

BY-LAWS
OF
SAN FRANCISCO SECURITY TRADERS ASSOCIATION, INC.

ARTICLE I
THE ORGANIZATION

San Francisco Security Traders Association, Inc., a California Non-Profit Mutual Benefit Corporation (hereinafter referred to as the "Association") consists of persons ("Members") who are, or have been, engaged in the purchase and sale of securities and have been admitted to membership in the Association, all as hereinafter more fully described.

ARTICLE II
LOCATION OF PRINCIPAL OFFICE

The Association shall have its principal office for the conduct of business at such office as the Board of Directors (the "Board") may designate from time to time.

ARTICLE III
PURPOSES AND LIMITATIONS

Section 1. Purposes .

The Association is organized as a non-profit mutual benefit corporation with the following purposes:

A. To improve in every way possible the operation and ethics of the investment securities business with particular emphasis on trading activities in the Northern California area.

B. To encourage good fellowship and cooperation throughout the Association so that all members may enjoy the benefits thereof.

Section 2. Limitations

The Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of, or are inconsistent with, the primary purposes of the Association.

ARTICLE IV

APPLICABILITY

The provisions of these By-Laws are applicable to all Members of whatever class. Admission into membership in the Association shall constitute (1) an acceptance and ratification of these By-Laws and (2) an agreement to be bound by and comply with the provisions of these By-Laws and the Association's rules as they may exist from time to time.

ARTICLE V

MEMBERS

Section 1. Membership Classes

There shall be no limit on the number of members. The Association shall have three (3) classes of Members:

1. Active.
2. Honorary.
3. Associate.

Section 2. Active Members

Any person shall be eligible for active membership who is, and has been for one year, actively engaged in the purchase and sale of securities for a firm doing business from a location in Northern California. In the event an Active Member ceases to be so engaged, active membership shall terminate as of the end of the fiscal year in which such change occurs.

Any person qualified for active membership as described above may apply in writing to the membership chairman. The application will be considered at the next meeting of the Board. The Board shall approve the applications of all persons who meet the eligibility requirements for active membership.

Section 3. Honorary Members

Honorary membership may be conferred on persons by a majority vote of the Board. Criteria for consideration for honorary membership shall be as follows:

A. Applicant must have a cumulative minimum of 15 years' active membership in the Association or another affiliate of the Security Traders Association ("STA").

B. Any person who has 25 years of active membership in the Association or another NSTA affiliate shall, upon reaching 60 years of age, be eligible for honorary membership, regardless of employment status.

C. All past presidents of the Association shall be automatically qualified for honorary membership upon termination of their active employment.

Applications for honorary membership shall be submitted to the Nominating Committee for approval by the Board. An honorary member shall enjoy all the privileges of the Association except the right to vote and hold office.

Section 4. Associate Members

Any person who has been in good standing in the security industry in Northern California for a period of two years or longer who does not qualify for active membership may apply for membership as an associate member. Applications for associate membership shall be submitted to the Nominating Committee for approval by the Board. An associate member shall enjoy all the privileges of the Association except the right to vote and hold office.

ARTICLE VI

MEMBERSHIP DUES AND ASSESSMENTS

Section 1. Normal Dues.

All Members shall pay dues, fees and assessments if, and in the amounts and at the times, established from time to time by the Board.. Said payments shall be equal for all members of each class, but the Board may, at its discretion, set different payment (or not require payment) for any class. Dues shall be payable by January 1. Dues not received by March 1 shall be considered delinquent. A delinquent Member shall not be considered in good standing and shall be subject to expulsion or other action by the Board.

Section 2. New Members.

The Board shall establish and may change from time to time amounts to be paid by new members as an initiation fee.

ARTICLE VII

MEMBERSHIP MEETINGS

Section 1. Place of Meeting.

Meetings of the Members may be held at any place within or without the State of California which has been designated in the notice of the meeting.

Section 2. Annual Meetings.

The annual meeting of the Members shall be held each year on a date set by the Board, which date shall be the last day on which ballots may be received and counted at such meeting. At the annual meeting, the Members shall elect certain members of the Board, as provided below, consider reports of the affairs of the Association and transact such other business as may properly be brought before the meeting.

Section 3. Special Meetings.

Special meetings of the Members for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary, the Treasurer, by a majority of the Board of Directors, or by five percent (5%) or more of the Members. Except as next provided, notice shall be given as for the annual meeting.

Upon request in writing by any person entitled to call a special meeting, sent by registered mail to the President, a Vice President, or the Secretary, directed to such officer at the principal office of the Association, or delivered to such officer in person, such officer shall cause notice to be given to the Members entitled to vote that a meeting will be held at such time as such officer may fix which shall not be less than ten (10) nor more than ninety (90) days after the receipt of such request. If the notice is not given within seven (7) days after receipt of the request, the person entitled to call the meeting may give the notice, or the superior court of the proper county shall summarily order the giving of the notice, after notice to the Association giving it an opportunity to be heard.

Section 4. Notice of Meetings

Notice of meetings, annual or special, shall be given in writing to those having Member status at the time of giving such notice by the Secretary, or in case of his or her neglect or refusal, by any other officer or director.

Such notice shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Member. Such notice shall state the place, the day and the hour

of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, or (2) in the case of an annual meeting, those matters which the Board, at the date of the mailing of the notice, intends to present for action by the Members, however, any other proper matter may be presented at the meeting for such action. The notice of any meetings at which directors are to be elected shall include the names of nominees intended at the time of the notice to be presented for election by the Nominating Committee.

Notice of a Members' meeting shall be given either personally or by mail or other means of written communication as provided in Section 7511 of the California Corporations Code, addressed to the Member at the address of such Member appearing on the books of the Association or given by the Member to the Association for the purpose of notice; or if no such address appears or is given, at the place where the principal executive office of the Association is located or by publication at least once in a newspaper of general circulation in the county in which the principal executive office is located. The notice or report shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent or published by other means of written communication. An affidavit of mailing of any notice or report in accordance with the provisions of this section, executed by the Secretary, shall be prima facie evidence of the giving of the notice or the report.

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 are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Association may transact any business which might have been transacted at the original meeting; provided, however, if the adjournment is for more than forty-five (45) days, a notice of the adjourned meeting shall be given to each person having Member status at the time of giving such notice.

Section 5. Validation of Members' Meetings.

The transactions of any meeting of Members, however called and noticed, and wherever held are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present in person, and if either before or after the meeting, each of the Members entitled to vote, not present in person, signs a written waiver of notice or consent to the holding of the meeting or an approval of the Minutes thereof. All such waivers, consents and approvals shall be filed with the Association records or made a part of the minutes of the meeting. Attendance shall constitute a waiver of notice, except when objection is made at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to

the consideration of matters not included in the notice if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of Members need be specified in any written waiver of notice, except as otherwise provided by law.

Section 6. Quorum.

Thirty-five percent (35%) of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum for a meeting of the Members. Submission of a written ballot by a Member shall be deemed to be the grant of a proxy to the chairman of the meeting to cast the vote of such Member in the manner designated by the ballot and shall be deemed to be attendance at the meeting by proxy. If a quorum is present, the affirmative vote of a majority of the Members present at the meeting and entitled to vote on any matter shall be the act of the Members.

In the absence of a quorum, any meeting of the Members may be adjourned from time to time by the vote of a majority of the Members present, but no other business may be transacted until the requisite amount of voting Members shall be present. At such adjourned meeting, at which the requisite number of Members shall be present, any business may be transacted which might have been transacted at a meeting as originally noticed.

The Members present at a duly called or held meeting at which a quorum is 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 initially constitute a quorum.

Section 7. Voting Rights.

Each Active Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Only those persons having Active Member status at the time of a vote shall have the power to vote.

Section 8. Organization.

The President, or in the absence of the President, a Vice President, shall call the meeting of the Members to order, and shall act as chairman of the meeting. The Secretary of the Association shall act as Secretary of all meetings of the Members, but in the absence of the Secretary at any meeting of the Members, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9. Inspectors of Election.

In advance of any meeting of Members, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of Members may, and on the request of any Member(s) shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more Members, the number of inspectors shall be determined by the majority of Members present.

The inspectors of election shall determine the current number of Members, the Members present at the meeting, and the existence of a quorum. They shall receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all the votes or consents, determine when the polls shall close, determine the result(s) and do such acts as may be proper to conduct the election or vote with fairness to all Members. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as practicable. If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

ARTICLE VIII

DIRECTORS AND MANAGEMENT

Section 1. Powers.

Subject to the provisions of the California Corporations Code, and any limitations in the Articles of Incorporation and these By-Laws, as amended from time to time, relating to action required to be approved by the Members, the business and affairs of the Association shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day to day operation of the business of the Association to a management company or other person or persons provided that the business and affairs of the Association shall be managed and all Association powers shall be exercised under the ultimate direction of the Board.

Section 2. Number and Qualification.

The authorized number of directors of the Association shall be a number between ten (10) and nineteen (19) as determined from time to time by the Board. All persons who have been active Members for the immediately preceding two years shall be eligible to serve on the Board.

Section 3. Election and Tenure of Office.

Directors shall be elected or appointed as follows:

A. Three (3) Directors shall be appointed by the incoming President at or prior to the annual meeting of Directors in September of each year. These Directors shall serve a one-year term.

B. The President, the First Vice President, the Second Vice President, the Secretary, the Treasurer and the Past President of the Association, by virtue of their office, shall be Members of the Board.

C. The remaining Directors shall be elected by vote of the Members. Such Directors shall serve a two year term, with half (as nearly as practicable) of such Directors to be elected at the annual meeting of Members.

At each annual meeting of the Members, Directors shall be elected by the Members to hold office until the next annual meeting. In the event the number of nominees exceeds the available openings on the Board, those receiving the highest numbers of votes, up to the number of available openings, shall be elected. Each Director, including any Director subsequently elected to fill a vacancy, shall hold office until removed from office or until a successor is elected and has qualified. The term of office shall begin the following January 1.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 4. Removal of Directors.

The entire Board, or any individual Director, may be removed from office as provided in the California Corporations Code.

Section 5. Vacancies.

Vacancies on the Board may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining director. In the event that the vacancy occurs by reason of the removal of such Director, the Board, as then

constituted, or the remaining Director, may fill the vacancy or vacancies for the remaining unexpired term of the removed Director. The Members may at any time elect a Director to fill any vacancy not filled by the Directors.

A vacancy shall be deemed to exist in case of the death, resignation or removal of any Director, or if the Members shall increase the authorized number of Directors but shall fail to elect the additional authorized Director(s), or in case the Members fail at any time to elect the full number of authorized Directors.

Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of the Association, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 6. Place of Meetings.

Meetings of the Board shall be held at the principal office of the Association, or such other place as designated for the purpose, from time to time, by resolution of the Board or written consent of all of the members of the Board, or such other place as may be designated in the notice of the meeting or as mutually agreed upon by the Directors if such meeting is held pursuant to a waiver of notice.

Section 7. Annual Meetings.

The annual meetings of the Board may be held immediately following the adjournment of the annual meeting of the Members. Such meetings may be held without notice.

Section 8. Special Meetings.

Special meetings of the Board shall be held upon four (4) day notice by mail or forty-eight (48) hours notice delivered personally or by telephone or telegraph. A notice or waiver of notice need not specify the purpose of any regular or special meeting of the Board.

Section 9. Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director.

**Section 10. Directors Acting Without a Meeting
by Unanimous Written Consent.**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents and/or approvals shall be filed with the Association records or be made a part of the minutes of the meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 11. Notice of Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, the notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were present at the time of the adjournment.

Section 12. Quorum.

A majority of the number of Directors authorized constitutes a quorum of the Board for the transaction of business. Except as may otherwise be required by law, every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 13. Nominating Committee.

The Association shall have a Nominating Committee consisting of a minimum of three (3) persons. The Nominating Committee shall be chaired by the Past President of the Association and include two (2) past officers or directors of the Association. The duties of the Nominating Committee shall consist of the following:

A. Presenting a slate of officers selected from the existing Board to the incumbent Board for their approval, modification or rejection.

B. Selecting qualified candidates for the Board who shall be submitted to the Members for a vote as contemplated by Article VIII, Section 3. hereof.

C. The Nominating Committee shall consider candidates for the Board or for any office submitted by a Member in writing by August 31 in each year.

Section 14. Additional Committees.

The Board may, by resolution, designate one or more additional committees to serve at the pleasure of the Board.

ARTICLE IX

OFFICERS

Section 1. Officers.

The officers of the Association shall be a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer who shall also be the Chief Financial Officer, and the Past President who shall be the immediate past president of the Association. The Association may also have, at the discretion of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries or Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3. of this Article. Contracts and similar obligations of the Association shall be signed by the President or any Vice President and by the Treasurer, or by such other person as may be designated by the Board.

Section 2. Election and Term.

The officers of the Association shall be chosen annually by the Board at its annual meeting, and each shall hold office until the time designated by the Board or until resignation and a successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc.

The Board may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board may from time to time determine.

Section 4. Removal and Resignation.

Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Board, or to the President, or to the Secretary of the Association. 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.

Section 5. 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 By-Laws for regular appointments to such office.

Section 6. President.

The President shall be the Chief Executive Officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Association. The President shall preside at all meetings of the Members and at all meetings of the Board. The President shall have the general powers and duties of management usually vested in the office of President of a non-profit corporation and shall have such other powers and duties as may be prescribed by the Board or the By-Laws.

Section 7. Vice Presidents.

In the absence or disability of the President, the Vice President or the Vice Presidents, in order of their rank as fixed by these By-Laws or the Board, or if not ranked, the Vice President designated by the Board, 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. The Vice President(s) shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the By-Laws.

Section 8. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of Directors and Members, with the time and place of holding, whether regular or special, and if special,

now authorized, the notice thereof given, the names of those present at Directors' meetings, the number of Members present at Members' meetings and the proceedings thereof. The Secretary shall keep and update a roster of Members.

The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board required by the By-Laws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board or by the By-Laws.

Section 9. Treasurer/Chief Financial Officer.

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 Association, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors an annual report as of the end of the fiscal year, and, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the By-Laws.

ARTICLE X

RECORDS AND REPORTS -- INSPECTION

Section 1. Records.

The Association shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its Members and Board and shall keep at its principal executive office a list of its Members, giving the names and addresses of each. Such books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. Inspection of Books and Records.

Each Director during such Director's term of office and each Member shall have an absolute right to inspect and copy the records described above during usual business hours upon five (5) business days' prior written demand upon the Association for a purpose reasonably related to such individual's interest in the Associa-

tion. Any such inspection and copying may be made in person or by agent or attorney.

Section 3. Annual Report.

The Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Association's fiscal year. However, such annual report need not be sent to Members, except upon their written request.

Such annual report shall contain a balance sheet as of the end of such fiscal year, an income statement and statement of changes in financial position, accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

ARTICLE XI

ADOPTION, REPEAL AND AMENDMENT OF BY-LAWS

Section 1. By Shareholders; By Directors

These By-Laws may be amended or repealed by approval of two-thirds of the Members or by the approval of the Board; provided, however, that Members must approve any action that would: (a) materially and adversely affect the rights of the Members as to voting, dissolution or redemption, or transfer of Memberships; (b) increase or decrease the number of Members authorized in total or for any class; (c) effect an exchange, reclassification or cancellation of all or part of the Memberships; (d) authorize a new class of Membership or (e) specify or change a fixed number of Directors or the maximum or minimum number of Directors or change from a fixed to a variable number of Directors or vice versa. The powers of Members to approve the repeal or amendment of By-Laws is subject to the further approval of the Members of a class if such action would: (a) materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer in a manner different than such action affects another class; (b) materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class; (c) increase or decrease the number of memberships authorized for such class; (d) increase the number of memberships authorized for another class; (e) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or (f) authorize a new class of memberships. An amendment may be proposed in writing to the President signed by 25% of the Members entitled to vote.

Section 2. Record of By-Laws.

The Secretary of the Association shall keep, or cause to be kept, at the principal office, a copy of the By-Laws and all amendments thereto, or a copy of the By-Laws as amended.

ARTICLE XII

DISSOLUTION

Section 1. By Directors.

This Association may voluntarily elect to wind up and dissolve (a) by approval of a majority of all Members, or (b) by approval of the Board and approval of the Members, as provided by law.

Section 2. Distribution.

Upon the dissolution or winding up of the Association, its assets remaining after payment or provision for payment of all its debts and liabilities shall be distributed as provided in the Restated Articles of Incorporation of the Association.

ARTICLE XIII

MISCELLANEOUS

Section 1. Constitution; Conflicting Provisions.

Attached hereto for reference is the Constitution (the "Constitution") of the Association as in effect September 1, 1989. The By-Laws are based on the Constitution. To the extent that there is any inconsistency whatsoever between the By-Laws and the Constitution, the By-Laws shall control. In the event of a conflict between any provision of the By-Laws and the Articles of Incorporation, as amended from time to time, or the laws of the State of California, such conflicting provision of the By-Laws shall be construed, regardless of the wording, in conformance with such provision in the Articles as amended from time to time, or the appropriate law.

Section 2. Indemnity.

To the fullest extent permitted by law, the Association shall indemnify any Director, Officer, agent or employee as to those liabilities and on those terms and conditions as are specified in California Corporations Code Section 7237, or any successor provision, as applicable to non-profit mutual benefit corporations. In any event, the Association shall have the right to purchase and maintain insurance on behalf of any such persons whether or not the

Association would have the power to indemnify such person against the liability insured against.

Section 3. Non-Transferability of Memberships.

Memberships shall not be transferrable.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting Secretary of SAN FRANCISCO SECURITY TRADERS ASSOCIATION, Inc., a California Non-Profit Mutual Benefit Corporation.

2. The above By-Laws are the By-Laws of this Association as adopted at a meeting of the Board held on the _____ day of _____, 1989.

IN WITNESS WHEREOF, I have subscribed my name on this _____ day of _____.

Secretary

**SAN FRANCISCO
SECURITY TRADERS ASSOCIATION
CONSTITUTION**

PREAMBLE

The objectives of this Association are to improve in every way possible the operation and ethics of the investment securities business with particular emphasis on trading activities in the Northern California area and to encourage good fellowship and cooperation throughout its organization so that all members may enjoy the benefits so derived.

ARTICLE I

NAME

The name of this Association shall be the San Francisco Security Traders Association.

ARTICLE II

MEMBERSHIP

Section 1.

The membership shall consist of three classes: (1) Active; (2) Honorary; (3) Associate.

Section 2.

Any person shall be eligible for membership who is regularly engaged for one year in the purchase and sale of securities from a trading desk to other dealers and brokers for a firm doing business from a location in Northern California. Whenever a changed status removes eligibility as above, active membership shall close at the end of the fiscal year.

Section 3.

Any person qualified for active membership as stipulated in Section 2 may apply in writing to the membership chairman. The application will be considered at the next Board of Directors meeting. Approval of the Board of Directors shall be mandatory.

Section 4.

Honorary membership may be conferred on individuals by a unanimous vote of the Board of Directors. Minimum requirements for consideration shall be:

A. Applicant shall no longer be employed at a position that would qualify him/her for active membership.

B. Applicant must have a cumulative minimum of 15 years active membership in the SFSTA or another NSTA affiliate.

C. All past Presidents of the SFSTA shall be automatically qualified for honorary membership upon termination of active employment.

D. Any honorary member returning to employment that qualifies him/her for active membership will be stricken from the honorary roster.

E. Any member who has 25 years of active membership in SFSTA or another NSTA affiliate shall upon reaching 60 years of age be eligible regardless of employment status.

Applications for honorary roll shall be submitted to the Nominating Committee for approval by the current Board.

Section 5.

Any person of good standing in the security industry in Northern California for a period of two years or longer who does not qualify under Section 2 may apply for membership as an associate member. An associate member shall enjoy all the privileges of the Association except the right to vote and hold office. Dues will be the same as regular membership.

OFFICERS

ARTICLE III

Section 1.

The officers of the Association shall consist of a President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, and Past President.

Section 2.

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

The President, and in his/her absence, the 1st Vice-President or 2nd Vice-President, shall with the Treasurer, sign all contracts and obligations of the Association and shall perform such duties as the Board of Directors of the Association may assign to him/her.

Section 3.

The Secretary shall give notice of all meetings and all elections of Association and the Board of Directors. He/she shall also keep minutes and records as are necessary. He/she shall also update and maintain the membership roster. He/she shall also supervise preparation of convention and annual roster publications.

Section 4.

The Treasurer shall collect all dues and assessments, shall keep accounts of the Association, and shall report whenever requested to do so by the Board of Directors. He/she shall also submit an annual report at the end of the fiscal year.

Section 5.

The governing body shall consist of 14 members: the President, Vice-President, 2nd Vice-President, Secretary, Treasurer, Past President and eight Directors. The Board of Directors shall be in general charge of the affairs of the Association and shall have power to construe and carry out the several provisions of Constitution and Bylaws. In the event of a tie vote of the Board of Directors, the President's vote shall carry. Should a vacancy in Board occur during any term, the Board may select a director to serve for the balance of the term.

Section 6.

In the event of the death, resignation or inability to act of any officer of the Association, the Board of Directors shall appoint a successor from the current Board who shall hold office until the expiration of term.

Section 7.

Four business meetings a year shall be mandatory to be called at discretion of the Board of Directors with proper notice to the membership. Thirty-five percent of the active membership shall constitute a quorum.

Section 8.

Directors shall consist of:

A. Two directors appointed by the Incoming President to serve a one year term.

B. Six elected Directors, a minimum of three of which will be selected annually by general election of the membership for a year term.

ARTICLE IV

COMMITTEES AND APPOINTMENTS

Section 1.

The nominating committee chaired by the Past President consisting of a minimum of two past officers or directors.

The duties of the nominating committee shall consist of:

A. Present a slate of officers selected from the existing Board of Directors to the Incumbent Board for their approval.

B. Selection of qualified candidates for the Board of Directors to be submitted to the membership for their vote.

C. Any additional qualified nominees may be submitted by general membership to the nominating committee by mail no later than two weeks prior to the General Business meeting to be held in September of each year.

D. In the event the nominated candidates exceed the available openings on the Board, the majority vote of the general membership shall prevail.

E. Qualifications of candidates for nominations to the Board of Directors shall be Active membership in SFSTA for the past two years.

Section 2.

The Finance Committee will function at the request of the officers or directors to advise and assist in all matters pertaining to the financial affairs of the Association.

Section 3.

It shall be the duty of the Business Conduct Committee to insure an equitable hearing for all concerned in any disputes or questions that are submitted to the committee for arbitration or opinion. It is not the intention that this committee shall have policing powers or conflict with any other presently existing regulatory bodies. On the request of two or more members of the Association, a question may be submitted to the committee for arbitration or opinion.

Section 4.

The Entertainment Committee shall make all arrangements for meetings and social affairs of the Association.

Section 5.

The Publicity Committee shall make notices of public interest available to the press and handle any other publicity that the Board of Directors may deem advisable.

Section 6.

The Sports Committee shall arrange for the creation of teams in any sport in which at least 15 active members are interested in participating.

ARTICLE V

DUES

Section 1.

All members are subject to:

A. Annual dues. New members will also be subject to an initiation fee both of which shall be determined annually by the current Board of Directors.

Section 2.

The fiscal year shall be the calendar year and annual dues shall be payable by January 1st. Dues not received by March 1st shall be considered delinquent. Such delinquent member would no longer be in good standing and would be subject to action by the Board of Directors.

ARTICLE VI

AMENDMENT

Section 1.

An amendment to the Constitution may be proposed in writing to the President signed by 25 percent of the voting membership. A concurring vote by two-thirds of the voting membership shall be required to pass any amendment.

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS - 1989

Limitations on Expenditures

No officer of the Association shall commit Association funds in excess of \$200 without prior approval of the Board. This resolution upon approval must be presented to the incoming Board at their first regular meeting. Presentation of this resolution to the incoming Board shall be the responsibility of the incumbent 1st Vice President.

RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS – 1993

Limitations on Expenditures

No officer of the Association shall commit Association funds in excess of \$200 without prior approval by the Board. This resolution upon approval must be presented to the incoming Board at their first regular meeting. Presentation of this resolution to the incoming Board shall be the responsibility of the incumbent 1st Vice President.

Amendments to SFSTA By Laws - 2017

July 2017 - with over 2/3rds of membership approving the BY laws were amended to include any person working with or for a trading desk to be included as Active members

Amendments to SFSTA By Laws - 2023

February 2023 - with over 2/3 of membership approving, the By Laws were amended to include anyone in California may apply for membership to SFSTA