

**AMENDED AND RESTATED BYLAWS OF
COORDINATING AGENCY FOR
SUPPLIER EVALUATION**



Achievement Through Cooperative Effort

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ARTICLE I

RECITALS AND DEFINITIONS

Section 1. Name of Corporation. The name of this Corporation shall be Coordinating Agency for Supplier Evaluation and the corporation shall be referred to herein as the "Corporation."

Section 2. Corporation Is Nonprofit. This corporation has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law as a mutual benefit corporation.

Section 3. Specific Purpose. The specific and primary purpose of this Corporation shall be to promote the improvement of quality and the reduction of costs in industry for the benefit of the membership of recognized Sections and their respective customers and sources of supplies and services. The Corporation shall be operated for the benefit of only the industries (and their respective customers and suppliers) represented by the Corporation's Sustaining Members, as hereinafter defined. To this end, the Corporation shall perform some or all of the following functions, and such other functions that promote the Corporation's purposes as are approved by the Corporation's Board of Directors from time to time:

(a) Coordinate and establish industry requirements and standards for evaluating supplier quality assurance, control systems, processes and related documentation.

(b) Accumulate, store, organize, and disseminate data in the form of electronic media, reports, periodicals, pamphlets, and other printed matter devoted wholly or mainly to quality assurance oriented information.

(c) Cooperate and participate in the development of new or revised techniques, policies, specifications and other documentation related to quality assurance.

(d) Promote unity, effectiveness of effort and ethical professional conduct among members in pursuit of its purpose.

(e) Provide for conferences and meetings of its members for the exchange of information, ideas and experience related to its purposes.

The Corporation shall not engage in any activities which are inconsistent with, contrary to, or prohibited by law, or release or accept any data, information or materials which are prejudicial in nature. No anti-competitive practice is contemplated or permitted.

ARTICLE II

PRINCIPAL OFFICE

Section 1. Location of Principal Office. The principal office of the Corporation will be located at such place within the United States as the Board may from time to time designate by resolution.

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ARTICLE III

SECTIONS

Section 1. Section Recognition. The membership of the Corporation shall be divided into organizational units, each based on a general industry category, which units shall be referred to as “Sections.” The two Sections in existence as of the date of adoption of these Amended and Restated Bylaws (the “Bylaws”), which are hereby deemed to be fully qualified as Sections of the Corporation, are the Air Carrier Section and the Repair Stations Section. Additional Sections for other industries may be established by any group of Sustaining Members which the Board determines to have satisfied the requirements of Section 2 of this Article.

Section 2. Section Requirements.

(a) Each Section shall have a written manual which details policies and procedures appropriate for conducting its business and which details procedures for compliance with appropriate requirements of the Bylaws.

(b) The manual specified in subparagraph (a) shall include, without limitation, provisions describing policies and procedures in the following areas, conforming to all applicable provisions of these Bylaws and applicable law:

(1) Membership requirements and obligations. Membership requirements shall be limited to reasonable and nondiscriminatory criteria relating to the applicant’s capability to participate, on a volunteer basis.

(2) Selection of the Section Chairman and Vice Chairman, who shall be the Section’s representatives on the Board (see Article VII, Section 2).

(3) Establishment of committees, among which must be an Operations Committee and a Membership Committee.

(4) Duties and responsibilities of committees.

(5) Selection of Committee Chairman.

(6) Operating procedures as required for conducting business.

(c) Each Section shall select two (2) representatives to serve on the Board of Directors, one of which shall be the Section Chairman and the other shall be the Section Vice Chairman. To qualify for these positions managerial experience is preferred to support the operating requirements to conduct Section and Board business.

(d) To qualify as a new Section, a proposed Section must have written commitments to join and participate in the Section from at least three (3) Sustaining Members (including companies committed to becoming Sustaining Members in the event such a Section is approved).

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(e) Voting by Section. Sustaining Members belonging to each Section shall have the right to vote as a Section pursuant to Section 2 of Article VI. The general rules concerning quorum and voting procedures set forth in Articles IV and V shall apply to such votes.

ARTICLE IV

MEMBERSHIP

Section 1. Class of Membership. This corporation shall have one (1) class of membership, namely Sustaining Members. To qualify for membership as a Sustaining Member, an applicant must request and qualify for membership in a Section as set forth in Section 2 of this Article, or must request and qualify for at-large membership as set forth in Section 3 of this Article. Sustaining Members shall be the only statutory members of this Corporation under § 5056 (a) of the California Corporations Code.

Section 2. Sustaining Membership by Application to Section. Except as provided in Section 3 of this Article, Sustaining Membership shall be limited to firms who are members of an industry represented by an existing Section and who meet the membership requirements adopted by that Section. An eligible firm shall become a Sustaining Member upon approval of its membership application by the Section's Membership Committee.

Section 3. Sustaining Membership by Application At-Large.

(a) A business from an industry not associated within an existing Section may apply for membership as a Sustaining Member. In such cases, the Board of Directors may appoint an ad hoc committee from its representatives to review and act upon the application. This committee shall be empowered to either accept or reject the application. If the application is accepted, the applicant shall be a Sustaining Member.

(b) Granting of Sustaining Membership status to such an applicant, or group of such applicants representing an industry, shall constitute the formation of a Section At-Large. A Section At-Large is understood to be a transitory group whose primary purpose is to organize its activities and gain recognition as an operating entity. Upon meeting the requirements of Section 2 of Article III, the Section At-Large may be established as a Section of the Corporation.

Section 4. Rights and Privileges of Sustaining Members. Sustaining Members shall have the voting rights described in these Bylaws, and any other rights granted to statutory members under the California Nonprofit Mutual Benefit Corporation Law. Sustaining Members shall also have the right to receive data from their respective Section related to evaluated sources of supply published in the C.A.S.E. Electronic Data Base and the right to attend all meetings and conferences convened for the purpose for exchanging information and data among the Corporation's members.

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Section 5. Other Persons Associated with the Corporation. The Corporation may refer to other persons or entities associated with it as “Associate Members” even though such persons or entities are not voting members, and no such reference shall constitute anyone a member within the meaning of § 5056 of the California Corporations Code unless that person or entity shall have qualified as a Sustaining Member under Section 2 or 3 of this Article. References in these Bylaws to “members” shall mean members as defined in § 5056 of the California Corporations Code (*i.e.*, Sustaining Members). No person or entity other than those qualified and designated as Sustaining Members shall be a member within the meaning of § 5056 of the California Corporations Code.

Section 6. Membership Representatives. Each Sustaining Member shall appoint one or more representatives to represent the member in business meetings and participate in the work of the Corporation.

Section 7. Resignation. Any member may resign by filing a written resignation with the appropriate Section Chairman, or, if the member is a Sustaining Member by virtue of an application granted pursuant to Section 3 of this Article, with the President. Resignation shall be effective the date the written notice is filed.

Section 8. Termination or Suspension of Membership. A membership shall terminate or be suspended on occurrence of any of the following events. A person whose membership is suspended shall not be a member during the period of suspension.

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) The member’s failure to pay dues, fees, or assessments as set by the Board;
- (d) Any event that renders the member ineligible for membership, failure to satisfy membership qualifications, or failure to comply with these Bylaws or the written Operating Procedures and/or Policies of the member’s Section;
- (e) With respect to members whose membership is by virtue of an application granted pursuant to Section 3 of this Article, a determination by the Board that the Section At-Large to which the member belongs is not likely to lead to the formation of a new Section of the Corporation; or
- (f) Failure to attend two (2) or more consecutive regular (semi-annual) membership meetings.

Section 9. Reinstatement. Membership may be reinstated by written application and approval of the Membership Committee of the applicable Section.

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Section 10. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 11. Certificate of Membership. Each member of this Corporation, upon acceptance in accordance with these Bylaws, shall be entitled to receive a Certificate of Membership to be signed by the Section Membership Committee Chairman. The Certificate of Membership shall entitle the member to participate in the Corporation affairs in accordance with the conditions of these Bylaws. Certificates of Membership shall not constitute Membership Certificates under § 7313 of the California Corporations Code, or any successor provisions.

Section 12. Member Voting Rights. On each matter submitted to a vote of the members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each Sustaining Member shall be entitled to cast one vote.

Section 13. Eligibility to Vote. The persons entitled to vote at any meeting of members shall be those persons who are Sustaining Members in good standing as of the record date determined in accordance with of Article V hereof. In order to be in good standing, a member must be current in the payment of all dues and assessments duly imposed pursuant to Article XII, Section 1 hereof.

Section 14. Manner of Casting Votes.

(a) Voting at a Meeting or by Written Ballot. Voting may be by voice, show of hands, or by ballot, either cast by members in person or by proxy at a meeting, or by written ballot solicited in accordance with § 7513 of the California Corporations Code and Section 16 of this Article IV. The vote on any issue properly before a meeting of the members shall be conducted by secret ballot when determined by the chairman of the meeting, in his or her discretion, or when requested by ten percent (10%) of the voting power present at the meeting.

(b) Proxies Permitted. Members otherwise eligible to vote at a meeting may do so in person or by proxy. Proxy voting shall be further subject to the provisions of Section 15 below.

Section 15. Proxies.

(a) Proxies Generally. Any member entitled to vote may do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the Secretary of the Corporation. No proxy shall be valid for a term in excess of eleven (11) months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three (3) years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by California Corporations Code § 7613. Proxy forms shall be dated to assist in verifying their validity. The dates (which will include the date the proxy becomes valid and the date the proxy becomes invalid) contained on the forms of proxy presumptively determine the order of execution, regardless of the postmarks contained on the envelopes in which they are mailed.

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(b) Effectiveness of Proxies. A proxy shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of the member issuing the proxy before the vote under the proxy is counted, or upon termination of such member's status as such. Subject to the foregoing and the provisions of subparagraph (a), every proxy continues in full force and effect until revoked by the issuing member prior to the vote pursuant thereto by any of the following means:

- (1) Delivery to the Secretary of a written notice revocation;
- (2) A subsequent proxy executed by the member executing the proxy and presented to the meeting; or
- (3) As to any meeting, by attendance at such meeting and voting in person by the member executing the proxy.

(c) Validity of Proxies With Respect to Certain Material Transactions. Any revocable proxy given with respect to any of the following matters shall be valid only if the proxy form sets forth a general description of the nature of the matter to be voted on:

- (1) Removal of Directors without cause;
- (2) Filling of vacancies on the Board;
- (3) Approval of contracts or transactions between the Corporation and one or more of its Directors, or between the Corporation and an entity in which one or more of its Directors has a material financial interest;
- (4) Amendment of the Articles of Incorporation or these Bylaws;
- (5) Sale, lease, exchange, transfer, or other disposition of all or substantially all of the Corporation's assets otherwise than in the regular course of the Corporation's activities;
- (6) The principal terms of a merger of the Corporation or an amendment to an agreement of merger;
- (7) Election to dissolve the Corporation; or
- (8) A plan of distribution of assets other than money to the members when the Corporation is in the process of winding up, when the distribution is not in accordance with the liquidation rights of any class of members.

(d) Solicited Proxies. If the Corporation has 100 or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity, on the proxy form, to specify a choice between approval and disapproval of each matter, or group of related matters, intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy

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is solicited, and shall provide, subject to reasonable conditions, that where a member has specified a choice the vote shall be cast accordingly.

(e) Limited Proxies.

(1) If the form of proxy lists one or more matters to be acted upon and the issuer of the proxy has specified a choice with respect to any such matter (including a preference in voting for candidates for election to the Board), the proxy holder shall be obligated to cast the vote represented by the proxy in accordance with the issuer's designated preference.

(2) Without limiting the foregoing, in any election of Directors any form of proxy in which the Directors to be voted upon are named therein as candidates, and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director. If any proxy issued in connection with the election of Directors is marked so as to direct the proxy holder to vote the proxy for a specified candidate or candidates, the proxy holder shall vote in accordance with the directions of the proxy.

(f) Limitation on Rights to Restrict or Eliminate Proxy Rights. No amendment of the Articles or Bylaws repealing, restricting, or expanding proxy rights may be adopted without approval by the affirmative vote of majority of the voting power of members represented and voting at a duly held meeting at which a quorum is present, or the affirmative vote of a majority of the voting power of members by written ballot as provided in Article IV, Section 16 hereof.

Section 16. Action by Written Ballot without a Meeting.

(a) Written Ballots Generally. Any matter or issue requiring the vote of the members, including the election of Directors, may be submitted to the members for approval by written ballot without the necessity of calling a meeting of members, so long as the requirements for action by written ballot set forth in this Section 16 are satisfied. The determination to seek member approval for Corporation action in this fashion shall be made by a majority vote of the Board or by members possessing five percent (5%) of the total voting power of the membership signing a written request and delivering this request to the President, Vice President, or Secretary.

(b) Content of Written Ballots.

(1) Director Elections. Written ballots used in any election of Directors shall set forth the names of the candidates whose names have been placed in nomination at the time the ballot is issued. The ballot form shall also provide a space where the member can designate a vote for another candidate (a "write-in" candidate).

(2) Other Matters. Any written ballot distributed to the members to vote on any issue other than the election of Directors shall set forth the proposed action and provide an opportunity to specify approval or disapproval of the proposal.

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(3) Time for Return of Written Ballot. All written ballots shall provide a reasonable time within which to return the written ballot to the Corporation and shall state, on the face of the ballot, the date by which the written ballot must be returned in order to be counted. The time fixed for the return of written ballots may only be extended if the Board so notifies the members in the balloting materials originally sent to members and then for no more than two (2) successive periods of thirty (30) days each. Notwithstanding the foregoing, the time fixed for return of ballots in Director elections shall at all times coincide with the date of any meeting called for the election of Directors, unless the meeting is duly adjourned without the conclusion of the election process, in which case the balloting period may be extended to the date the adjourned meeting is reconvened.

(4) Corporation with 100 or More Members. If the Corporation has 100 or more members, any written ballot distributed to ten (10) or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

(c) Requirements for Valid Action. Approval by written ballot shall be valid only when:

(1) The number of votes cast by ballot within the time period specified equals or exceeds the quorum (as specified in Article V, Section 6), that would have been required to be present at a membership meeting if such a meeting had been convened to vote on the proposal; and

(2) The number of approvals equals or exceeds the number of affirmative votes required to approve the action at a membership meeting.

In any election of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

(d) Solicitation Rules Generally.

(1) The Corporation shall distribute one written ballot to every member entitled to vote on the matter. Written ballots shall be solicited in a manner consistent with the requirements of Article V, Section 5, pertaining to the issuance of notice of members’ meetings. The ballot and any related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission to the Corporation, in which case the balloting must comply with the requirements of Article V, Section 1(b) of these Bylaws. All solicitations of written ballots shall:

(i) Indicate the number of responses needed to meet the quorum requirement for said action;

(ii) The time by which the written ballot must be received by the Corporation in order to be counted; and

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(iii) In the case of any written ballot distributed to vote on matters other than the election of Directors, the percentage of affirmative votes necessary to approve the measure submitted for membership approval.

(2) Director Elections. Any solicitation materials accompanying written ballots distributed in Director elections shall advise the members that their ballots may either be returned by mail to the Corporation's designate specified thereon or, if the member attends the meeting in person, be provided to that individual at the meeting.

(e) Notification of Results of Balloting Process. Upon tabulation of the written ballots, the Board shall notify the members of the outcome of the vote within thirty (30) days following the close of the balloting process and tabulation of the ballots. In the case of an election of Directors conducted by written ballot, the Board shall also notify those members present at the meeting of the results of the election immediately upon conclusion of the balloting process. If the number of written ballots cast with respect to any matter is insufficient to constitute a quorum, the Board shall so notify the members.

(f) Prohibition on Revocation. Once cast, a written ballot may not be revoked.

(g) Conduct of Informational Meetings. Use of the written ballot procedures provided herein shall not preclude the Corporation from also conducting informational meetings of the members or from scheduling a membership meeting to coincide with the culmination of the balloting period.

Section 17. Majority Vote of Members Represented at Meeting Required. If a quorum is present, the affirmative vote of the majority of the voting power of members represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation or Bylaws of the Corporation.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Place of Meeting.

(a) Generally. The meetings of the members shall be at such place and at such time as may be designated by the Board in the notice of the meeting.

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Section 2. Annual Meeting. There shall be two meetings of the members per year. There shall be an annual meeting of the members in the spring of each year. The date, time, and location of the meeting shall be set forth in the notice of the meeting sent to the members in accordance with Section 5, below, at a time and place announced not later than February each year.

Section 3. Second Regular Meeting. In addition to the annual meeting, there shall be a regular meeting of the members in the fall of each year on a day and at a time and place determined by the Board, which shall be announced no later than August of each year.

Section 4. Special Meetings.

(a) Persons Entitled to Call Special Meetings. A majority of the Board, the President, or five percent (5%) or more of the members may call special meetings of the members at any time to consider any lawful business of the Corporation. When only business requiring the attention or vote of a Section is proposed, then a special meeting may be called by any of the foregoing, or by twenty percent (20%) of that Section's members, or by the Chairman of that Section.

(b) Procedures for Calling Special Meetings. If a special meeting is called by any person entitled to call a meeting (other than the Board of Directors), the request shall be submitted in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail, facsimile transmission, or other electronic means to the President, Vice President, or Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 5 of this Article V, stating that a meeting will be held, and the date, time, and purpose for such meeting, which date shall be not less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

Section 5. Notice of Members' Meetings.

(a) Generally. All notices of meetings of members (whether regular or special) shall be sent or otherwise given in writing to each member who, on the record date for notice of the meeting (as provided in Section 9 of this Article V) is entitled to vote at the meeting, in accordance with subparagraph (c) of this Section 5, at least ten (10) but not more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and:

(1) In the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or

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(2) In the case of a regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members; but any proper matter may be presented at the meeting for such action so long as a quorum is present. The notice of any meeting at which Directors are to be elected shall include the names of all those individuals who are nominees at the time the notice is given to the members.

(b) Special Notice Rules for Certain Material Transactions. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items (other than by unanimous approval by those entitled to vote) is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board of Directors;
- (3) Amending the Articles of Incorporation of the Corporation or these Bylaws in any manner requiring approval of the members;
- (4) Approving a contract or transaction between the Corporation and one or more of its Directors, or between the Corporation and any entity in which one or more of its Directors has a material financial interest;
- (5) Voting upon any election to voluntarily wind up and dissolve the Corporation; or
- (6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Corporation is in the process of winding up.

(c) Manner of Giving Notice.

(1) The notice shall be given either personally; by electronic transmission by the Corporation; by first-class, registered or certified mail; or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If the Corporation has not been given an address for the member, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to the Corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. Notice shall be deemed to have been given at that time when delivered personally or deposited in the mail or sent by electronic or other means of written communication.

(2) Notice given by electronic transmission by the Corporation means a notice delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that member on record with the Corporation,

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(2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the member of the posting, or (3) other means of electronic communication; providing that (1) such member has provided an unrevoked consent to the use of those means of transmission to conduct a meeting of members, and (2) such means of transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form.

(3) Notwithstanding the foregoing, notice shall not be given by electronic transmission by the Corporation after either of the following:

(i) The Corporation is unable to deliver two (2) consecutive notices to the member by that means; or

(ii) The inability to deliver the notices to the member becomes known to the Secretary or other person responsible for the giving of the notice.

(d) Affidavit of Mailing; Effect Thereof. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Secretary or the assistant secretary of the Corporation, and if so executed, shall be filed and maintained in the minute book of the Corporation. Such affidavit shall constitute prima facie evidence of the giving of notice.

Section 6. Quorum Requirements.

(a) Fifty-one percent (51%) of the voting power of members, represented in person or by proxy, shall constitute a quorum for the transaction of business at a meeting of the members. At a meeting of members of a Section at which a Section vote is to be taken, fifty-one percent (51%) of the Section's members shall constitute a quorum.

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

(c) The quorum rules of subparagraph (a), above, shall also apply to the conduct of written ballot voting pursuant to Article IV, Section 16, above.

Section 7. Adjourned Meeting. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned to another time and/or place by vote of the majority of members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. At the adjourned meeting, the Corporation may transact any action which might have been transacted at the original meeting. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof (or the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which member may participate) are announced at the meeting at which the adjournment is taken. Notwithstanding the foregoing, if after adjournment a

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new record date is fixed for notice or voting, a notice of the rescheduled meeting must be given to each member who on the record date for notice of the meeting is entitled to vote at the meeting.

Section 8. Waiver of Notice or Consent by Absent Members.

(a) Waiver and Consents, Generally. If decisions are made by the members at a meeting where a quorum is present, but for which proper notice was not given to all members for whatever reason, the decisions made at that meeting will be valid if, either before or after the meeting, each member entitled to vote who was not present at the meeting in person or by proxy consents to the meeting by signing:

- (1) A written waiver of notice,
- (2) A consent to holding the meeting, or
- (3) An approval of the minutes.

The waiver of notice need not specify the purpose or general nature of business to be transacted at such meeting unless action is taken or proposed to be taken on matters specified in Section 5 (b) of this Article V, in which case, the waiver of notice must state the general nature of the matter. All such waivers, consents, or approvals shall be filed with the Corporation records or be made part of the minutes of the meeting.

(b) Effect of Attendance at Meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of any matter not included in the notice of the meeting which is required to be described therein pursuant to Section 5 (b) of this Article V, if that objection is expressly made at the meeting.

Section 9. Record Dates for Member Notice, Voting, and Giving Consents.

(a) Record Dates, Generally. For the purpose of determining which members are entitled to receive notice of any meeting, vote, act by written ballot without a meeting, or exercise any rights in respect to any other lawful action, the Board of Directors may fix, in advance, a "Record Date" and only members of record on the date so fixed are entitled to notice, to vote, or to take action by written ballot or otherwise, as the case may be, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Mutual Benefit Corporation Law. The record dates established by the Board pursuant to this section shall:

- (1) In the case of determining those members entitled to notice of a meeting, not be more than ninety (90) nor less than ten (10) days before the date of the meeting;

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(2) In the case of determining those members entitled to vote at a meeting, not be more than sixty (60) days before the date of the meeting;

(3) In the case of determining members entitled to cast written ballots, not be more than sixty (60) days before the date on which the first written ballot is mailed or solicited; and

(4) In the case of determining members entitled to exercise any rights in respect to other lawful action, not be more than sixty (60) days prior to the date of such other action.

(b) Failure of Board to Fix a Record Date.

(1) Record date for Notice of Meetings. Unless fixed by the Board, the record date for determining those members entitled to receive notice of a meeting of members shall be the business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(2) Record Date for Voting. Unless fixed by the Board, the record date for determining those members entitled to vote at a meeting of members shall be the day of the meeting, or in the case of an adjourned meeting, the day of the adjourned meeting.

(3) Record date for Action by Written Ballot Without Meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(4) Record Date for Other Lawful Action. Unless fixed by the Board, the record date for determining those members entitled to exercise any rights in respect to any other lawful action shall be the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of that action, whichever is later.

(c) “Record Date” Means as of Close of Business. For purposes of this Section 9, a person holding membership as of the close of business on the record date shall be deemed a member of record.

ARTICLE VI

MEMBERSHIP RIGHTS

Subject to these Bylaws, the members shall have the following rights:

Section 1. All Members. Approval of the members of the Corporation, voting at large and not in Sections, shall be required before the Corporation may take the following actions:

(a) The disposition of all or substantially all of the assets of the Corporation;

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- (b) Any merger and its principal terms and any amendment of those terms;
- (c) Any election to dissolve the Corporation, except in the circumstances set forth in Section 8610 (b) of the California Corporations Code; and
- (d) Amendments to these Bylaws as provided in Section 1, Article XV hereof.

In addition, members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 2. Members Belonging to a Section. Approval of the members belonging to a particular Section is required for the following actions:

- (a) Election of the Section's Chairman and Vice Chairman, who shall be the Section's two representatives on the Board.
- (b) When call for Section approval is made by either:
 - (1) The Board;
 - (2) The Chairman of the Section; or
 - (3) By petition to the President by twenty (20%) percent of members belonging to the Section with regard to:
 - (i) Adoption of a new Section policies and procedures manual, or adoption of amendments to such manual or
 - (ii) Adoption of new membership criteria for Sustaining Members of a Section.

The general rules concerning quorum and voting procedures set forth in Articles IV and V shall apply to such votes.

Section 3. Dissolution. No part of the revenue of this Corporation shall ever inure to the benefit of any private member or individual and none of the assets or property of this Corporation shall ever be distributed to its members, except that in the event of the dissolution of this Corporation all of its assets and property in excess of its debts and liabilities may be distributed in equal shares to the Corporation's Sustaining Members in good standing.

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ARTICLE VII

BOARD OF DIRECTORS

Section 1. General Corporation Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles and these Bylaws relating to action required to be approved by the members (voting at large or in Sections), the business and affairs of the Corporation shall be vested in and exercised by, the Corporation's Board of Directors. Subject to the limitations expressed in Article X, Section 1, the Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number, Categories, and Qualifications of Directors.

(a) Number. The Board of Directors shall consist of at least three (3) but no more than nine (9) Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be five (5) until changed, within those limits, by a resolution adopted by the Board, subject to the requirement that two (2) Director positions shall be added for every new Section established and two (2) shall be subtracted for each Section dissolved.

(b) Categories and Qualifications. Two (2) Directors shall be elected by the members of each Section from among that Section's members in good standing. These positions shall be known as the Chairman and Vice Chairman of the Section. To qualify for these positions managerial experience is preferred to support the operating requirements to conduct Section and Board business. The other member of the Board shall be the Corporation's President, who shall be elected by the Board from among those persons who served as Directors at any time during the immediately preceding twelve (12) months or, if no such qualified Director is available for service, from among the representatives of the members actively participating in the Corporation's affairs.

Section 3. Term of Office; Term Limits. The term of office of all Directors shall be two (2) years. There shall be no limitation upon the number of consecutive terms to which a Director may be re-elected.

Section 4. Election of Directors. The election of Directors shall take place in alternate years at the annual meeting of the members or by written ballot, or both. If for any reason the annual meeting is not held or the Directors are not elected at any second regular meeting, the Directors may be elected at any special meeting held for that purpose or by written ballot. Each Director, including a Director elected to fill a vacancy or elected at a special meeting of members or by written ballot, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

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Section 5. Nomination of Directors. Any member present at a meeting at which Directors are to be elected, in person or by proxy, may place names in nomination for the Section Chairman or Vice Chairman positions in that member's Section. The Board of Directors may by resolution establish additional nomination procedures.

Section 6. Removal of Directors and Filling Vacancies on the Board of Directors.

(a) Vacancies, Generally. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of any of the following:

- (1) The death, resignation or removal of a Director;
- (2) An increase of the authorized number of Directors; or
- (3) The failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

(b) Resignation of Directors. Any Director may resign, which resignation shall be effective on giving notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

(c) Filling of Vacancies. Except for a vacancy created by the removal of the President by the members, a vacancy in the position of President shall be filled by the Directors. Vacancies in the positions of Section Chairman or Vice Chairman shall be filled by the appropriate Section, conducted at a duly held meeting at which a quorum is present or by written ballot.

(d) Authority of the Board to Remove Directors. The Board of Directors shall have the power and authority to remove a Director and declare his or her office vacant if he or she:

- (1) has been declared of unsound mind by a final order of court;
- (2) has been convicted of a felony;
- (3) if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty under Sections 7230 through 7238 of the California Nonprofit Mutual Benefit Corporation Law (relating to the standards of conduct of Directors);

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(4) fails or ceases to meet any required qualification that was in effect at the beginning of that Director's term of office; or

(5) fails to attend three (3) consecutive meetings of the Board, in which case such Director will be automatically removed from the Board without Board resolution, unless (a) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board (if such leave is granted, the number of Directors will be reduced by one in determining whether a quorum is or is not present, or (b) the Director suffers from an illness or disability that prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subparagraph. The Board by resolution of the majority of Directors must agree before a Director who has missed three (3) consecutive meetings may be reinstated.

(e) Removal of Directors by Members. Except as otherwise provided in the immediately preceding subparagraphs, a Director may only be removed by the vote of the members; provided that any Director elected to office solely by the votes of members of a Section, voting as such, may only be removed from office by the vote of more than fifty percent (50%) of the members of such Section conducted at a duly held meeting or by written ballot.

Section 7. Compensation. Directors, officers, and members of committees shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VIII

BOARD MEETINGS

Section 1. Place of Meetings; Meetings by Telephone or Electronic Communication. Regular and special meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the Board or stated in the notice of the meeting. Notwithstanding the foregoing, a regular or special meeting of the Board may be held at any place consented to in writing by all the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone in which case the following shall apply:

(a) Participation in a meeting through use of conference telephone constitutes presence in person at the meeting as long as all Directors participating in the meeting are able to hear one another.

Section 2. Regular Meetings of Directors. Immediately before or after each annual meeting of members at which new Directors are elected, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Before or after each annual meeting and each regular fall meeting of the members, the Board shall hold a regular meeting. Notice of regular meetings is not required.

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Section 3. Special Meetings of the Board.

(a) Who may call a Special Meeting. Special meetings of the Board of Directors for any purpose may be called at any time by the President or any two (2) Directors.

(b) Notice of Special Meetings.

(1) Manner of Giving. Notice of the time and place of special meetings of the Board shall be given to each Director by: (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director; (iv) facsimile when directed to the facsimile number for that recipient on record with the Corporation; (v) electronic mail when directed to the electronic mail address for that recipient on record with the Corporation; (vi) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof; or (vii) other electronic means. Notice given by facsimile, electronic mail, electronic message board, or other electronic means may be given only to recipients who have provided an unrevoked consent to the use of those means of transmission notices, and may only be used if such means create a record that can be retained, retrieved, and reviewed, and later be transferred into a tangible and legible form.

(2) Time Requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic means shall be delivered, telephoned, or sent at least 48 hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the date, time, and place of the meeting.

Section 4. Attendance by Members. All meetings of the Board shall be open to members of the Corporation; provided, however, that members may only participate in deliberations or discussions of the Board when expressly authorized by a vote of a majority of a quorum of the Board; and provided further that the Board shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss litigation in which the Corporation is or may become a party, personnel matters or business of a similar nature. Prior to adjourning into an executive session, topic(s) to be discussed in such session shall be announced, in general terms, to the members in attendance at the meeting.

Section 5. Quorum Requirements. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7 of this Article VIII. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact

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business, notwithstanding the withdrawal of Directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting held after regular call and notice, if:

- (a) A quorum is present, and
- (b) Either before or after the meeting, each of the Directors not present, individually or collectively, signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

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

Section 7. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which the Corporation is or may become involved and orders of business of a similar nature; provided; however, that adjournment to executive session can only be effected by approval of a majority of a quorum of the Board. The nature of any matter to be considered in executive session must first be announced in open session. If the meeting is adjourned for more than twenty four (24) hours, notice of adjournment to any other time and place shall be given prior to the time of the adjourned meeting to the Directors who are not present at the time of the adjournment. Except as herein above provided, notice of adjournment need not be given.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent of consents shall be filed with the minutes of the proceedings of the Board. For purposes of this Section 8, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law, insofar as it is made applicable to this Corporation pursuant to Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

“Consent in writing” includes consent given through electronic transmissions from and to the Corporation by a means that creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form. A written consent solicited by the Corporation may be delivered to a Director by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that Director on record with the Corporation, (2) posting on an electronic message board or network which the

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Corporation has designated for those communications, together with a separate notice to the recipient of the posting, or (3) other means of electronic communication; providing that such Director has provided an unrevoked consent to the use of those means of transmission for communication by written consent.

A written consent returned by a Director to the Corporation may be delivered by (1) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, which the Corporation has provided from time to time to Directors for sending communications to the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, and which transmission shall be deemed validly delivered upon the posting, or (3) other means of electronic communication; providing that the Corporation has adopted reasonable measures to verify that the sender is the Director purporting to send the transmission.

ARTICLE IX

DUTIES AND POWERS OF THE BOARD

Section 1. Specific Powers. Without prejudice to the general powers of the Board of Directors set forth in Article VII, Section 1, and subject to the limitations described in Section 2 of this Article IX, the Directors shall have the power to:

(a) Exercise all powers vested in the Board under the laws of the State of California.

(b) Appoint and remove all officers of the Corporation and other Corporation employees and prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation, and these Bylaws.

(c) Appoint such agents and employ such other employees, including attorneys and accountants, as it sees fit to assist in the operation of the Corporation, and to fix their duties and to establish their compensation.

(d) Adopt and establish rules and regulations governing the affairs and activities of the Corporation, and take such steps as it deems necessary for the enforcement of such rules and regulations, including the imposition of monetary penalties and/or the suspension of voting rights; provided notice and a hearing are provided as more particularly set forth in Section 7341 of the California Corporations Code.

(e) Enforce all applicable provisions of these Bylaws.

(f) Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.

(g) Pay all taxes and charges which are or would become a lien on any portion of the Corporation's properties.

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(h) Contract for and pay for repair or reconstruction of any portion or portions of the Corporation's properties which have been damaged or destroyed and which are to be repaired or rebuilt.

(i) Delegate its duties and powers hereunder to the officers of the Corporation or to committees established by the Board, subject to the limitations expressed in Section 1 of Article X hereof.

(j) Levy and collect dues and assessments from the members of the Corporation in accordance with Article XII hereof.

(k) Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation and at no greater than annual intervals prepare an annual financial report.

(l) Appoint such other committees as it deems necessary from time to time in connection with the affairs of the Corporation in accordance with Article X hereof.

(m) Open bank accounts and borrow money on behalf of the Corporation and designate the signatories to such bank accounts.

(n) Bring and defend actions on behalf of more than one member of the Corporation to protect the interests of the members or the Corporation, as such, so long as the action is pertinent to the operations of the Corporation, and assess the members for the cost of such litigation.

Section 2. Limitations on Powers.

(a) Conflicts of Interest. No Director of this Corporation nor any other entity in which one or more of this Corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts as to the transaction and such Director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested Director not being entitled to vote thereon; or (ii) the material facts regarding such Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all Board members before consideration by the Board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote of the interested Director.

(b) Loans to Directors or Officers. This Corporation shall not lend any money or property to, or guarantee the obligation of, any Director or officer of the Corporation or of its parent, affiliate, or subsidiary unless (a) the Board decides that the loan or guaranty may reasonably be expected to benefit the Corporation, and (b) before consummating the transaction or any part of it, the loan or guaranty is approved by either the members, without counting the

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vote of the Director or officer, if a member, or the vote of a majority of the Directors then in office, without counting the vote of the Director who is to receive the loan or guaranty.

(c) Without the vote or written assent of a majority of the voting power of the members, the Board of Directors shall not take any of the following action:

(1) Authorize or permit any officer to incur any single expense, other than an expense associated with the Corporation's biannual conferences or with operation of the Corporation's data center, in an amount exceeding twenty five (25%) percent of the amount by which the Corporation's liquid assets exceed its liabilities.

(2) Pay compensation to Directors or officers; provided that the same can be reimbursed for reasonable out of pocket expenses incurred in the discharge of their duties, pursuant to Section 7 of Article VII.

ARTICLE X

COMMITTEES

Section 1. Committees of Directors. The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Such committees of the Board shall have all the authority of the Board with respect to matters within their area of assigned responsibility, except that no committee, regardless of Board resolution, may:

(a) Take any final action on any matter which, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members.

(b) Fill vacancies on the Board of Directors or on any committee which has been delegated any authority of the Board.

(c) Amend or repeal Bylaws or adopt new Bylaws.

(d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

(e) Appoint any other committees of the Board of Directors or the members of those committees.

(f) Expend Corporation funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(g) With respect to any assets held in charitable trust, approve any contract or transaction to which the Corporation is a party and one or more Directors have a material financial interest, or between the Corporation and one or more of its Directors or between the

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Corporation or any person in which one or more of its Directors have a material financial interest, except as provided Section 5233(d)(3) of the Nonprofit Public Benefit Corporation Law.

Section 2. Section Committees.

(a) Operations Committee. There shall be an Operations Committee of each Section, which shall be an advisory committee. The Operations Committee of each Section shall be comprised of the Chairman and Vice Chairman of the Section and the Chairman of each Section Standing Committee. The Operations Committee shall be subject to the direction of the Board and shall be responsible for developing and recommending to the Board the adoption of the Section's policy and procedures manual, standards for evaluating suppliers and vendors, procedures for the collection and dissemination of vendor and audit data, procedures for the selection of Standing Committee Chairmen, and membership criteria. The Operations Committee shall also manage the supplier evaluation and audit coordinating functions of the Section and shall coordinate and supervise the activities of the Section Standing Committees.

(b) Standing Committees. There shall be Standing Committees of each Section which shall include:

(1) A Membership Committee, which shall develop criteria for membership and consider membership applications, and;

(2) Such other committees as may be established by the Chairman of the Section, such as, by way of example only,

- (i) An Audit and Compliance Committee,
- (ii) A Training Committee
- (iii) A Standards and Procedures Committee
- (iv) A Database Committee
- (v) A Newsletter Committee, and
- (vi) A Fuel Committee.

Section 3. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors; except that the time for regular meetings of each committee and the calling of special meetings of such committee may be set either by Board resolution or by resolution of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meeting of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporate records. The Board of

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Directors may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

Section 4. Advisory Committees. The Board may establish other particular committees, standing or ad hoc. Any committee with non-Director members is not a “committee of the Board” and should be clearly labeled an “advisory committee.”

ARTICLE XI

OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, a Secretary, and a Chief Financial Officer, who may be referred to herein as the “Treasurer.” The Corporation may also have, at the discretion of the Board, 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 following. Any number of offices may be held by the same person. The President shall also be a Director of the Corporation. The other officers shall not be Directors; provided, however, that all officers shall have the right to attend meetings of the Board and to participate in deliberations or discussions of the Board at such meetings.

Section 2. Election of Officers. The officers of the Corporation and such officers as may be appointed in accordance with the provisions of Section 3 following shall be chosen biannually by majority vote of the Board at its first regular meeting following the annual meeting of the members at which Directors are elected, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

Section 3. Subordinate Officers. The Board may appoint, and may empower the President to appoint, such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws and as the Board may from time to time determine.

Section 4. Removal of Officers. Without prejudice to the rights of any officer under a contract of employment, any officer may be removed, either with or without cause, by the Board by a vote of at least two thirds (2/3) of the voting Directors in office, at any regular or special meeting.

Section 5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary. 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. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

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Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 7. President. The President shall be elected by the Board from among those persons who served as Directors at any time during the immediately preceding twelve (12) months or, if no such qualified Director is available for service, from among the representatives of the members actively participating in the Corporation's affairs. The term of the Office of President shall be two years. He or she shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs and officers of the Corporation. He or she shall preside at all meetings of the Board, and shall have the general power and duties of management usually vested in the office of President of a Corporation, together with such other powers and duties as may be prescribed by the Board or the Bylaws.

Section 8. Vice President. The Vice President shall be elected by the Board from among the current, active representatives of the members and shall be from a Section other than the Section of which the President is a member. If the Corporation has more than two Sections, then the Vice President shall be elected in accordance with procedures adopted by the Board. In the absence or disability of the President, the Vice President 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, except that the Vice President shall not be a Director of the Corporation unless he or she shall be formally elected to a Director position by the Board or the members. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.

Section 9. Secretary. The Secretary shall be elected by the Board from among the current, active representatives of the members. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings of Directors and members, with the time and place of holding same, whether regular or special and if special, how authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present in person or by proxy at members' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, appropriate current records showing the names and mailing addresses of the members of the Corporation. He or she shall give, or cause to be given, notice of all meetings of the members, the Board, and of committees of the Board that these Bylaws require to be given, and he or she shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

Section 10. Chief Financial Officer. The Chief Financial Officer shall be elected by the Board, from among the current, active representatives of the members. To qualify for this position, managerial finance and accounting experience is necessary to meet business requirements. The Chief Financial Officer, who shall be known as the Treasurer, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in

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financial statements. The books and records shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. He or she shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and Directors whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such powers and perform such other duties as may be prescribed by the Board or the Bylaws. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

Section 11. General Manager. The Board may appoint a General Manager, who shall report to the President. The General Manager shall primarily be a liaison between the Data Center and the Board and shall be responsible for the execution of orders of the Board and the management of such central office functions as the Board may establish.

ARTICLE XII

DUES, ASSESSMENTS, AND FINANCES

Section 1. Description of Dues and Assessments to Which Members are Subject. All members of the Corporation shall be obligated to pay annual dues in amounts determined from time to time by the Board, which dues shall be uniform as among Sustaining Members. In addition, all Sustaining Members shall be required to pay assessments, the amount and purpose of which must be approved by a vote of the majority of the members in advance.

Section 2. Checks. All checks or demands for money and notes of the Corporation shall be signed by the President or Treasurer, or by such other officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Operating Account. There shall be established and maintained a cash deposit account to be known as the "Operating Account" into which shall be deposited the operating portion of all assessments as fixed and determined for all members. Disbursements from such account shall be for the general need of the operation including, but not limited to, wages, repairs, betterment, maintenance, and other operating expenses of the properties.

Section 4. Other Accounts. The Board shall maintain any other accounts is shall deem necessary to carry out its purpose.

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ARTICLE XIII

C.A.S.E. REGISTER AND DATA CENTER

Section 1. Publication of Electronic Release of Data. The Board may contract with a qualified firm to publish and release the electronic and computerized data collected via the C.A.S.E. Data Center

Section 2. Contributions of Members. The Corporation shall have the right to request and receive from each member non-prejudicial supplier data and to solicit participation by members in related activities which further the purposes of the Corporation.

Section 3. Member Conduct/Revision. Members of the Corporation supplying information to the C.A.S.E. Register shall not engage in any activities which are inconsistent with, contrary to, or prohibited by law, or release or accept data, information or materials which are prejudicial to any firm. No anti-competitive practices are contemplated or permitted. The Register of suppliers will be revised at regular intervals.

Section 4. Data Center.

(a) The Corporation shall maintain an operation known as the "C.A.S.E. Data Center," the management of which may be delegated by the Board, subject to the ultimate authority of the Board, by contract to a qualified firm/individual. The C.A.S.E. Data Center is charged with maintaining the Corporation's electronic database and computer system for the collecting, collating, publishing, and distributing of supplier information in conformity with these Bylaws.

(b) The Center Manager shall provide adequate resources (manpower, office space, furniture, equipment, etc.) for the discharge of its obligations.

(c) The Center Manager shall keep detailed records of operating expenses and shall provide a report and invoice charges to the Treasurer monthly.

(d) Specific responsibilities of the Center Manager shall include, but are not limited to:

(1) Maintaining files of original data transmissions for a period of three (3) years.

(2) Monitoring and arranging for the repair of all equipment utilized in the discharge of C.A.S.E. duties.

(3) Arranging for access and distribution of electronic database as required.

(4) Maintaining records of expenditures as required by the contract.

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ARTICLE XIV

RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Corporation shall keep: (a) adequate and correct books and records of accounts; (b) written minutes of the proceedings of its members, the Board, and Board committees; and (c) a record of each member's name, address, and class of membership. The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 2. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 3. Inspection of Books and Records.

(a) Inspection by Members. All accounting books and records, minutes of proceedings of the members, the Board, and committees of the Board, and records containing the members' names, addresses, and voting rights shall at all times, during reasonable business hours, be subject to the inspection of any member or his or her duly appointed representative at the offices of the Corporation for any purpose reasonably related to the member's interest as such. Member's rights of inspection hereunder shall be exercisable on ten (10) days' written demand on the Corporation (except that rights to inspect and copy records of members' names, addresses, and voting rights shall be exercisable on five (5) days' prior written demand), which demand shall state the purpose for which the inspection rights are requested. Inspection rights shall be subject to the Corporation's right to offer a reasonable alternative to inspection within ten (10) days after receiving the member's written demand (as more particularly set forth in Section 8330 and following of the California Nonprofit Mutual Benefit Corporation Law).

(b) Rules Regarding Exercise of Inspection Rights. The Board of Directors may establish reasonable rules with respect to:

- (1) Notice of inspection,
 - (2) Hours and days of the week when inspection may be made, and
 - (3) Payment of the cost of reproducing copies of documents requested
- by the member.

(c) Inspection by Directors. Every Director shall have an absolute right at any reasonable time to inspect all books, records, documents, and minutes of the Corporation and the

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physical properties owned by the Corporation. The right of inspection by a Director includes the right to make extracts and copies of documents.

Section 4. Public Inspection. The Corporation shall make available for public inspection its annual return of an exempt organization (IRS Form 990), its application for tax-exempt status (IRS Form 1024) and supporting papers, and its determination letter from the Internal Revenue Service acknowledging exempt status, and otherwise comply with the law regarding inspection and copying of such documents.

Section 5. Financial Statements; Annual Report. The following financial statements and related information for the Corporation shall be regularly prepared:

(a) The Board shall cause a true statement of the operations and properties of the Corporation for the preceding years to be made and distributed to each member at each annual membership meeting.

(b) Within one hundred twenty (120) days after the close of the fiscal year, a year end report consisting of at least the following shall be prepared:

- (1) A balance sheet as of the end of the fiscal year;
- (2) An operating (income) statement for the fiscal year;
- (3) A statement of changes in financial position for the fiscal year;
- (4) A statement advising members of the place where the names and addresses of the current members are located; and
- (5) Any information required by Section 6 of this Article.

The year end report shall be prepared by an independent accountant or, if the annual report is not prepared by an independent accountant, it shall be accompanied by the certificate of an authorized officer of the Corporation that the statement was prepared without an audit from the books and records of the Corporation.

The Corporation shall notify each member yearly of the member's right to receive the financial report described in this subparagraph (b). Except as provided in the next paragraph, upon written request of a member, the Board shall promptly cause the most recent year end report to be sent to the requesting member.

This subparagraph (b) shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

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Section 6. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to members, or as a separate document if no annual report is issued, the Corporation shall annually furnish to its members and Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Unless approved by members under Section 7233(a) of the California Nonprofit Mutual Benefit Corporation Law, any transaction (i) to which the Corporation, its parent or its subsidiary was a party, (ii) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

- (1) Any Director or officer of the Corporation, its parent, or its subsidiary;
- (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Article IX, Section 2(b) or Article XV, Section 3 of these Bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Nonprofit Corporation Law, or the loan or guaranty is not subject to Section 7235(a) of the California Nonprofit Mutual Benefit Corporation Law.

Section 7. Electronic Transmission. The annual report required by Section 5 of this Article and the annual statement required by Section 6 of this Article may be sent by (a) facsimile transmission or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (b) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, or (c) other means of electronic communication; as long as (a) the recipient has provided an unrevoked consent to the use of those means of transmission for communication, and (b) such transmission creates a record that can be retained, retrieved, and reviewed, and that may later be transferred into a tangible and legible form.

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Section 8. Biennial Statement of General Information. As and when required by Section 8210 of the California Nonprofit Mutual Benefit Corporation Law, the Corporation shall file with the Secretary of State of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence address of all incumbent Directors, the names and complete business or residence addresses of the Chief Executive Officer, Secretary, and Chief Financial Officer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

Section 9. Corporate Seal. The Corporation may have a seal in circular form having within its circumference the words "Coordinating Agency for Supplier Evaluation, Incorporated March 30, 1992, State of California."

ARTICLE XV

**AMENDMENT; CONSTRUCTION AND DEFINITIONS; INDEMNIFICATION;
INSURANCE**

Section 1. Amendment or Repeal of Bylaws. Except as otherwise expressly provided herein, these Bylaws may only be amended or repealed, and new Bylaws adopted, by the affirmative vote or written ballot of a majority of a quorum of the members; provided that if any provision of these Bylaws requires the vote of a larger proportion or all of the members, such provisions may not be altered, amended, or repealed except by such greater vote, unless otherwise specifically provided herein.

Section 2. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and the singular number includes the plural and the plural number includes the singular.

Section 3. Indemnification of Corporate Agents. Any person who was or is a Director or officer of the Corporation shall be, and any person who was or is an employee or other agent of the Corporation may be, indemnified by the Corporation for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the officer's, Director's, or agent's service to or on behalf of the Corporation to the full extent permitted by California Corporations Code Section 7237.

Section 4. Insurance Relating to Liability Protection for Directors and Officers. The Corporation shall maintain a policy of general liability insurance in the amount of at least \$1,000,000 in order to afford its Directors and officers the liability limitations of Corporations Code Section 5047.5 or any successor provision thereto. The Corporation may maintain Directors' and Officers' liability insurance coverage as practicable.

**AMENDED AND RESTATED BYLAWS OF
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CERTIFICATE OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, Secretary of the Corporation known as Coordinating Agency for Supplier Evaluation, does hereby certify that the above and foregoing Bylaws consisting of 34 pages, were duly adopted by the members of said Corporation on the __ day of _____, 2008, and that they now constitute said Bylaws.

By: _____
Secretary

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