

**AMENDED AND RESTATED BY-LAWS**  
**OF THE**  
**CALIFORNIA COUNCIL FOR INTERNATIONAL TRADE**  
**A California non-profit public-benefit corporation**

**ARTICLE I.**  
**NAME, OFFICES AND PURPOSE**

Section 1. The name of this corporation is “California Council for International Trade”, and its official name acronym is “CCIT”. The principal office of CCIT shall be in the City and County of San Francisco, State of California. The Board of Directors is hereby granted full power and authority to change the principal office of CCIT from one location to another within the State of California.

Section 2. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where CCIT is qualified to act.

Section 3. The purposes of CCIT are as set out in its Articles of Incorporation.

**ARTICLE II.**  
**MEMBERSHIP**

Section 1. Memberships in CCIT shall be classified as follows:

- (a) Corporation or firm membership
- (b) Individual membership.
- (c) Organization or association membership.
- (d) Associate membership.

Sub-classifications of memberships within the foregoing classifications may be established from time to time by the Board of Directors to specify the number of participating members,

membership dues, voting rights, and other rights and duties of such subclasses of members. Except as so established or as specifically provided in these by-laws, there shall be no differences in the rights, preferences or privileges of members of any class.

Section 2. All applications for membership in CCIT shall be filed with the Secretary which shall present the applications to the Board of Directors for decision by the Board or the Board's delegee.

Section 3. The membership of CCIT shall be open to any corporation, firm, individual, organization or association which is interested in the purposes of CCIT as stated in the Articles of Incorporation of CCIT, and which shall have been approved under Section 2 of Article II of these by-laws, and which shall have paid all dues owing to CCIT.

Section 4. Associate members are those corporations or individuals whose membership in an international trade-related organization partnering with CCIT for purposes of this section qualifies them for such Associate membership. Associate membership shall derive solely from the Associate member's affiliation with the participating organization and confers no privileges or rights beyond such affiliation, as determined by the Board of Directors.

### **ARTICLE III.** **DUES, PARTICIPATING MEMBERS, AND VOTES**

Section 1. The dues paid for each membership year by the respective classes and any sub-classes of membership in CCIT shall be established, and may be changed from time to time, by the Board of Directors.

Section 2. Each corporation, firm, association or organization member of CCIT shall be entitled to designate the number of its employees or representatives determined by its

membership classification or sub-classification as participating members of CCIT. The names and addresses of such employees shall be forwarded to CCIT and shall be included on its membership rolls. Each member and each participating member of CCIT shall be entitled to one (1) vote at all regular or special meetings of CCIT. A single participating member of a member entitled to more than one participating member may be authorized to cast the votes of up to all of that member's participating members.

Section 3. Any member, whether individual or corporate, in arrears in the payment of dues for three (3) months may, upon 15 days written notice, be dropped from the membership rolls for non-payment of said dues. Any such member may, however, be reinstated with the approval of the Board of Directors.

Section 4. The Board of Directors may waive any dues requirement of a member and said member shall be admitted to membership without being required to pay the minimum dues prescribed above.

Section 5. The membership year for each membership specified in Section 1 above shall begin on January 1 and end on December 31 of each year. The Board of Directors may pro-rate dues for new members.

Section 6. Associate members shall not be assessed dues and shall not be entitled to vote at regular or special meetings of CCIT. The Board of Directors may determine the level of other rights, preferences, privileges and benefits available to Associate members.

**ARTICLE IV.**  
**RESIGNATION OF MEMBERS**

Members may resign from CCIT by filing with the Secretary a written notice of resignation.

**ARTICLE V.**  
**MEETINGS OF THE MEMBERS**

Section 1. An annual meeting of the members of CCIT shall be held on the third Thursday of January each year unless otherwise scheduled by resolution of the Board of Directors. The time and place of such meeting and the record date with respect to it shall be designated by the President. The Secretary shall give at least 21 calendar days notice thereof to each member in good standing, such notice to include all significant items to be presented for the approval of the members.

Section 2. Special meetings of the members of CCIT may be called at any time by the Board of Directors, the President, or any Chairperson, and shall be called by the Secretary upon the written request of 5% or more members of CCIT entitled to vote. At least 21 calendar days prior notice of any special meeting shall be given to members, such notice to include all significant items to be presented for the approval of the members.

Section 3. At any meeting of the members, 5% (five percent) of the voting members in good standing entitled to vote and attending shall constitute a quorum so long as notice of such meeting included all significant items to be presented for the approval of the members and otherwise conformed to the low-quorum requirements of these by-laws and of Sections 5511-12 of the California Corporations Code as amended from time to time. Proxies may be solicited and used in connection with any meeting of members in accordance with applicable law.

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

Section 1. Except as otherwise provided by the Articles of Incorporation and by these by-laws, the administration of CCIT shall be vested in a Board of Directors, of variable number, the minimum of which shall be 10 directors and the maximum of which shall be 50 directors, with the exact number of directors to be established from time to time by resolution of the Board of Directors. All directors shall serve without compensation.

In addition to the foregoing directors, the Board of Directors may appoint one or more former directors as a Director Emeritus with the privilege of attending all meetings of the Board of Directors and, if so authorized specifically by vote of the membership, shall have the right to vote on all matters brought before the Board of Directors.

The Board of Directors may also appoint an Advisory Board consisting of members or non-members of CCIT. Such Advisory Board shall have the duties and other attributes provided for it in the Board of Directors' resolution creating such Advisory Board.

Section 2. The members of the Board of Directors of CCIT shall be elected by the members of CCIT. The directors shall be elected at each annual meeting of members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of members noticed and held for that purpose. The directors may also be elected by proxy or written ballot solicited in advance of the annual meeting in accordance with applicable law. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three classes, each consisting as nearly as possible of one-third of the whole number of the Board of Directors, and all directors of CCIT shall hold office for terms of 3 years and until their successors are elected and qualified.

Section 3. Members of the Board of Directors shall be elected by the members as follows:

The President shall appoint a Nominating Committee of three or more members, at least one of whom shall be a director, whose duty it shall be to examine the rolls and place the names of members in good standing in nomination for the Board of Directors. The number of names placed in nomination by such committee shall not be fewer than the number of vacancies to be filled. The occupations of the nominees shall be representative generally of the membership of CCIT. The names of the nominees may be placed upon ballots, indicating the business affiliations of the candidates, and a copy sent prior to the annual meeting to each member in good standing entitled to vote, together with an addressed envelope for return. The ballots shall bear all necessary data respecting the election as may be determined by the Nominating Committee. The written ballots shall provide as to each nominee a space for the member to indicate a vote for or against the nominee, or to indicate a desire to withhold a vote as to that nominee. The candidates receiving the greatest number of votes shall be announced as soon as practical after the annual meeting of the members, or, if elected by written ballot before the annual meeting, that election shall be announced at the annual meeting and they shall be declared to be elected as members of the Board, their term of office becoming effective immediately.

Section 4. If a vacancy occurs in the Board of Directors, it shall be filled by a majority vote of the Board of Directors present at a special meeting called for that purpose, or at any regular meeting of the Board of Directors.

Section 5. After its election, the Board of Directors shall organize and elect officers of CCIT for the ensuing year. At such organizational meeting, the newly elected directors shall

be entitled to vote for officers, and the directors whose terms are expiring shall not be entitled to vote.

Section 6. The Board of Directors is responsible for the operation of CCIT and everything incidental thereto, including approving programs of action recommended by the council membership and/or the duly appointed committees.

**ARTICLE VII.**  
**MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. A regular meeting of the Board of Directors shall be held not less often than three times each calendar year on such day, and hour, and at such place, as the President shall determine. Such meetings may include the telephone participation of directors.

Section 2. Meetings of the Board of Directors may be called upon not less than 3 calendar days notice by the President or the Secretary and shall be called by the President or the Secretary upon the demand of three or more members of the Board of Directors. Notice may be waived before or after any meeting, and action may be taken by unanimous written consent.

Section 3. One-fifth (20%) of the members of the Board of Directors of CCIT present at a meeting shall constitute a quorum for the transaction of business.

Section 4. The Board of Directors may establish an Executive Committee and other committees of the Board and may delegate duties to them to the full extent allowed by law. All voting members of such committees must be directors of CCIT. The meetings of any committee may be by telephone. The Board of Directors may appoint additional committees of the Board of Directors from time to time which shall perform such duties as the Board of Directors may designate. Three calendar days notice shall be given prior to any committee meeting, and the

quorum of such committees shall be three members of the Board of Directors irrespective of the number of members of such committee.

### **ARTICLE VIII. OFFICERS**

The elected officers of CCIT shall be a President, Secretary, a Treasurer, and one or more Chairpersons, Co-Chairpersons or Vice Chairpersons. If the Board of Directors elects more than one Chairperson, the Board shall from time to time designate which Chairperson shall carry out the rights and duties entrusted by these bylaws and by applicable law to the Chairperson (the "Designated Chairperson"). The officers may also include an Executive Vice President, one or more Vice Presidents, one or more Regional Vice Presidents, and Executive Director, and an Honorary Counsel, all of whom shall be elected by, and shall serve at the pleasure of, the Board of Directors (subject to the term of service and other rights of the President or the Executive Director under any employment contact), for terms of 2 years, commencing upon their election and until their respective successors are elected and qualified. Any officer may be re-elected to successive 2-year terms. Any officer may at the discretion of the Board fill more than one office. The elected officers shall perform such duties as may be assigned to them by the resolution of the Board of Directors appointing them, in addition to those duties specifically provided for by law and in these by-laws and shall, except as may be otherwise provided by Section 5 of Article IX of these by-laws, serve without compensation.

### **ARTICLE IX. OFFICERS AND DUTIES**

Section 1. The Designated Chairperson shall preside at all meetings of the members and of the Board of Directors of CCIT. All Chairpersons shall be members ex-officio of all regular and special committees of the Board and shall perform such other duties as are customary



to this office. Except for committees of the Board of Directors provided for in Section 4 of Article VII of these by-laws, the Designated Chairperson shall also appoint such committees and committee chairs as the Designated Chairperson shall deem necessary or proper for the conduct of the business of CCIT.

Section 2. The President shall be the chief executive officer of CCIT and shall perform such other duties as may be assigned by the Board of Directors or contained in any employment agreement. The President shall also be a member ex officio of all regular and special committees of the Board.

Section 3. The Executive Vice President shall perform the duties of the President in the event of his temporary disability or absence and the other Vice Presidents shall perform such other duties as may be assigned to them by the Board of Directors.

Section 4. The Treasurer shall make a written report to the directors at the annual meeting, at the first meeting of the Board of Directors following the completion of CCIT's annual financial statements, and as otherwise directed by the President, of such finances. An annual audit may be made by competent authority, upon approval by the Board of Directors.

Section 5. The Board may compensate the President and/or the Executive Director for actual full-time or part-time services rendered. The Executive Director shall assist the Secretary, and may in that connection give notice of meetings, keep minutes of such meetings and have charge of the membership records of CCIT.

Section 6. A vacancy in any office because of death, resignation or other causes, shall be filled by the vote of the Board of Directors.

**ARTICLE X.**  
**COMMITTEES OF THE MEMBERSHIP**

The committees of the membership may be appointed from time to time by the President and perform such duties as the President may designate. Such committees may include officers and directors of CCIT.

**ARTICLE XI.**  
**MINUTE BOOK**

The Secretary or the Executive Director, if an Executive Director is appointed and also appointed as Assistant Secretary, shall keep, or cause to be kept, a book of minutes, at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof, the names of those present at directors' meetings and members' meetings, and the proceedings thereof. The Secretary or Executive Director shall keep the membership list of CCIT. The Secretary or Executive Director shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the by-laws or by law to be given, and he shall keep the seal of CCIT in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the by-laws.

**ARTICLE XII.**  
**MISCELLANEOUS**

Section 1. All checks, drafts or other orders for payment of money, notes, or other evidence or indebtedness, issued in the name of, or payable to CCIT, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. The Board of Directors, except as in the by-laws otherwise provided, may

authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of CCIT, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind CCIT by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 3. CCIT shall keep in its principal office for the transaction of business the original, or a copy, of these by-laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 4. The by-laws of CCIT shall be subject to alteration or repeal and new by-laws may be made and adopted by vote of members at a meeting of members duly called in accordance with these by-laws or (other than a by-law or amendment thereof changing the authorized number or range of directors or materially and adversely affecting the members' rights) by the Board of Directors at a meeting duly noticed and called in accordance with these by-laws.

Section 5. CCIT may conduct, sponsor, co-sponsor or otherwise support seminars and other programs on various aspects of international trade, and the officers are authorized with the consent of the Board of Directors, to initiate and conduct such seminars.

### **ARTICLE XIII.** **CONSTRUCTION OF BY-LAWS**

On all questions as to the construction and meaning of the by-laws, the Chairperson of the meeting at which the question arises shall decide. If such decision is not accepted, the

decision of the Board of Directors shall be final, unless rescinded by two-thirds vote of the members present at a regular meeting or at a special meeting called for that purpose.

**ARTICLE XIV.**  
**ORDER OF BUSINESS**

The order of business for annual, regular or special meetings shall be determined by rules prepared by the Board of Directors. The current edition of Robert's Rules of Order shall govern proceedings at all meetings not otherwise provided for in these by-laws or by the rules of the Board of Directors.

I, the undersigned, the duly elected and acting Secretary of THE CALIFORNIA COUNCIL FOR INTERNATIONAL TRADE, a California non-profit public benefit corporation, do hereby certify:

That the within and foregoing Amended and Restated By-Laws were adopted as the By-Laws of said corporation on \_\_\_\_\_, 2001, and that the same do constitute the By-Laws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_ day of \_\_\_\_\_, 2001.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Corporate Secretary