 5, below, this Association shall indemnify any person who was or is a party, or is threatened to be made a party to any proceeding other than an action brought by, or on behalf of, this Association, 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 Association, for all expenses, judgment, finds, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought By or on Behalf of the Association

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Association, 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.

(b) Claims and Suits Awarded Against Agent. This Association 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 Association by reason of the fact that the person is or was an agent of this Association, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) 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 indemnity of 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 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement 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 Association, 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 in a manner which he reasonably believed to be in the best interest of this Association 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. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was lawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by any of the following methods:

- (i) the Executive Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding;
- (ii) the affirmative vote (or written ballot in accordance with Article IV, Section 10) of a majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
- (iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Association 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 person opposed by this Association.

Section 6. Limitations

No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5 (b) (iii), in any circumstance when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Constitution, 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 or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Contractual Rights of Nondirectors and Nonofficers

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

Section 8. Insurance

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

ARTICLE XIII

RECORDS AND REPORTS

Section 1. Inspection Rights

Any member of the Association may:

- (i) inspect and copy the records of directors' names and addresses and voting rights during usual business hours on five days' prior written demand on the Association, stating the purpose for which the inspection of records are requested, and
- (ii) obtain from the Secretary, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which

that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. The list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and made extracts.

Section 2. Maintenance and Inspection of Constitution and Bylaws

The Association shall keep at its principal office, or if its principal office is not in the State of California, at its principal business office in this state, the original or a copy of the Constitution and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Association is outside the State of California and the Association has no principal business office in this State, the Secretary shall, on the written request of any member, furnish to that member a copy of the Constitution and bylaws as amended to date.

Section 3. Maintenance and Inspection of Other Association Records

The accounting books, records, and minutes of proceedings of the members and the board of directors and any committee(s) of the Executive Board shall be kept at such place or places designated by the Executive Board, or, in the absence of such designation, at the principal executive office of the Association. 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 the member's interests 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 of the Association.

Section 4. Inspection by Directors

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

Section 5. Annual Report

The annual report of members referred to in the California Non-profit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the Executive Board from issuing annual or other periodic reports to the members of the Association as they consider appropriate. However, the Association 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:

- (1) Any information required by California Corporations Code Section 6322.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-profit 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 Association and a natural person.

ARTICLE XV

AMENDMENTS

Section 1. Amendment by Directors

Subject to the right of directors under Section 1 of this Article XIV, bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended, or repealed by the Executive Board. However, if the Constitution or bylaws adopted by the Executive Board provide for an indefinite number of directors within specified limits, the directors may adopt or amend a bylaw fixing the exact number of director within those limits.

These Bylaws may be amended at any business meeting provided that the general membership shall receive proper notification of any proposed changes at least fifteen (15) days prior to a meeting. Any amendment or revision shall require a two-thirds (2/3) vote of the voting members present for adoption.

ARTICLE XVI

MISCELLANEOUS

This organization is organized pursuant to the State of California General Non-profit Corporation Law, and does not contemplate distribution of gains, profits, dues, or dividends to the members or officers thereof.

In event of dissolution of this Association and its local Chapters, any assets shall not be distributed among its members, but shall be transferred to a recognized charitable organization designated by the membership.

PROPOSED REVISALS

1. **ARTICLE VII, OFFICERS, Section 1. Officers, add verbiage** "...immediate past president..."
2. **ARTICLE VII, OFFICERS, Section 2. Election of Officers, add verbiage** "An Officer shall serve in their respective office for a period of two (2) years consecutively."
3. **ARTICLE VII, OFFICERS, Section 2. Election of Officers, change verbiage from,** "...serve more than one (1) year consecutively..." to read, "...serve more than two (2) years consecutively..."
4. **ARTICLE VII, OFFICERS, Section 7. Duties and Responsibilities of Officers, add verbiage,** "(c) Immediate Past President. To attend all meetings all meetings and be responsible for other duties as directed by the President. Term of office shall be for one (1) fiscal year."
5. **ARTICLE XV, AMENDMENTS, Section 1. Amendment by Directors, add verbiage,** "These Bylaws may be amended at any business meeting provided that the general membership shall receive proper notification of any proposed changes at least fifteen (15) days prior to a meeting. Any amendment or revision shall require a two-thirds (2/3) vote of the voting members present for adoption."

BYLAWS MODIFIED BY THE OFFICERS SIGNED BELOW ON _____,
AND APPROVED BY THE GENERAL MEMBERSHIP AT _____,
CALIFORNIA ON _____.

PRESIDENT
Ynagcio "Chico" Magana

VICE PRESIDENT
Jacob Caine

SECRETARY
Drumond Macomber

TREASURER
Jess Gomez

**NORTHERN CALIFORNIA
VENDOR REPRESENTATIVE**
Pat Modlin

**SOUTHERN CALIFORNIA
VENDOR REPRESENTATIVE**
Tony Acetta

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of TRAFFIC CONTROL SUPERVISORS ASSOCIATION, an Unincorporated Association, and the bylaws, consisting of 19 pages, are the bylaws of this corporation as adopted at a meeting of the board of directors held on the date below in the City of ~~Visalia~~, State of California.

SANDIEGO

Dated: _____

Secretary