

The Works Cooperative, Inc.

2566C Telegraph Avenue
Berkeley, CA 94704

BYLAWS

Adopted April 12, 2007

Amended April 24, 2011

SECTION 1

Name. The name of the Corporation shall be The Works Cooperative, Inc., hereinafter referred to as "the Corporation".

SECTION 2

Principal Office and Place of Business.

2.1 The principal office of record of the Corporation shall be 1730 La Vereda Road, Berkeley, CA 94709. This principal office may be changed at any time by action of the Board of Directors.

2.2 The principal place of business of the Corporation shall be 2566C Telegraph Avenue, Berkeley, CA 94704, hereinafter referred to as "The Works".

SECTION 3

Purposes. The purpose of the Corporation is to provide to its members the benefits of physical fitness and creative dance. Physical fitness and dance classes offered at The Works are also available to the general public.

SECTION 4

Membership.

4.1 Membership shall be open to all persons who are interested in the purposes of the Corporation, make written application, and pay an application fee.

4.2 There shall be no membership dues except to the extent provided below to maintain active membership.

4.3 Active members are those who pay the Membership Assessment Fee, in an amount and during the time period established by the Board of Directors. For a member who joined since the last Membership Assessment Fee, the amount owed shall be the pro rata portion.

4.4 Prior to issuing a membership, the Corporation shall provide the purchaser with a disclosure document required by California Corporations Code Section 12401.

4.5 Membership shall not be transferable and shall not pass by any form of succession.

4.6 Any member shall be permitted to withdraw voluntarily, and shall not be entitled to reimbursement of any kind and shall have no further right or interest in the Corporation.

4.7 The voting power of all members is equal.

4.8 The proprietary interest of members is unequal. The proprietary interest of a member is the sum of Member Assessment Fees and other monetary gifts during a continuous membership period, plus 60% of the value of nonmonetary gifts and gifts in kind over \$100 during the same period.

4.9 The membership list or any part thereof may not be used without consent of the Board.

SECTION 5

Directors.

5.1 The Corporation shall have not fewer than five nor more than nine directors, collectively known as the Board of Directors. The directors shall be members of the Corporation. The term of office for directors shall be four years, subject to section 5.2.

5.2 In order to stagger membership on the Board, at the first meeting at which these Bylaws are adopted, all directors shall be elected, with determination by lot as to which four will serve a two-year term.

5.3 The Board of Directors shall serve as the nominating committee to fill vacancies resulting from expiring terms on the Board, and shall promulgate procedures to receive and consider nominations in advance of, and from the floor, at the annual meeting preceding that at which such vacancies shall be filled. Should a vacancy occur before the expiration of a member's term, the remaining members thereof by majority vote may appoint a successor to fill the vacancy and serve the unexpired term so vacated.

5.4 Any director serving an unexpiring term, including an appointee under 5.3, may be removed and his or her successor elected, at any annual or special meeting, by vote of two-thirds of the members present.

5.5 The Board of Directors shall manage and control the business and property of the Corporation, and shall exercise all corporate powers except those herein expressly reserved to the members.

5.6 Directors shall serve without compensation.

5.7 A quorum shall consist of a majority of the Board of Directors. Approval of any measure requires a majority of votes cast.

5.8 There shall not be fewer than four regular meetings of the Board of Directors each year on such dates and at such locations as the Board may determine.

5.9 With prior notification to the Chief Executive Officer, any active member of the Corporation may attend a regular meeting of the Board of Directors, as a non-voting participant.

SECTION 6

Officers.

6.1 The officers of the Corporation shall consist of a Chief Executive Officer, a Secretary, and a Chief Financial Officer, collectively known as the

Executive Committee. The officers shall be elected annually immediately following the annual members' meeting, by the Board of Directors from the members thereof.

6.2 The Chief Executive Officer shall preside over all meetings of the members and directors, and shall perform such other duties as may be required by these Bylaws or by resolution of the Board of Directors.

6.3 The Secretary shall keep a complete record and minutes of all meetings of the directors and members, shall serve all notices required by these Bylaws, and shall perform such other duties as may be required by these Bylaws, by resolution of the Board of Directors, or by the California Secretary of State. The Secretary shall also prepare a profit and loss statement at the end of the fiscal year. The fiscal year shall be January 1 to December 31.

6.4 The Chief Financial Officer shall have custody of all funds of the Corporation, shall submit to the Board of Directors and to the members periodic reports on the financial condition of the Corporation, and shall perform such other duties as may be required by these Bylaws, or by resolution of the Board of Directors. The Chief Financial Officer shall pay the utility and other bills, as well as fees, permits, licenses and taxes required by local, state and Federal governments. The Chief Financial Officer shall maintain a list of names, addresses, beginning dates of current membership, paid Membership Assessment fees, and other monetary gifts or significant in kind or property gifts, of members.

SECTION 7

Studio Manager.

7.1 A Studio Manager shall be appointed by the Board of Directors for such term and at such compensation as the Board may decide. Such Manager shall be charged with the active management of The Works, including the hiring, discharging, supervising, and scheduling of Works instructors and classes, and the renting of space to independent instructors.

7.2 The Studio Manager shall be responsible for the purchase of supplies and equipment, orderliness and security of the premises, publicity, and the performance of such other duties as may be required by resolution of the Board of Directors.

7.3 The Studio Manager shall attend Board meetings, and if also a member of the Corporation, may be elected to the Board.

7.4 The Studio Manager shall take direction from the Board of Directors or Executive Committee acting as such.

SECTION 8

Membership Meetings.

8.1 Membership meetings shall be held annually on the second Thursday in April at 6:30 at The Works or at such other place and time as may be selected by the Board of Directors. They shall be for the purpose of voting for Directors, hearing an annual report, and transacting such other business as may properly come before the membership.

8.2 Special meetings of members may be called by the Board, the Chairman of the Board, or five percent of the members.

8.3 A written notice of the meeting shall be given to each member of record consistent with California Corporations Code Section 12461. The member of record date shall be the last day of February.

8.4 A quorum shall be at least one-third of the members of the Corporation. Approval of any measure requires a majority of votes cast, unless otherwise expressly set forth by other provisions of these Bylaws.

8.5 A combination of written ballot and personal voting may be used at any annual or special meeting of members. Prior to the meeting, the Board may authorize distribution of a written ballot to every member entitled to vote, specifying the proposed action and providing an opportunity to vote. When ballots are so distributed, the number of members voting at the meeting by written ballot shall be deemed present at the meeting for purposes of determining

a quorum but only with respect to the proposed actions referred to in the ballots. All written ballots must be received and verified by the Secretary at least 24 hours prior to the hour of the meeting.

8.6 Any action which may be taken at an annual or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot, specifying the proposed action, providing an opportunity to vote, and providing a reasonable time to return the ballot. Approval of any action by written ballot shall be valid if the number of votes cast exceeds the quorum requirements of section 8.4.

8.7 "Written notice" to members, and "written ballot" to the Corporation, may be by electronic transmission.

8.8 No proxies shall be counted in any voting at meetings of the membership.

SECTION 9

Dissolution.

9.1 The Corporation may be dissolved voluntarily by 80% of the membership, at a regular or special meeting. The quorum rule set forth in section 8.4 shall not apply.

9.2 If the Corporation is dissolved involuntarily by order of a court or as otherwise provided in the California Corporations Code, the Corporation shall seek to have its assets distributed in a manner conforming as nearly as practicable to the manner provided in Section 9.3 of these Bylaws.

9.3 In the event of dissolution pursuant to Section 9 of these Bylaws the assets of the Corporation which are not subject to payment of known expenses, liabilities, debts or other unsatisfied obligations of the Corporation, shall be distributed to members according to their proprietary interests as defined in Section 4.8.

SECTION 10

Amendments. These Bylaws may be repealed, amended and additional provisions added thereto at any annual or special meeting of the members at which a quorum is present and at least two-thirds of the members present vote in favor of said amendment.

SECTION 11

Liability. In any obligation created by the Corporation or by any of its directors, officers or employees on its behalf, it shall be provided that no liability shall attain in favor of the party contracted with as against any director, officer, or employee of the Corporation; but that such party contracted with shall look solely to the assets of the Corporation for satisfaction of such contract.

SECTION 12

Parliamentary Authority. In all questions of parliamentary practice not covered by these Bylaws or the California Corporations Code, Roberts Rules of Order, Revised, shall govern.