

CALIFORNIA SELF STORAGE ASSOCIATION
BYLAWS
Approved – November 8, 2007

ARTICLE I

Name

1.01 Name. The name of the Association shall be the California Self Storage Association, Inc. (the “Association”).

ARTICLE II

Not for Profit Status

2.01 Not-for-Profit Status: The Association shall be a not-for-profit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The Board of Directors (the “Board”) may form such not-for-profit and for-profit subsidiaries as necessary for the orderly conduct of the Associations affairs.

ARTICLE III

State of Incorporation

3.01 State of Incorporation: The Association shall be incorporated pursuant to the laws of the state of California.

ARTICLE IV

Principal Office

4.01 Principal Office. The principle office of the Association shall be in the state of California. The Board may at any time change the location of the principle office or establish branch or subordinate offices at any place or places where this Association is qualified to conduct its activities.

ARTICLE V

Purpose

5.01 Purpose. The purpose of this non-profit corporation is to engage in any lawful act or activity, other than the credit union business, for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law. This corporation shall operate within the meaning of section 501(c)(6) of the Internal Revenue Code. Despite any other provision of these articles, this 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.

In the context of these general purposes, the Association shall strive:

A. To unite the membership in a not-for-profit association of persons, partnerships, corporations, limited liability companies, real estate investment trusts and other entities actively engaged in or

interested in, the self storage business.

B. To develop and encourage high standards of business conduct by those engaged in the self storage industry, particularly in the state of California.

C. To develop through research, discussion and exchange of information, better standards for the development and operation of self storage facilities in California.

D. To provide a forum for education of members and the general public.

E. To provide opportunities for members to increase their knowledge of the self storage business and to improve their individual capabilities.

F. To provide leadership in California on issues of concern to members of the Association.

G. To do any and all things that are lawful and appropriate to further these purposes.

ARTICLE VI Definition

6.01 Definition. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these bylaws.

6.02 The term “Self Storage Facility” means any real property used for renting or leasing individual storage spaces in which the occupants customarily store and remove personal property.

ARTICLE VII Membership

7.01 Members. Any person, partnership, corporation, limited liability company, real estate investment trust, or other entities actively engaged in the self storage business or supplying goods and services to the industry is eligible to become a member of the Association.

7.02 Classes of Members. The Association shall have the following classes of Members:

A. Regular Member. Any person, partnership, corporation, limited liability company, real estate investment trust, or other entity which (a) is the owner or operator of one or more self storage facilities or facilities under construction, (b) is a prospective developer or purchaser of a self storage facility (including entities outside the United States) or (c) has an interest in the self storage industry as an employee of a company, such as a facility manager, may apply to become a regular member.

B. Vendor Member. Any person, partnership, corporation, limited liability company or other entity which is a supplier of goods and/or services utilized within the industry or which is engaged in a business connected with or related to the self storage industry, or is an independent contractor that manages self storage facilities may apply to become a vendor member.

7.03 Application of Membership. A qualified applicant may be accepted into membership upon:

A. Payment of such dues as set by the Board of Directors for the type of membership applied for, and

B. Certification by Association staff that the applicant meets all requirements of membership then in effect.

7.04 Members Subject to Bylaws. All present and future members of the Association shall be subject to the regulations set forth in these bylaws and as they may from time to time be amended.

7.05 Member Representatives. Each Member is entitled to vote and is entitled to only one (1) vote on each matter submitted to a vote of the Members. For this purpose, each Member must assign one (1) person to act on behalf of the Member.

Appointments made under this Section shall be indicated on the Member's membership application and shall be amended only upon written notice to the Executive Director.

7.06 Transfer of Membership. Membership in the Association may not be transferred or assigned without the approval of the Board of Directors. All membership rights cease on the member's death or dissolution.

7.07 Evidence of Membership. No shares of stock shall be issued by the Association. However, the Board of Directors may elect to issue membership cards, certificates or other proof of membership to the members. Such items shall be surrendered to the Executive Director whenever membership shall terminate.

7.08 Resignation. Any member may resign from the Association by giving written notice of such intention to the Executive Director. Dues are not refundable upon resignation.

7.09 Default and Termination of Membership. If any member shall be in default in the payment of dues or other charges for a period of 30 days from the date on which they become payable, the member may be deemed to have resigned its membership and said membership may be terminated by the Executive Director or designated staff.

7.10 Reinstatement. Upon approval of the Board and/or the Executive Director and upon payment of all previously unpaid dues and/or other charges as may be assessed by the Board of Directors, a member whose membership has been terminated for nonpayment may be reinstated.

7.11 Suspension and Expulsion. Membership in this association may be suspended or the member may be expelled for cause by a two-thirds vote of the Board of Directors. Violation of the Bylaws, ethical standards, or any other conduct prejudicial to the interests of the Association shall be sufficient cause for such suspension or expulsion.

7.12 Cessation of Membership. All rights, privileges, and interests of a member in the Association shall cease upon termination of membership including, but not limited to, discontinued use of the Association logo, membership materials and member benefits.

ARTICLE VIII Voting

8.01 Voting; Record Date. Subject to the California Nonprofit Mutual Benefit Corporation Law, each member in good standing on the record date as determined under these bylaws shall be entitled to one (1) vote on any question arising at annual or special meetings of the Association, or on matters referred to the membership for a decision by the Board of Directors. Absent a board resolution to the contrary, the record date shall be the same as the notice date for the meeting or other action. A person or entity who is a member by the close of business on the record date shall be a Member of record for purposes of that meeting or action.

8.02 Voting Procedure. Members entitled to vote may do so in person or by proxy. The proxy must be dated and in writing and shall be filed with the Board. A proxy is revocable at the pleasure of the member executing it anytime before it has been exercised.

8.03 Voting by Mail, Email or Fax. Whenever, in the judgement of the Board, any question shall arise which the Board believes should be put to a vote of the Members, and when the Board deems it is inexpedient to call a special meeting for such purpose, the Board may submit the matter to the Membership for a vote by mail, email or fax. The matter thus presented shall be determined according to a majority of the votes received at the office of the Executive Director within twenty-one (21) days, after submission to the Members by mail, email or fax. Action taken by a majority vote shall be binding upon the Association in the same manner as would be by action taken at a duly called meeting.

ARTICLE IX Fiscal Year

9.01 Fiscal Year. The fiscal year of the Association shall be the calendar year or such year as shall be adopted by the Board of Directors.

ARTICLE X Dues and Assessments

10.01 Dues and Assessments. The Board of Directors shall determine the dues and assessments payable to the Association by each class of members. Collection of dues shall be the responsibility of the Executive Director.

10.02 Payment of Dues. Dues shall cover a membership period of twelve (12) months and shall be payable at the time the membership begins. The Board of Directors, at its sole discretion, may extend the time for payment of dues and continue membership privileges upon request of a member for what the Board deems to be good cause.

ARTICLE XI Meetings of Members

11.01 Annual. There shall be an Annual Meeting of the Association for receiving the reports of Officers and for the transaction of Association business. The Annual Meeting shall be held at such time and place as the Board of Directors may determine. Notice of the Annual Meeting shall be mailed to each Member at least ten (10) days prior to said meeting. Notice carried in a periodical publication of the Association or the self storage industry shall be deemed to be sufficient Notice as provided in this Article.

11.02 Special. Special meetings of the Association may be called by a two-thirds vote of the Board of Directors or upon the written request of at least one-third of the Members. Notice of a special meeting shall be given in the same manner as for the annual meeting and shall include the subjects to be considered. No business other than that specified in the meeting notice shall be transacted at a special meeting of the Association.

11.03 Quorum. The presence, in person or by proxy, of the designated Member Representative of at least 15 percent of the Membership of the Association shall be necessary to constitute a quorum for the transaction of business.

11.04 Adjourned Meetings. If a quorum is not present, the presiding officer may adjourn the meeting, from time to time, until a quorum is obtained.

11.05 Order of Business. The order of business at Association meetings shall be determined by the presiding officer. However, the order of business may be altered or suspended at any meeting by a majority vote of the persons present and entitled to vote.

ARTICLE XII Board of Directors

12.01 Size of Board. There will be a minimum of three (3) but no more than thirteen (13) members on the Board of Directors. The exact number of board members shall be fixed, within those limits, by a resolution adopted by the Board.

12.02 Power and Duties. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law, and subject to any limitations of the bylaws regarding actions that require approval of the members, the Board of Directors shall govern the affairs and property of the Association. The scope of authority vested in the Board of Directors shall include, but shall not be limited to, establishment of dues and assessments, budget approval, discretion in the

disbursement of Association funds, interpretation of the intent and meaning of the Bylaws, approval of policy positions and statements, election of the Board of Directors, and the institution of programs and goals. In the execution of the powers granted, the Board may appoint such agents, as it considers necessary.

The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee.

12.03 Qualifications of Board Members. Board members, other than the Executive Director, shall be members in good standing of the Association when elected and throughout his or her term of service and have at least one of the following qualifications:

1. At least one (1) year of continuous Association membership prior to election, or
2. Service as a member of the Board of Directors of the Self Storage Association or an affiliated SSA State Association.

In the event that a prospective director is affiliated with any company that contracts with the CSSA to provide goods or services, the Board must determine by unanimous vote that such conflict is not material before being allowed to serve on the Board. No person shall be elected to more than three (3) full consecutive terms as a Director. The Board shall be comprised of at least two thirds (2/3), or the closest approximation, of Regular Members.

12.04 Title. All members of the Board of Directors shall have the title of "Director."

12.05 Term of Office. The term of office for a Director shall be for three (3) years, with the term commencing and ending concurrently with the Association's fiscal year. When a Director is elected to the office of Vice-Chairperson, his or her term of board service shall be for four (4) years from the date of taking office. So as to give maximum continuity to the Board, the Directors' terms shall be staggered as much as is mathematically possible. Responsibility for achieving staggered terms will rest with the Nominating Committee. Directors shall continue in office until their successors shall be duly elected and take office, or until they resign, are removed, or are otherwise unable to fulfill an unexpired term.

12.06 Resignation or Removal. A Director may resign at any time by giving written notice to the Chairperson or to the Board of Directors. The resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the Chairperson or by the Board. A Director may be removed for cause by a two-thirds vote of the whole Board of Directors of the Association.

12.07 Vacancy. Any vacancy that may occur on the Board by reason of death, resignation, or otherwise shall be filled by an appointment from the Board of Directors. The person appointed shall fulfill the unexpired term of the Directorship being filled. However, if the unexpired portion of the term is less than six (6) months, the position may remain vacant until the next regularly scheduled election.

12.08 Election Procedures. Unless otherwise specified in the bylaws, the Board of Directors shall determine the election procedures as follows:

A. Nominations: Any member in good standing may nominate one or more members who meet the qualifications in section 12.03 to be candidates for elected Director. The Nominating Committee shall compile a list of qualified candidates from all nominees to insure that each candidate on the ballot meets the qualifications in section 12.03 and disqualify any nominee who does not. The Nominating Committee may also put forth candidates for election to the Board. The candidate list must also comply with the Board of Director composition requirements provided for in section 12.03 and the Nominating Committee may adjust the candidate list so that the required Board membership balance will be maintained.

B. The Ballot: The complete candidate list shall be submitted to the Board of Directors. The Nominating Committee shall recommend candidates from the candidate list to the Board of Directors for the available Board positions. The Nominating Committee shall consider the diverse membership characteristics of the Association, including such factors as company size, geographic distribution, gender and social characteristics, in approving and recommending a list of candidates from all the candidates on the ballot for the open seats.

C. Election: Each Director shall be entitled to cast as many votes as there are vacancies to be filled, but no more than one vote per candidate. The open Director positions will be filled by the candidates receiving the largest plurality of the votes cast. The results of the election shall be announced to the membership through publication or at the Association's next annual meeting.

12.09 Meetings of the Board. There shall be a meeting of the Board of Directors within sixty (60) days following the start of each fiscal year. Additional meetings shall be held upon the call of the Chairperson or upon the call of a majority of the Board's members. These meetings shall be held at a time and place selected by the person or persons calling the meeting. If any question or problem should arise which the Chairperson or a majority of the members of the Board believe necessitates a meeting of the Board, and it is inexpedient to assemble in one place for such purpose, the Board may hold a meeting by conference telephone call.

12.10 Notice and Waiver. Each Director shall be notified of all meetings of the Board of Directors at least ten (10) days in advance of such meetings. Notwithstanding the aforesaid, a meeting of the Board of Directors may be held at any time or place without notice if notice is waived, in writing, by every member of the Board of Directors.

12.11 Quorum. A majority of the whole Board shall constitute a quorum at any meeting of the Board. If a quorum is not present, a lesser number of Directors may adjourn the meeting, from time to time, until a quorum is present. At any such adjourned meeting, provided a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted without further notice. In the absence of the Chairperson and Vice-Chairperson, the quorum present may choose a Chairperson for the meeting.

12.12 Voting. Unless otherwise provided in these Bylaws, a simple majority of the quorum

present shall be necessary to carry a question. Directors may not vote by proxy.

12.13 Voting by Mail, E-mail or Fax. If a question at issue has been published in a written ballot mailed or emailed to each Director, the Directors may cast their votes by mail, e-mail or fax. Such ballots shall be returned to the office of the Director and shall be maintained in that office until such time as official minutes reflecting the vote shall have been approved by the Board in session.

12.14 Absence. Any member of the Board of Directors unable to attend a meeting, by phone or in person, shall notify the Chairperson or the Executive Director of the reason for his or her absence. If a Director is absent from three consecutive meetings for reasons which the Board fails to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted.

12.15 Compensation. Directors shall not receive compensation for their services as Directors, but may be reimbursed for reasonable expenses incurred in the performance of their duties.

ARTICLE XIII Officers

13.01 Officers. The Chairperson, Vice-Chairperson, Executive Director, Secretary, and Treasurer shall be the officers of the Association.

13.02 Qualifications. The Board of Directors shall elect the Chairperson, Vice-Chairperson, Secretary and Treasurer from among the members of the Board of Directors. The Executive Director shall be appointed by the Board of Directors. All officers, other than the Executive Director, must be members of the Board at the time of their election and during their term of service. *No person shall be elected to the office of Vice-Chairperson unless that person will have completed a minimum of one year as a Director prior to taking office.*

13.03 Election. The Board of Directors shall elect the officers of the Association, other than Executive Director, bi-annually at the final Board meeting of each calendar year. The election of officers shall be by secret written ballot. A candidate must receive a majority of the votes cast to be elected.

13.04 Term. Each elected officer shall take office concurrent with the beginning of the Association Fiscal Year following his or her election and shall serve for a term of two (2) years or until his or her successor is duly elected and takes office.

13.05 Removal. Any elected officer can be removed by a two-thirds vote of the entire Board of Directors.

13.06 Vacancies. Vacancies may be filled for the balance of the term thereof by the Directors at any regular or special meeting.

13.07 Executive Director. The Executive Director shall be the Director of the Association and

shall be responsible for the day-to-day management and direction of all affairs and activities of the Association. The Association staff shall report to, and are accountable to, the Executive Director. The Executive Director shall function at the direction of the Board of Directors and within the framework of policy and programs as generally determined by them. He or she shall be appointed by the Board and shall serve at the pleasure of the Board. The Executive Director shall be an ex-officio member of the Board of Directors.

13.08 Chairperson. He or she shall preside at all meetings of the Association and of the Board of Directors, and shall perform such other duties as are necessarily incident to the Office of Chairperson. The Board Chairperson shall be Chairperson of the Executive Committee and shall be an ex-officio member of all committees.

13.09 Vice-Chairperson. The Vice-Chairperson shall become Chairperson at the conclusion of the current Chairperson's term. In case of the death or resignation of the Board Chairperson or the Chairperson's permanent inability to act, the Vice-Chairperson shall become the Chairperson of the Association and the Board of Directors shall fill the unexpired term of Chairperson in accordance to the conditions described in 13.08. In the event of the temporary disability or absence of the Chairperson, the Vice-Chairperson shall perform the Chairperson's duties.

13.10 Secretary. The Secretary shall give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents, and perform such other duties as are usual for the secretary of a corporation.

13.11 Treasurer. The Treasurer shall be responsible for the funds of the Association. He or she shall report on the financial condition of the Association at each meeting of the Board of Directors. The Treasurer shall prepare the annual budget and present it to the Board of Directors not more than sixty (60) days after the start of each fiscal year. The treasurer shall have full use of the Association Staff in carrying out his or her duties and responsibilities.

ARTICLE XIV

14.01 Removed.

ARTICLE XV Committees

15.01 Nominating Committee. At the first Board meeting of each calendar year, the Chairperson shall appoint a Nominating Committee. The committee shall consist of the Chairperson, and two other Board members selected by the Chairperson, and shall serve for a term of one (1) year. The committee shall present to the Board, nominations for Directors to be elected. The committee shall also nominate candidates to fill unexpected Board vacancies, and shall furnish information to the Board relating to the background and required qualifications of all such nominees, at least two (2) weeks prior to the Board meeting at which an election to fill such vacancies is scheduled to take place.

The committee shall also nominate Directors to serve as officers of the Association, including the positions of Chairperson, Vice-Chairperson, Secretary, and Treasurer. At the next to last Board meeting of each calendar year, and for thirty (30) days thereafter, any Director wishing to serve as an officer, may submit his or her name to the committee for consideration. In evaluating the candidates, the committee shall consider their overall contributions and service to the Board and the Association, their commitment of time needed for service on the Executive Committee, and any further qualifications the committee deems appropriate. The committee shall complete its review of candidates, and recommend a slate of officers to the Board at least two (2) weeks prior to the Board meeting at which the election of officers is scheduled to take place.

15.02 Executive Committee. The Executive Committee shall be comprised of the officers of the Association and the immediate Past Chairperson.

15.03 Budget & Finance Committee. The Budget Committee shall meet, by phone or in person, at least twice a year to produce a budget for the Association and accomplish other duties as assigned by the Chairperson.

15.04 Other Committees. The Board of Directors shall create such other committees as are required to promote the purposes of the Association. The members of all committees shall be appointed by the Chairperson, with the approval of the Board of Directors, as soon as possible following his or her election to office. Committee members are not required to be members of the Board of Directors, but must be members in good standing.

ARTICLE XVII Indemnification

17.01 Indemnification. The Association shall defend and/or hold harmless all present and former Officers, Executive Directors, and Directors in any legal action brought against them arising out of Association business. Except for gross negligence or dishonesty, no action taken or omitted by a present or former Officer, President, or Director shall make either liable to the Association or to any Member thereof.

ARTICLE XVIII Dissolution

18.01 Dissolution. Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors. No part of said funds shall inure, or be distributed, to the Members of the Association.

ARTICLE XIX Amendments

19.01 Amendments. Amendments to these Bylaws shall be accomplished by a two thirds (2/3) vote of the Board of Directors. Members shall be informed annually of any amendments to these Bylaws.

CERTIFICATE OF SECRETARY OF
California Self Storage Association

The undersigned, Carlyn Paterson, Secretary of California Self Storage Association (the "Association"), a California corporation, hereby certifies that the attached document is a true and complete copy of the Bylaws of the Association as in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of this ____ day of _____.

Carlyn Paterson,
Secretary