

BYLAWS

OF

**MASONRY CONTRACTORS' ASSOCIATION
OF SAN DIEGO AND IMPERIAL COUNTIES**

a California nonprofit public benefit corporation

TABLE OF CONTENTS

ARTICLE I	OFFICES	Page 1
Section 1.	Principal Office	Page 1
Section 2.	Other Offices	Page 1
ARTICLE II	PURPOSE	Page 1
Section 1.	Purpose	Page 1
Section 2.	Construction and Definitions.....	Page 1
Section 3.	Dedication of Assets.....	Page 2
ARTICLE III	MEMBERS	Page 2
Section 1.	No Voting Members.....	Page 2
ARTICLE IV	BOARD OF DIRECTORS.....	Page 2
Section 1.	General Powers of Board of Directors	Page 2
Section 2.	Specific Powers of Board of Directors.....	Page 2
Section 3.	Number of Directors.....	Page 2
Section 4.	Restriction on Interested Persons as Directors	Page 3
Section 5.	Nominations	Page 3
Section 6.	Election of Directors	Page 3
Section 7.	Events Causing Vacancies on Board.....	Page 3
Section 8.	Resignation of Directors.....	Page 3
Section 9.	Director May Not Resign If No Director Remains	Page 3
Section 10.	Vacancies Filled by Board	Page 3
Section 11.	No Vacancy on Reduction of Number of Directors	Page 4
Section 12.	Place of Board Meeting.....	Page 4
Section 13.	Annual Directors' Meeting.....	Page 4
Section 14.	Regular Meetings	Page 4
Section 15.	Special Meetings	Page 4
Section 16.	Waiver of Notice	Page 4
Section 17.	Action Without a Meeting by Unanimous Written Consent.....	Page 4
Section 18.	Quorum.....	Page 5
Section 19.	Adjournment to Another Time or Place.....	Page 5
Section 20.	Notice of Adjourned Meeting.....	Page 5
Section 21.	Sole Director Provided by Articles of Incorporation or Bylaws.....	Page 5
Section 22.	Fees and Compensation of Directors.....	Page 5

TABLE OF CONTENTS
(cont'd)

ARTICLE V	COMMITTEES AND ADVISORY DIRECTORS	Page 5
Section 1.	Executive and Other Committees of the Board.....	Page 5
Section 2.	Meetings and Action of Committees.....	Page 6
ARTICLE VI	OFFICERS	Page 6
Section 1.	Officers	Page 6
Section 2.	Election of Officers	Page 6
Section 3.	Subordinate Officers.....	Page 6
Section 4.	Removal and Resignation of Officers	Page 6
Section 5.	Vacancies in Officers	Page 7
Section 6.	Chairman of the Board	Page 7
Section 7.	President	Page 7
Section 8.	Vice-Presidents.....	Page 7
Section 9.	Secretary.....	Page 7
Section 10.	Treasurer.....	Page 8
ARTICLE VII	INDEMNIFICATION OF DIRECTORS EMPLOYEES AND OTHER AGENTS.....	Page 8
ARTICLE VIII	CORPORATE RECORDS.....	Page 9
Section 1.	Maintenance of Corporate Records.....	Page 9
Section 2.	Maintenance and Inspection of Articles and Bylaws	Page 9
Section 3.	Right to Inspect	Page 9
Section 4.	Annual Report	Page 9
Section 5.	Annual Statement of Certain Transactions and Indemnifications.....	Page 10

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ARTICLE I

OFFICES

Section 1. Principal Office. The principal office for the transaction of the activities and affairs of the corporation is located at 1018 Cudahy Place, Suite A, San Diego, California 92110. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws; alternatively, this Section may be amended to state the new location.

Section 2. Other Offices. The board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II

PURPOSE

Section 1. Purpose. The purpose of this corporation is to foster the development and advancement of masonry contractors, including to pursue those purposes designated in its articles of incorporation. This corporation is organized and operated exclusively for public charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States internal revenue law. In the context of these purposes, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 2. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 3. Dedication of Assets. The corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE III

MEMBERS

Section 1. No Voting Members. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers of Board of Directors. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

Section 2. Specific Powers of Board of Directors. Without prejudice to the general powers set forth in Article IV, Section 1 of these bylaws, but subject to the same limitations, the board shall have the power to:

1. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service;

2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting; and

3. Borrow money and incur indebtedness on the corporation's behalf 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 evidences of debt and securities.

Section 3. Number of Directors. The board of directors shall consist of at least one but no more than eleven directors unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors.

Section 4. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 5. Nominations. The chairperson of the board or, if none, the president shall appoint a committee to nominate qualified candidates for election to the board at least 20 days before the date of any election of directors. The nominating committee shall make its report at least 10 days before the date of the election, or at such other time as the board may set and the secretary shall forward to each director, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee.

Section 6. Election of Directors. All directors shall be elected for a two year term at the annual directors' meeting. However, if directors are not elected at an annual directors' meeting, they 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 directors' meeting or by written ballot, shall hold office until expiration of the term for which elected and until a successor is elected and qualified.

Section 7. Events Causing Vacancies on Board. A vacancy or vacancies on the board of directors shall occur in the event of (a) the death or resignation of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the vote of the remaining directors.

Section 8. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the chairman of the board, if any, or to the president or the secretary of the corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

Section 9. Director May Not Resign If No Director Remains. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 10. Vacancies Filled by Board. Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporation Code section 5211 or (3) a sole remaining director.

Section 11. No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 12. Place of Meetings; Telephone Meetings. Annual and regular meetings of the Board of Directors may be held at any place within or outside the State of California as designated from time to time by the Board. In the absence of a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California designated in the notice of the meeting, or if the notice does not state a place, at the principal executive office of the corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, provided that all directors participating can hear one another.

Section 13. Annual Directors' Meeting. The Board of Directors shall hold an annual meeting at the same place, or at any other place that has been designated by the Board of Directors, to consider matters of organization, election of officers, and other business as desired. Notice of this meeting shall not be required.

Section 14. Regular Meetings. Regular meetings of the Board of Directors shall be held without call at times to be fixed by the Board of Directors from time to time. Such regular meetings may be held without notice.

Section 15. Special Meetings. Special meetings of the Board of Directors may be called for any purpose or purposes at any time by the Chairman of the Board, if any, the President, any Vice-President, the Secretary, or any two (2) directors, or by one (1) Director if only one (1) is provided.

Special meetings shall be held on four (4) days' notice by first class mail or forty-eight (48) hours notice delivered personally or communicated by a corporate officer by telegraph or other written communication, including facsimile. Written notice, if used, shall be addressed to each Director at the address shown on the corporation's records or if it is not shown on such records or if not readily ascertainable, at the place in which the meetings of the directors are regularly held. The notice need not specify the purpose of the meeting, nor need it specify the place if the meeting is to be held at the principal executive office of the corporation.

Section 16. Waiver of Notice. Notice of a meeting, although otherwise required, need not be given to any Director who (a) either before or after the meeting signs a waiver of notice or a consent to holding the meeting without being given notice, (b) signs an approval of the minutes of the meeting, or (c) attends the meeting without protesting the lack of notice before or at the beginning of the meeting. Waivers of notice or consents need not specify the purpose of the meeting. All waivers, consents, and approvals of the minutes shall be filed with the corporate records or made a part of the meeting.

Section 17. Action Without a Meeting by Unanimous Written Consent. 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 of Directors shall individually or collectively consent in writing to that action. Any action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. All written consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 18. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article III. 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 Public Benefit Corporation Law relating to (a) the approval of contracts or transactions in which a Director has a direct or indirect material financial interest the appointment of committees, (c) indemnification of Directors and (d) approval of certain transactions between corporations having common directorship. 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 that meeting.

Section 19. Adjournment to Another Time or Place. Whether or not a quorum is present, a majority of the directors present may adjourn any meeting to another time or place.

Section 20. Notice of Adjourned Meeting. Notice of the time and place of resuming a meeting that has been adjourned need not be given unless the adjournment is for more than twenty-four (24) hours, in which case notice shall be given, before the time set for resuming the adjourned meeting, to the directors who were not present at the time of the adjournment. Notice need not be given in any case to directors who were present at the time of adjournment.

Section 21. Sole Director Provided by Articles of Incorporation or Bylaws. In the event only one director is required by the Bylaws or Articles of Incorporation, then any reference herein to notices, waivers, consents, meetings or other actions by a majority or quorum of the directors shall be deemed to refer to such notice, waiver, consent, meeting or other action, by such sole Director, who shall have all the rights and duties and shall be entitled to exercise all of the powers and shall assume all the responsibilities otherwise herein described as given to a Board of Directors.

Section 22. Fees and Compensation of Directors. Directors shall not receive compensation except by unanimous vote of all Directors.

ARTICLE V

COMMITTEES AND ADVISORY DIRECTORS

Section 1. Executive and Other Committees of the Board. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate an executive committee or one or more other committees, each consisting of two (2) or more directors. The Board may designate one (1) or more directors as alternate members of any committee, to replace any absent member at a committee meeting. The appointment of committee members or alternate members requires the vote of a majority of the authorized number of directors. A committee may be granted any or all of the powers and authority of the Board, to the extent provided in the resolution of the Board of Directors establishing the committee, except with respect to:

(a) Approving any action for which the California Nonprofit Public Benefit Corporation Law also requires the approval of the members or of a majority of all members;

(b) Filling vacancies on the Board of Directors or any committee of the Board;

- (c) Fixing directors' compensation for serving on the Board or a committee of the Board;
- (d) Adopting, amending or repealing Bylaws;
- (e) Amending or repealing any resolution of the Board of Directors;
- (f) Appointing other committees of the Board or their members; or
- (g) Expending corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

Section 2. Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, Bylaw provisions applicable to meetings and actions of the Board 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 and its members, except that (a) the time of regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; (b) special meetings of committees may also be called by resolution of the Board of Directors; and (c) notice of special meetings of committees shall also be given to all alternative members who shall also have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one (1) or more Vice-Presidents, one (1) or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI.

Section 2. Election of Officers. The officers of the corporation, except for subordinate officers appointed in accordance with the provisions of Section 3 of this Article VI, shall be chosen annually by the Board of Directors, and shall hold office until the officer resigns, or is removed at the discretion of the Board of Directors, or is otherwise disqualified to serve.

Section 3. Subordinate Officers. The Board of Directors may appoint and may empower the President to appoint, other officers as required by the business of the corporation, whose duties shall be as provided in the Bylaws, or as determined from time to time by the Board of Directors.

Section 4. Removal and Resignation of Officers. Any officer chosen by the Board of Directors may be removed at any time, with or without cause or notice, by the Board of Directors. Subordinate officers appointed under Section 3 of this Article VI may be removed at any time, with or without cause or notice, by the Board of Directors or by the officer by whom appointed. Officers may be employed for a specified term under a written contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section, and shall have no claim against the corporation or individual officers or Board members because of the removal, unless specified otherwise in such employment agreement(s).

Any officer may resign at any time by giving written notice to the corporation. Resignations shall take effect on the date of receipt of the notice, unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation to recover monetary damages under any contract of employment to which the officer is a party.

Section 5. Vacancies in Officers. A vacancy in any office resulting from an officer's death, resignation, removal, disqualification, or from any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to that office.

Section 6. Chairman of the Board. The Board of Directors may elect a Chairman, who shall preside, if present, at Board meetings and shall exercise and perform such other powers and duties as may be assigned from time to time by the Board of Directors. If there is no President, the Chairman of the Board shall in addition be the President of the corporation, and shall have the powers and duties of President as set forth in Section 7 of this Article VI.

Section 7. President. Except to the extent that the Bylaws or the Board of Directors assigns specific powers and duties to the Chairman of the Board, if any, the President shall lead and coordinate the corporation's efforts to develop and implement strategic operating plans, execute day-to-day general management of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control over the corporation's business and affairs. The managerial powers and duties of the President shall include, but are not limited to, all the general power and duties of management customarily vested in the office of the President of a corporation, and the President shall have other powers and duties as prescribed by the Board of Directors or the Bylaws. The President, in the absence of the Chairman of the Board, shall preside at all meetings of the shareholders and, in the absence of the Chairman of the Board or if there is no Chairman of the Board, shall also preside at meetings of the Board of Directors.

Section 8. Vice-Presidents. If desired, one (1) or more Vice-Presidents may be chosen by the Board of Directors in accordance with the provisions for electing officers set forth in Section 2 of this Article VI. In the absence or disability of the President, the President's duties and responsibilities shall be carried out by the highest ranking available Vice-President if Vice-Presidents are ranked, or if not, by a Vice-President designated by the Board of Directors. When so acting, a Vice-President shall have all the powers of and be subject to all the restrictions of the President. Vice-Presidents of the corporation shall have such other powers and perform such other duties as prescribed from time to time by the Board of Directors, the Bylaws, or Chairman of the Board if there is no President.

Section 9. Secretary.

(a) Minutes. The Secretary shall be present at all Board meetings and shall take the minutes of the meeting. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting.

The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings of the Board of Directors, and of committees of the Board. The minutes of each meeting shall state the time and place the meeting was held; whether it was regular or special; if special, how it was called or authorized; the name of Directors present at Board or committee meetings and an accurate account of the proceedings.

(b) Notice of Meetings. The Secretary shall give notice, or cause notice to be given, of all shareholders' meetings, Board meetings, and meetings of committees of the Board for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any officer of the corporation.

(c) Other Duties. The Secretary shall keep the seal of the corporation, if any, in safe custody. The Secretary shall have such other powers and perform other duties as prescribed by the Board of Directors or by the Bylaws.

Section 10. Treasurer. The Treasurer shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall (1) deposit corporate funds and other valuables in the corporation's name and to its credit with depositories designated by the Board of Directors; (2) make disbursements of corporate funds as authorized by the Board of Directors; (3) render a statement of the corporation's financial condition and an account of all transactions conducted as Treasurer whenever requested by the President, or the Board of Directors; (4) have other powers and perform other duties as prescribed by the Board of Directors or the Bylaws.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND OTHER AGENTS

The corporation shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, have power to indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an "agent" of the corporation includes any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise serving at the request of such predecessor corporation.

ARTICLE VIII
CORPORATE RECORDS

Section 1. Maintenance of Corporate Records.

This corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Written minutes of the proceedings of the board, and committees of the board.

Section 2. Maintenance and Inspection of Articles and Bylaws. This 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 (if any) at all reasonable times during office hours. If the corporation has no business office in California, the secretary shall, on the 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. Right to Inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report. The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Article VII of the bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who requests in writing.

Section 5. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report or as separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation, its parent or subsidiary, was a party, (ii) in which an "interested person" has a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For the purpose, an "interested person" is either:

(1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(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 interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article VII of these bylaws, unless that indemnification has already been approved by the members under Corporations Code section 5238(e)(2).