

**BYLAWS
OF THE
MONTEREY BAY CALIFORNIA CHAPTER
NATIONAL ELECTRICAL CONTRACTORS ASSOCIATION, INC.**

(Last revised at a General Membership meeting held on February 24, 2011)

PREAMBLE

WHEREAS, The members of this Chapter desire to conduct the business of the Chapter in a lawful manner and in conformity with the principles promulgated by the National Electrical Contractors Association, Inc., but may from time to time, through mistake, take or decide upon action which may be considered illegal or improper, now therefore be it,

RESOLVED: That any and every resolution hereafter adopted or motion hereafter carried by this Chapter or a committee hereof, which is contrary to the tenets of the National Electrical Contractors Association Inc., or in the opinion of counsel, is contrary to law, shall be for all purposes treated as null and void, and any and all action taken under resolution or motion shall be also for all purposes treated as null and void.

ARTICLE I

NAME

This Chapter shall be known as the Monterey Bay California Chapter, National Electrical Contractors Association, Inc., and it shall be incorporated under that name as a non-profit organization in accordance with the laws of the state in which its headquarters office is located.

ARTICLE II

AREA OF JURISDICTION

Sec. 1. The jurisdiction of this Chapter shall be all of Monterey, Santa Cruz, and San Benito Counties, California. (This jurisdiction may be changed at any time pursuant to Section 6.3 of the National Bylaws.)

HEADQUARTERS

Sec. 2. The Headquarters Office of this Chapter shall be located in the jurisdiction of the chapter.

ARTICLE III

OBJECTS

This Chapter shall be conducted not for profit and such forms as may be required to establish that fact shall be filed with the appropriate Director of the Internal Revenue Service. The objects for which this Chapter is formed are:

- (1) To arrange for and promote meetings of Electrical Contractors who are engaged in business in this area, and provide them with an effective agency through which to express their collective voice.
- (2) To promote sound labor relations on the basis of labor and management cooperation in the public interest.
- (3) To promote and join in the operation of programs of practical training and related instruction for apprentices and, advanced training for journeymen in the electrical trade in this area.
- (4) To distribute among the members and assist them in the use of the fullest information obtainable in regard to all matters affecting the business of Electrical Contracting.
- (5) To increase public acceptance for the services of Electrical Contractors in this area, by improving the standards of the Industry both as to personnel and performance.
- (6) To cultivate a cooperative spirit among its members, and encourage respect for the rights of others, with proper regard for the laws and rules governing fair competition.
- (7) To collect, in cooperation with National Electrical Contractors Association Inc., business data from members and other sources in order that the economic value of the Electrical Contracting Industry may be accurately presented to Governmental Agencies, as well as other appropriate national bodies.
- (8) To establish and maintain friendly relations in this area between Electrical Contractors and all other branches of the electrical and construction industries.
- (9) To support the National Electric Code and all recognized electrical installation standards which have been or may be established for this area.
- (10) To increase and stabilize the membership of National Electrical Contractors Association Inc. and to cooperate in general with said National Electrical Contractors Association, conducting all activities in accord with its Bylaws.

ARTICLE IV

MEMBERS

- Sec. 1. Members of this Chapter shall be classified as Permanent Members and Temporary Members and Associate Members.

PERMANENT MEMBERS

- Sec. 2. Permanent Members of this Chapter shall be those members in good standing of the National Electrical Contractors Association Inc., who have a permanently established place of business in the area served by this Chapter, and who shall have applied for and been accepted in due form to membership in this Chapter subject to the provisions of the Bylaws hereinafter set forth.

TEMPORARY MEMBERS

- Sec. 3. Temporary members of this Chapter are those persons, firms or corporations who are members of NECA and meet the requirements of members in every respect except that they do not maintain a permanent place of business in the area served by this Chapter, but who are temporarily executing electrical work in this jurisdiction. No entrance fee or dues shall be charged in the case of such temporary members, but they shall be required to pay service charge on the same basis as permanent members, including their service charge to the National Association of Electrical Contractors on the electrical work executed in the jurisdiction of this Chapter. However, such service charges in any event, shall not be in excess of an amount equal to one (1%) of the productive labor payroll, observing the maximum limitations set forth by the Bylaws of the National Electrical Contractors Association. Temporary members shall not be eligible to participate in the election of Chapter Officers either by voting or accepting nomination for office, nor shall they be eligible to vote on matters pertaining to labor agreement negotiations. Otherwise, they shall be accorded the same service and privileges as permanent members while their temporary membership is in effect.

ASSOCIATE MEMBERSHIPS

- Sec. 4. Associate members of this Chapter shall be admitted pursuant to the rules and procedures established by the Board of Directors. Associate Members shall have neither voice nor vote in the affairs of the Association, its Divisions, or Members.

APPLICATION FOR MEMBERSHIP

- Sec. 5. A candidate for membership or temporary membership shall make application in writing to the Chapter on a form provided by the Chapter. Each application shall be referred to the Board of Directors for approval or rejection.

CHAPTER ENTRANCE REQUIREMENT

- Sec. 6. An entrance requirement for persons, firms or corporations proposing to become members of this Chapter shall be satisfactory evidence that the applicant is a member in good standing of the National Electrical Contractors Association, Inc.

MEMBER'S REPRESENTATIVE

- Sec. 7. Membership shall stand in the name of the person, firm or corporation. Each member of the Chapter shall designate in writing for the files of the Chapter one individual who shall represent the member at all Chapter meetings and be responsible to the Chapter in all matters. Such individual shall be known as the "Accredited Representative". An "Accredited Representative" may send a substitute to act for him/her provided that he/she furnish him/her with a letter of authorization, and provided that the Board of Directors approves of such substitute. Any action taken at any regular or special meeting shall be binding upon all members whether represented or not, provided that the meeting has been called in accordance with these Bylaws. (The term "Member" when used by these Bylaws to designate an individual refers to the "Accredited Representative.")

GOOD STANDING

- Sec. 8. In order to maintain good standing in this Chapter, a member must not be more than thirty (30) days in arrears in the payment of dues or service charges.

RESIGNATION

- Sec. 9. Any member may resign from this Chapter by giving thirty (30) days notice to the Secretary/Manager of his/her intention to do so. The Board of Directors shall pass on all resignations and none shall be accepted until the member's obligations to the Chapter have been paid in full. The Secretary-Manager shall acknowledge the acceptance of a resignation in writing.

ARREARAGES

- Sec. 10. A member in arrears on the books of the Chapter for over thirty days shall not have a vote or any other privileges of membership until the account is paid, and if in arrears ninety days, shall be dropped from the rolls without any further action by the Board of Directors of the Chapter, and can only be reinstated when all arrears have been paid and by affirmative vote of the Board of Directors.

CONTRACTUAL RELATIONSHIP OF MEMBERS

- Sec. 11. It is understood and agreed that the Bylaws of this Chapter constitute a contractual relation by, between, and among the members. Each member upon being accepted as such, shall sign a copy of these Bylaws and shall further sign a copy of any and all subsequent amendments to these Bylaws duly adopted in accordance with Article XVII hereof, and it is understood and agreed that the signing of any copy thereof shall be

with full force and effect as if the subscribing member had signed the original. Each member, upon becoming a member, agrees to be bound by each and every provision of the bylaws of the National Electrical Contractors Association, and of these Bylaws, as well as all resolutions passed or agreements made by the Chapter, its Board of Directors, or duly authorized committees, pursuant to these bylaws.

DELEGATION OF BARGAINING RIGHTS TO CHAPTER

- Sec. 12. When the Condition described in Article XV, Sec. 1 hereof does not exist, then the authority to negotiate agreements, effective within the jurisdiction of this Chapter with labor organizations encompassing wages, hours, working and other conditions affecting employees is expressly delegated to the Chapter. No permanent or temporary member of this Chapter shall independently enter into any such agreement with a labor organization. Agreements on these subjects negotiated by the Chapter shall be binding upon all permanent and temporary members of the Chapter.

CHARGES AND PENALTIES

- Sec. 13. By a two-thirds vote of the permanent members present at a meeting designated for such action, a member may be expelled from membership for any cause, other than arrears; providing, however, that such a member is given the opportunity to be heard before the membership in a regular meeting. Charges against any member, together with evidence supporting the charges, shall be filed in writing with the Board of Directors prior to the meeting at which action is taken, and one of its members shall be named to prefer the charges in said meeting. Neither this Director nor the member (or members) named in the charges shall be entitled to vote on the question of such expulsion.

RIGHT OF APPEAL

- Sec. 14. Any member withdrawing from this Chapter either by resignation or expulsion, shall cease to be a member of the National Electrical Contractors Association, unless waiver is granted by the Chapter, but such individual may appeal to the Executive Committee, National Electrical Contractors Association, for investigation of the causes for such withdrawal as affecting the forfeiture of his/her National Membership.

ARTICLE V

BOARD OF DIRECTORS

- Sec. 1. The direction and administration of the affairs and funds of this Chapter shall be vested in a Board of Directors, elected as hereinafter provided, which shall have authority to act in all matters, subject to such instructions as may be given by resolution or motion passed by a two-thirds vote of the members present at any meeting of the Chapter.

NUMBER OF DIRECTORS

- Sec. 2. The number of members to be elected by the membership to serve on the Board of Directors for any term shall be determined in accordance with the total number of members in the Chapter in the following ratio; one Director for the first two members

and one additional Director for each additional two members. However, the minimum number of Directors shall be four.

NOMINATION OF ELECTION

- Sec. 3. The annual election of members of the Board of Directors shall be held at the last regular meeting of each calendar year, or as stipulated. Any member in good standing may be nominated for membership on the Board of Directors. Nomination shall be made from the floor and the election shall be by ballot.

TERM

- Sec. 4. Members of the Board of Directors shall serve for a period of one year or until their successors are elected and shall be eligible for re-election.

VACANCIES ON BOARD

- Sec. 5. When a vacancy occurs on the Board of Directors, it shall be filled for the unexpired portion of the term at a special nomination and election held not later than the next regular meeting of the Chapter.

VOTING

- Sec. 6. In the event of a tie, the tie will be broken by the toss of a coin.

ARTICLE VI

OFFICERS

- Sec. 1. The officers of this Chapter shall be President, Vice-President, Treasurer, and Secretary/Manager, all of which shall be appointed by the Board of Directors and, with the exception of the Secretary/Manager, from among its members, and for a term of one year. The Secretary/Manager shall be appointed by the Board of Directors, and shall serve subject to its approval. He/she shall receive such compensation and allowances as it shall determine. He/she shall not be a member of the chapter, shall not be engaged in the Electrical Contracting business, and shall not have any financial interest in any concern in the business.

VACANCIES OFFICERS

- Sec. 2. Any vacancy in the office of President, Vice-President, or Treasurer that may occur through resignation or otherwise, shall be filled by the Board of Directors from among its members for the un-expired portion of the term.

ARTICLE VII

REPRESENTATIVE ON NECA'S BOARD OF GOVERNORS

Sec. 1. Pursuant to Section 8.3 of the National Electrical Contractors Association Bylaws, this Chapter shall, prior to January 31 of each odd-numbered year, elect one of its permanent members in good standing to represent the Chapter as a member on the Board of Governors of the National Electrical Contractors Association, Inc. for a term of two (2) years. Such member may be elected to succeed himself.

Sec. 2. As soon as possible following the election, the National Secretary shall be notified as provided in Section 8.3, National Electrical Contractors Association Bylaws.

EXPENSES / ALTERNATE

Sec. 3. The member elected to serve on the Board of Governors of the National Electrical Contractors Association shall attend all meetings of the Board at the expense of the Chapter. In the event that he/she is unable to attend any meeting, the Chapter shall select an alternate to represent it at that particular meeting and furnish him/her with proper credentials of authorization.

ACCREDITED DELEGATE

Sec. 4. This Chapter's representative on the National Electrical Contractors Association Board of Governors shall be its accredited delegate authorized to cast the votes of all its members at any annual or special meeting of the National Electrical Contractors Association.

UNIT VOTING

Sec. 5. At all meetings of the National Electrical Contractors Association and on any matter submitted by it for mail ballot, this Chapter shall follow the unit system of voting and the votes of all of its members shall be cast as determined by the majority. In the absence of instruction on any matter, this Chapter's accredited delegate (member of National Electrical Contractors Association Board of Governors) shall cast its votes according to his/her own judgment.

ARTICLE VIII

PRESIDENT

Sec. 1. The President, or in his/her absence, the Vice-President, shall preside at all meetings of the Chapter and the Board of Directors.

ARTICLE IX

TREASURER

Sec. 1. The Treasurer shall have custody of all funds of the Chapter and shall supervise all disbursements as directed by the Board of Directors.

CHECK SIGNING

Sec. 2. Any six Directors may countersign the checks prepared by the Secretary-Manager for payment of bills, after such bills have been approved for payment by the Board of Directors and have been signed by the Secretary-Manager.

BONDING

Sec. 3. All persons authorized to sign checks shall furnish a bond in such amount as may be required by the Board of Directors, the premium for which shall be paid by the Chapter.

ARTICLE X

SECRETARY- MANAGER

Sec. 1. The Secretary-Manager shall be recognized as the duly selected Business Representative of the Chapter. However, he/she shall not have any voting power in the business of the Chapter. His/her compensation and allowances shall be determined by the Board of Directors. He/she shall, at the expense of the Chapter, attend the annual as well as such special meetings of the National Electrical Contractors Association Inc., and its Chapter Managers as may be held. The Board of Directors reserves the right to exempt specific meetings from those that the Secretary-Manager will be sponsored to attend.

Sec. 2. He/she shall furnish bond in such amount as the Board of Directors may see fit to require, premium for which shall be paid by the Chapter.

He/she shall manage the activities of the Chapter under the supervision of the Board of Directors, performing, in addition to the duties hereinafter set forth, such other duties as the Board of Directors may require of him/her:

- (a) Record the minutes of all meetings of the Chapter and of the Board of Directors.
- (b) Cooperate with and be an Ex-Officio member of all Committees.
- (c) Handle all correspondence.
- (d) Send out notice of all meetings.
- (e) Keep the books of the Chapter.
- (f) Be responsible for the collection of all dues and assessments, and give receipts to members paying them.
- (g) Keep a correct account of all monies coming into his/her possession, and deposit the same as instructed by the Treasurer.
- (h) Prepare checks in payment of all bills after they have been ordered paid by the Board of Directors.
- (i) Be responsible for the routine of his/her office and the employment

of such stenographic and other assistance, as the Board may authorize.

- (j) Encourage members to make use of the various business helps and materials provided by the National Electrical Contractors Association Inc., and this Chapter.
- (k) As far as possible, adjust such grievances and disputes as may arise between members or between a member and his/her employees.
- (l) In general, promise and make effective the "OBJECTS" for which this Chapter is formed, as set forth in Article III of its Bylaws.

ARTICLE XI

STANDING COMMITTEES

Sec. 1. It shall be the duty of the Board of Directors at its first meeting after election in each year to select from the membership of the Chapter individuals to serve on committees in charge of such of the following matters as the Board deems essential:

- (a) Public relations
- (b) Membership
- (c) Statistics
- (d) Codes and Standards
- (e) Labor Relations
- (f) Apprentice Training
- (g) Legislation
- (h) Trade Policy
- (i) Cost Data
- (j) Credit and Accounting
- (k) Architects and Engineers
- (l) Marketing

Sec. 2. The Board of Directors may also appoint from time to time such special committee chairmen as it sees fit, and discharge the same when the need for them no longer exists.

Sec. 3. The jurisdiction and authority of all Committees shall be determined, announced and recorded at the time of their appointment, but it shall be the prerogative of the Board of Directors to revise or withdraw such jurisdiction and authority at any time.

ARTICLE XII

MEETINGS

Sec. 1. Regular meetings of this Chapter shall be held at least four times per year. The time

and place of the meetings shall be determined by the Board of Directors.

- Sec. 2. Special meetings shall be called by the President at the written request of a majority of the members of the Board of Directors, or upon a written request of five of members in good standing.

BOARD OF DIRECTORS

- Sec. 3. The Board of Directors shall meet regularly at least four times per year, at a time and place determined by the President, and shall be subject to the call of the President for special meetings at any time, provided due notice be given. The minutes of all meetings of the Board of Directors shall be recorded by the Secretary/Manager.

QUORUM

- Sec. 4. Those members in good standing present at the Roll Call, at any regular or special meeting of the Chapter shall constitute a quorum for the transaction of business.
- Sec. 5. The Board members present at any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business.

DUE NOTICE

- Sec. 6. A notice mailed, faxed or emailed to the last known address of each member five days prior to the holding of any regular or special meeting shall constitute due notice.

TEMPORARY CHAIRMAN

- Sec. 7. In the absence of both the President and the Vice-President at any meeting, a temporary chairman shall be appointed by the Board of Directors or selected by the assembled members.

ORDER OF BUSINESS OF CHAPTER MEETINGS

- Sec. 8. After a regular meeting of the Chapter has been called to order by the presiding officer, the following order of business shall be observed:

1. Roll Call
2. Approval of Minutes of previous meeting
3. PROGRAM
4. Communications
5. Reports of Officers
6. Reports of Committees and action thereon
7. Unfinished Business
8. New Business
9. Suggestions by Members
10. Adjournment

- Sec. 9. The presiding officer may at his/her discretion place the PROGRAM (3) at any suitable point in the order of business of any meeting.

- Sec. 10. The proceedings of the meetings shall be conducted in accordance with Roberts' Rules of Order.

ARTICLE XIII

PAYMENT OF ANNUAL DUES AND SERVICE CHARGE

- Sec. 1. This Chapter shall be responsible to the National Electrical Contractors Association, Inc., for the annual dues of its permanent members and also the annual service charge of both its permanent and temporary members to said National Electrical Contractors Association, and pursuant to of the National Bylaws shall report upon and pay the same from its regular funds based upon all electrical contracting business transacted by them in the jurisdiction of this Chapter. The regular funds of this Chapter shall be raised as hereinafter set forth in this Article.

PAYROLL REPORTS

- Sec. 2. On or before the 15th day of each month, each member shall file with the Secretary-Manager of the Chapter a payroll report in such form as may be prescribed by the Board of Directors, showing the member's total productive electrical labor payroll for the preceding payroll month.
- Sec. 3. The member shall include in the monthly payroll report, the Chapter's "SERVICE CHARGE" for the period covered by this report in an amount equal to one percent (1%) of the total productive electrical labor payroll shown thereon. A minimum total payment of \$50.00 per reporting period shall be made. The Chapter Service Charge is subject to change as needed by vote of the membership.

RIGHT OF ACCOUNTING

- Sec. 4. In view of the fact that the filing of an incorrect report by any member is detrimental to the other members of the Chapter, the Board of Directors shall have the right to require an accounting of payroll records when in their judgment, a question arises as to the report filed by any member.

JOINT VENTURES

- Sec. 5. A chapter member or members entering into a joint contract with one or more non-members shall be responsible to this Chapter for the full amount of Service Charge on the project as set forth in this Article.

MEMBERS EXECUTING WORK IN JURISDICTION OF OTHER NECA CHAPTERS

- Sec. 6. Permanent members of this Chapter when executing work in the territory of another Chapter of National Electrical Contractors Association, Inc., shall recognize that Chapter and comply with such industry conditions as have been established in that territory with the approval of the National Electrical Contractors Association, Inc. In all such cases, if the Chapter having jurisdiction has a provision for "Temporary Chapter Membership,"

approved by the National Electrical Contractors Association, application shall be made to that Chapter for its regular service charge on the business transacted in that territory including the dues to the National Electrical Contractors Association.

ASSESSMENTS

- Sec. 7. An assessment for any special or emergency purpose may be levied upon the permanent members of this Chapter by the Board of Directors, provided that authority for such action has been granted by a two-thirds affirmative vote of the members present at any regular or special meeting.

ARTICLE XIV

DISSOLUTION

In case of dissolution, the assets of this Chapter are to be used as follows:

- (a) To pay all indebtedness of the Chapter.
- (b) To pay all expenses of liquidation.
- (c) The remaining assets to be distributed to a qualified non-profit organization whose purpose and objectives are similar to those of the National Electrical Contractors Association or to any other non-profit charitable or education organization.

ARTICLE XV

CHAPTER DIVISIONS

- Sec. 1. If at any time the jurisdiction served by this Chapter includes more than one recognized wage or trading area from which the Chapter has members, those members who maintain a permanently established place of business in each such area, including the area in which the Chapter Headquarters is located, shall be designated as a DIVISION of the Chapter. In each case the word "DIVISION" shall be preceded by the name of the principal city in that particular wage or trading area.

PERMANENT DIVISION MEMBERS

- Sec. 2. Permanent members of a division shall be those members in good standing of the National Electrical Contractors Association, Inc., and of this Chapter who have a permanently established place of business in the area served by the Division.

TEMPORARY DIVISION MEMBERS

- Sec. 3. Temporary members of a Division are those persons, firms, or corporations who are permanent or temporary members of this Chapter and who meet the requirements of permanent Division members in every respect except that they do not maintain a permanent place of business in the Division area, but who are temporarily executing electrical work in the Division area. Temporary members of a Division shall be accorded the same service and privileges and shall be subject to the same obligations as permanent members of the Division while the temporary membership therein is in effect.

DELEGATION OF BARGAINING RIGHTS TO DIVISION

- Sec. 4. The authority to negotiate agreements, effective within the Division area, with labor organizations encompassing wages, hours, working and other conditions affecting employees is expressly delegated to the Division. No permanent or temporary member of a Division shall independently enter into any such agreement with a labor organization. Agreements on any of these subjects negotiated by the Division shall be binding upon permanent and temporary members of the Division.

DIVISION LABOR AGREEMENTS

- Sec. 5. Each Division shall have the autonomous right to negotiate and enter into such labor agreements as it sees fit and such documents shall be signed by the Chairman of the Division and the Chapter Manager, and shall be assented to by the permanent and temporary members of that Division. However, no Division shall have the right to contract for the expenditure of any funds of the Chapter until such expenditure has been approved by the Board of Directors.

ARTICLE XVI

ACTIVITIES

- Sec. 1. The activities of this Chapter may be classified under two categories; namely, General Activities and Special Activities.

GENERAL ACTIVITIES

- Sec. 2. General Activities shall include all of the Chapter's general activities and services, including the general administration of the Chapter and promotion of its objects.

SPECIAL ACTIVITIES

- Sec. 3. Special Activities shall include any special activity authorized by the Chapter, the benefits of which accrue only to an identifiable group of the members of the Chapter who are engaged in a particular class of electrical contracting business.

PROPOSAL AND RATIFICATION

- Sec. 4. Any identifiable group of members of the Chapter may propose a Special Activity, defining the scope of the activity and the basis of identification of members of the

Chapter whose business falls within such scope, and shall submit the proposal to the Board of Directors for its recommendation to the Chapter, and, if ratified by the membership of the Chapter, such activity shall be designated as a Special Activity Section.

SCOPE

- Sec. 5. Every member of the Chapter whose business falls within the scope of any Special Activity regularly approved and established by this Chapter shall be registered as a member of the identified group of members sponsoring such Special Activity. Such identified group shall be known as a Special Activity Section, and shall be bound by the provisions of these Bylaws relating to such Special Activity Section.

ADMINISTRATION

- Sec. 6. The identified group of members of this Chapter sponsoring a Special Activity shall elect a committee which shall select its own Chairman and Secretary to administer such Special Activity Sections, subject to such operating rules and instructions as may be given the Committee by vote of the members of the identified group in any meeting of such members.

FINANCING

- Sec. 7. A Special Activity Section shall be financed by appropriations from the General Funds of the Chapter upon approval of the Board of Directors.

BUDGET

- Sec. 8. Upon ratification by the Chapter of any Special Activity Section, the Committee elected to administer the activity by any identified group of members sponsoring such activity shall each year determine the budget for its operation and submit the same in detail to the Board of Directors for approval.

SPECIAL SECTION REPRESENTATION

- Sec. 9. The Chairman of any SPECIAL ACTIVITY SECTION of this Chapter which may be established as provided in this Article shall by virtue of his/her office become a member of the Chapter's Board of Directors and shall serve on the Board in addition to the elected Directors for the term of his/her office as Chairman of the SECTION.

ARTICLE XVII

INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, CHAPTER EMPLOYEES AND NECA APPOINTED TRUSTEES

This Chapter shall, to the maximum extent permitted by law, be required to indemnify all past, present and future directors, officers, employees, chapter managers, NECA appointed committee members, staff members and/or NECA appointed trust committee members against any loss, liability expenses,

judgments, fines, settlement and other amounts actually and reasonably incurred (including without limitation attorneys' fees and costs) in connection with any claim, suit or other proceeding which arises by reason of the fact that any such person is or was an agent of the corporation, or as a result of such individual's activities or participation on any appointed trust or committee and/or in the performance of such other duties as may be authorized or required to the fullest extent permitted under the provisions of Section 7237 and 207(f) of the California Corporations Code. Expenses incurred in defending any such proceeding shall be advanced by the corporation prior to the final disposition of such proceeding to the maximum extent permitted by law. The foregoing indemnity shall apply only if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe that their conduct on behalf of the corporation was unlawful.

ARTICLE XVIII

AMENDMENTS

These Bylaws may be revised or amended by a two-thirds affirmative vote of the members in good standing present at a meeting designated for such action, provided that notice of such proposed action shall have been given to each member in good standing of the Chapter at least five days prior to the date of said meeting.

<u>FIRM</u>	<u>INDIVIDUAL AND TITLE</u>	<u>DATE SIGNED</u>