

BYLAWS OF
PACIFIC COAST COUNCIL OF CUSTOMS
BROKERS AND FREIGHT FORWARDERS ASSOCIATIONS, INC.
A California Nonprofit Mutual Benefit Corporation
Revised July 24, 2004

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Section 2.01 The membership of the Corporation shall not be limited as to number, but may include only, and shall be restricted to, associations of firms and individuals regularly and primarily engaged in business as licensed customhouse brokers and/or licensed international freight forwarders in the Western states, to include California, Oregon, Washington, Hawaii, and Alaska ("Members"). Each Member will be considered to be a separate class of Members when convenient or helpful in complying with the California Nonprofit Mutual. In all matters coming before the Corporation, each Member will have only one vote, to be exercised by a Director as set forth in Section 2.03 below.

Classification and Qualification of Members

ARTICLE II
MEMBERS

Section 1.04. The objectives and purposes of this Corporation shall be as set forth in its Articles of Incorporation.

Purpose

Section 1.03. The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Change of Address

Section 1.02. The principal office of the Corporation for the transaction of its business is located in the City and County of San Francisco, California.

Principal Office

Section 1.01. As provided by the Articles of Incorporation, the name of this organization shall be PACIFIC COAST COUNCIL OF CUSTOMS BROKERS AND FREIGHT FORWARDERS ASSOCIATIONS ("Corporation").

Name

ARTICLE I
NAME, LOCATION, AND PURPOSE

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BROKERS AND FREIGHT FORWARDERS ASSOCIATIONS, INC.
A California Nonprofit Mutual Benefit Corporation

Section 2.02. Associations, as described in Section 2.01 above, may become Members by making a written application, on such terms as determined by the Board from time to time, and by receiving the affirmative vote of two-thirds of the Directors.

Admission for Membership

Section 2.03. Each Member shall be represented at Corporation meetings by a Director, who shall be accredited to carry out the duties of membership on its behalf. No Member may vote except by such Director, unless a Member designates an individual other than such Director to serve as its voting representative at a meeting. Such designation must be noticed to the President of the Corporation and to the Board of Directors in writing or electronically in advance of the meeting in question. Directors or their proxy shall be entitled to vote in person by telephone, or by written ballot.

Application Fee, Dues, and Assessments

Section 2.04. Each Member must pay, within the time and on the conditions set by the Board, an initiation fee and annual dues in amounts as may be fixed from time to time by the Board. The Board may, at its discretion, adjust any fees, dues, and assessments differently for Members according to their size and/or other criteria as the Board shall deem reasonable. A Member, on learning of the amount of dues or of an assessment determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues or assessment by promptly resigning from membership, except where the Member is, by contract or otherwise, liable for the dues or assessment.

Membership Book

Section 2.05. The Corporation shall keep in written form a membership book containing the name, address, and class of each Member. The book shall also record terminations of membership and the date on which such memberships ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law as set forth in Section 2.06 of these Bylaws.

Section 2.06. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporation Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporation Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.06 (c) hereof, a Member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the Members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, voting rights of those Members entitled to vote, by means of their Director, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

Certificates of Membership

Section 2.07. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. Any certificates issued by the Corporation shall state on the certificate that the Corporation is a nonprofit mutual benefit corporation which may not make distributions to its Members during its life or on dissolution. The certificates shall also state that a copy of the transfer restrictions are on file with the Secretary of the Corporation and are open for inspection by a Member on the same basis as records of the Corporation.

Nonliability of Members

Section 2.08. A Member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Transferability of Membership

Section 2.09. Neither a membership in the Corporation nor any rights in a membership may be transferred for value or otherwise.

Demand

Inspection Rights of Members

(b) All rights of a Member in the Corporation and in its property shall cease on the termination of such Member's membership. Termination shall not relieve the Member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, arising from contract or otherwise. The

Effect of Termination

In the event of a proposed termination under (a) (5) or (a) (6) above, the Member must be given fifteen (15) days' prior written notice of the proposed termination stating the reasons therefor. The notice shall be given personally to such Member or sent by first class mail or courier to the last address of such Member as shown on the records of the Corporation. The Member may submit a written statement to the Board regarding the proposed action not fewer than five (5) days before the effective date of the termination. Prior to the effective date of the termination, the Board shall review any such statement submitted and shall determine the mitigating effect, if any, of the information contained therein on the proposed termination.

(6) The decision of the Board of Directors to terminate a membership for nonpayment of fees, dues, or assessments when due or within thirty (30) days thereafter.

(5) The determination by the Board of Directors, or a committee designated to make such determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation; and

(4) The dissolution of corporate members;

(3) The occurrence of any event which renders such Member ineligible for membership;

(2) Where a membership is issued for a period of time, the expiration of such a period of time;

(1) The voluntary resignation of a Member with notice as prescribed by Section 2.10 (c) of these Bylaws;

Section 2.10. (a) A Member's membership and all rights of membership shall automatically terminate, except as indicated below, on the occurrence of any of the following causes:

Causes

Termination of Membership

Section 4.01. The authorized number of Directors shall equal the number of Members. Each acceptance of or withdrawal of a Member shall adjust the authorized number of Directors upwards or downwards, respectively, by one (1) Director. There shall be no more than one individual employed by any one firm on the Board at any given time.

Number, Qualification, and Method of Selection

ARTICLE IV
DIRECTORS

Section 3.01. The President of the Corporation or, in his or her absence, the Vice-President or, in his or her absence, any other person chosen by a majority of the voting Director present shall Chair the meeting of the Directors.

Chairman

Conduct of Meetings

ARTICLE III
MEETING OF DIRECTORS

Section 2.12. A terminated, expelled or suspended Member may, at the discretion of the Board, be reinstated.

Reinstatement

Section 2.11. The Board may, at its discretion, expel or suspend any Member for cause upon the affirmative vote of two-thirds of the Directors present at a meeting called for that purpose. Such expulsion or suspension shall not take place unless and until the Corporation complies with procedures substantially similar to those set forth in Section 2.10 (a) above.

Expulsion or Suspension

(c) The membership of any Member of the Corporation shall automatically terminate on such Member's written request for such termination delivered to the President or Secretary of the Corporation personally, and on such Member's payment in full of all amounts due to the Corporation.

Resignation by Giving Notice

Corporation shall retain the right to enforce any such obligation or obtain damages for its breach. The Director elected by such terminated Member shall cease to serve as Director upon termination of the Member's membership.

Section 4.03. The Directors shall serve without compensation except that they and members of committees shall be allowed and paid their actual and necessary expenses as may be determined by resolution of the Board to be just and reasonable and consistent with their fiduciary duties to the Corporation.

Compensation

(!!!!) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

(!!) Change the principal executive office or the principal business office in the State of California from one location to another, cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside of the State of California; and designate any place within or outside the State of California for the holding of any Directors' or meetings, including annual meetings; and

(i) Select and remove all officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation

(b) Specific Powers. Without prejudice to those general powers, and subject to the same limitations, the Board shall have the power to:

Section 4.02.(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

Powers

Each member shall elect, in a manner consistent with its own rules and regulations, one (1) Director who shall serve as a Director of the Corporation until replaced by that Member. In no case shall the term exceed three (3) years. A Director may be re-elected for as many terms as a Voting wishes. Only voting Directors count towards establishing a quorum for meetings. Such Directors may, at the sole option of the Member Association, be the President of that Member Association or another individual selected.

Directors shall be selected as follows:

