

**BYLAWS
OF THE
WORK PRESERVATION FUND, INC.
AMENDED APRIL 30, 2015**

ARTICLE I

PRINCIPAL OFFICE

The principal office of the Corporation in the State of California shall be located in the City of Livermore, County of Alameda. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

PURPOSE

The purposes stated in the Article of Incorporation shall be achieved through the present establishment of the Work Preservation Fund, Inc. as a Labor-Management Cooperation Committee under the authority of the Labor-Management Cooperation Act of 1978, 29 U.S.C. Section 175(a) and 29 U.S.C. Section 186(c)(9). The permissible purposes of this Committee are established by these statutes and include:

- a. To improve communication between representatives of labor and management, and engender cooperative and harmonious relations between labor and management in the California painting, drywall, glazing, floor covering and allied industries;
- b. To provide workers and employers with opportunities to study and explore new and innovative joint approaches to achieving organizational effectiveness;
- c. To assist workers and employers in solving problems of mutual concern not susceptible to resolution within the collective bargaining process;
- d. To study and explore ways of eliminating potential problems which reduce the competitiveness and inhibit the economic development of the plant, area or industry;

- e. To enhance the involvement of workers in making decisions that affects their working lives;
- f. To expand and improve working relationships between workers and managers;
- g. To encourage free collective bargaining by establishing continuing mechanisms for communication between employers and their employees through federal assistance to the formation and operation of labor-management committees;
- h. To foster improvements in occupational safety and health and other working conditions in the California painting, drywall, glazing, floorcovering and allied industries; and
- i. To engage in any other lawful activities incidental or related to the accomplishment of these purposes.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. The Directors shall be residents of the State of California. The Directors shall be elected by a majority vote of the Board of Directors of the Work Preservation Fund, Inc.

Section 2. **Number, Tenure and Qualifications.** The number of Directors shall be no more than twelve (12) and shall consist of an equal number of labor and management representatives. The Board of Directors shall be comprised of no more than six (6) representatives from labor and no more than six (6) representatives from management. Each Director shall hold office for a term of one (1) year.

Section 3. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw at such time and place as shall be designated by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of California, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. **Special Meetings.** Special meetings of the Board of Directors may be called at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state, as the place for holding any special meeting of the Board called by them.

Section 5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or email to each Director at the address shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when an email delivery receipt is received. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. **Vacancies.** Any vacancy occurring in the Board of Directors by death, resignation or any disability shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meetings of the Board, but

nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE IV

OFFICERS

Section 1. **Officers.** The officers of the Corporation shall be a President, a Vice President and a Secretary-Treasurer.

Section 2. **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office continuously until his/her successor shall have been duly elected and shall have qualified.

Section 3. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. If a Director misses three (3) consecutive Board meeting without a valid excuse, the Director may be removed at the discretion of the Board by a majority vote.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign with the Secretary-Treasurer or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of

Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. If required by the Board of Directors, the Secretary-Treasurer, acting in his/her capacity as Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks trust companies, or other depositories as shall be selected in accordance with provisions of Article VI of these Bylaws. The Secretary-Treasurer shall also generally perform all the duties incident to the office of Secretary and Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

In the absence of the Vice President or in the event of his/her inability or refusal to act, the Secretary-Treasurer shall perform the duties of the Vice President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Vice President. The Secretary-Treasurer shall perform such other duties as from time to time may be assigned to him/her by the President, Vice President.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officer so authorized by the Bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Such general or specific authority may be granted only by resolution of the Board of Directors adopted by a majority of the Board.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer and countersigned from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The books and records of the Corporation shall be audited annually and a copy of the audit report furnished to the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VIII

SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of the "Work Preservation Fund, Inc."

ARTICLE IX

BOND

The Board of Directors shall give bond for the faithful performance of their duties in such amount as is reasonable. The Board of Directors will, as their standard of reasonableness, procure a bond in the sum equal to ten percent of the funds handled by the Corporation during the preceding year, but in no event to exceed \$500,000.

ARTICLE X

AMENDMENTS TO BYLAWS

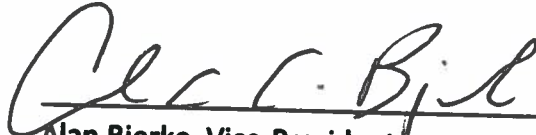
These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors in the following manner: A resolution shall be submitted in writing to alter, amend or repeal these Bylaws or to adopt new Bylaws at any regular meeting. A vote on the resolution shall be taken at the next, or subsequent, regular Board meeting.

Know all men/women by these presents: That we, the undersigned, being all of the members of the Board of Directors of this Corporation, hereby assent to the foregoing Bylaws and adopt them as the Bylaws of this Corporation.

Pursuant to the provision of Article XI, the Board of Directors has adopted the foregoing Bylaws this twenty-second day of January, 2015.



Chris Christophersen, President



Alan Bjerke, Vice-President



Jeannie Simpelo, Secretary-Treasurer



Steve Caster, Board Member



Chris Harris, Board Member



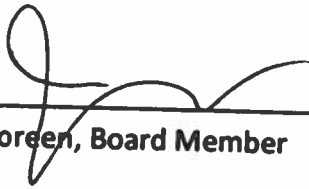
Tom Heinzelman, Board Member



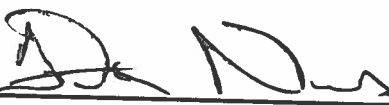
James Hewett, Board Member



Vince Echeverria, Board Member



Jim Koreen, Board Member



Frank Nunes, Board Member



John Sherak, Board Member



Mike West, Board Member