

ByLaws of the Ocean Park Association

Article I: NAME

1.1 NAME. The name of this Corporation shall be the Ocean Park Association.

Article II: PURPOSES

2.1 GENERAL STATEMENT. The Ocean Park Association is a Nonprofit Public Benefit Corporation and is not organized for the private gain of any person.

2.2 SPECIFIC PURPOSES. The purpose of the Ocean Park Association is to advocate for the residents of the Ocean Park neighborhood of Santa Monica. Ocean Park is defined to be the area within the following geographic boundaries:

North: south side of Pico Blvd.
South: limits of the City of Santa Monica
East: west side of Lincoln Blvd.
West: Ocean Front Walk

In support of it's purpose, the Corporation will gather and disseminate information useful to these residents, engage in such charitable and educational activities as will promote the quality of life in this neighborhood, and such other purposes as are set forth in the Articles of Incorporation.

Article III: OFFICES

3.1 PRINCIPAL OFFICE. The principal office of the Ocean Park Association shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Article IV: MEMBERSHIP

4.1 TWO CLASSES OF MEMBERS. There shall be two classes of members of this Corporation. One class, which shall be known as "Voting Members", has the right to vote for the Board of Directors. The second class, known as "Non-Voting Members" has no voting rights.

4.2 QUALIFICATIONS OF VOTING MEMBERS and NON-VOTING MEMBERS.

A. Voting Members shall be the persons who are residents of the Ocean Park neighborhood, as defined in Section 2.2, and

who contribute to this Corporation during a single calendar year any applicable amount, or greater, established by the Board of Directors as the annual dues. Membership shall be for one calendar year, or portion, commencing January 1. Membership shall terminate on death or written resignation or upon a 30-day failure to pay annual dues or by expulsion or suspension for cause by the Board of Directors. Voting Members have full rights to vote on any issue of the Corporation or for the Board of Directors. Voting Members have the right to become, upon election, full voting members of the Board of Directors.

B. Non-Voting Members shall be the persons who are not residents of the Ocean Park neighborhood, as defined in Section 2.2, and who contribute to this Corporation during a single calendar year any applicable amount, or greater, established by the Board of Directors as the annual dues. Membership shall be for one calendar year, or portion, commencing January 1. Membership shall terminate on death or written resignation or upon a 30-day failure to pay annual dues or by expulsion or suspension for cause by the Board of Directors. Non-Voting Members have no rights to vote on any issue of the Corporation or for the Board of Directors. Non-Voting Members do not have the right to become, upon election, full voting members of the Board of Directors.

4.3 EXPULSION OR SUSPENSION FOR CAUSE. Members threatened with expulsion, suspension or sanction must be given 45 days notice of the hearing at which their matter will be considered, and the reasons therefore. An opportunity for the Member to be heard, orally or in writing, will be afforded at the hearing. Notice of a given Member's potential expulsion, suspension or sanction will be discussed by the Board of Directors must be given by registered mail sent to the last address of the Member shown on the Corporation's records. The Board of Directors shall decide whether or not the Member should be suspended, expelled, or sanctioned in some other way. Such a decision will require a 4/5 vote of the elected Board. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within six months after the date of the expulsion, suspension, or sanction.

4.4 VOTING AND OTHER RIGHTS. Each Voting Member shall be entitled to vote on each matter submitted for a vote of this Corporation's membership. Non-Voting Members have no rights and privileges.

4.5 Deleted

4.6 NON-TRANSFERABILITY. Membership shall be personal and no Member may transfer his or her membership or any right arising there from.

4.7 NON-ASSESSIBILITY. Members shall not be assessed with respect to their membership.

4.8 RIGHTS IN PROPERTY. No Member shall have any property right by virtue of membership.

4.9 LIABILITY. No Member shall be personally liable for the debts, liabilities, or obligations of the Corporation. Any and all creditors of the Corporation shall look only to the assets of the Corporation for payments.

4.10 PLACE OF MEETINGS. All meetings of Members shall be held at any place within Ocean Park, Santa Monica, County of Los Angeles, State of California which may be designated by the Board of Directors, and subsequently communicated to members.

4.11 ANNUAL MEETINGS: The date of the annual meeting of Members shall be determined by the Board of Directors. Notice of the annual meeting shall be sent to each Member in good standing at least 10 days but not more than 90 days in advance of the meetings.

4.12 MEMBER ACTION AND QUORUMS. All actions requiring a vote of the voting membership shall be decided by written ballot. A quorum for any meeting of the Members shall equal two-thirds (2/3) of the number of Board positions currently filled. (For example, if there are eighteen (18) Directors, a quorum would be twelve (12) Voting Members.) Each person who is a Voting Member on the date of record shall be eligible to vote and shall have one vote on any issue presented to the membership except as provided in paragraph 5.14. With the exception of the annual election of the Board of Directors, voting by proxy shall be permitted. Non-Voting Members shall not be permitted to vote and are not to be counted in assessing whether or not there is a quorum.

4.13 SPECIAL MEETINGS. Special meetings of the Members, for any purpose or purposes whatsoever, may be called at any time by the President, the Board of Directors, or by five percent (5%) or more of the Voting Members. Upon written request to the President, Vice-President, or the Secretary by any person or persons entitled to call a special meeting of Members, other than the Board of Directors, specifying the general nature of the business to be transacted, such Officer shall cause notice to be given promptly, but in no event later than twenty (20) days after receipt of the request, that a meeting will be held at the time requested by the person or persons calling the meeting, which time shall be not less than thirty-five (35) and not more than sixty (60) days after receipt of the request. Except in special cases where other express provision is made by statute and as set forth herein, notice of such special meetings shall be given in the same manner as for annual meetings of Members.

4.14 ADJOURNED MEETINGS AND NOTICE THEREOF. Any Members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by vote of a majority of the Voting Members who are present there, but in the absence of a quorum, no other business may be transacted at any such meeting except as provided in these ByLaws.

When any Members' meeting, either annual or special, is adjourned for forty-five (45) days or less, the time and place of the adjourned meeting shall be announced at the meeting at which the adjournment is taken. When any Members' meeting, either annual or special, is adjourned for more than forty-five (45) days, notice of the adjourned meeting shall be given to each Member of record entitled to vote at the adjourned meeting as in the case of an original meeting. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

4.15 ENTRY OF NOTICE OF DELIVERY. An affidavit executed by the Secretary or any Assistant Secretary or any other Officer of this Corporation to the effect that any notice or report required to be given to a Member by law or the ByLaws of the Corporation was mailed or otherwise sent by electronic or other delivery shall be sufficient evidence that such notice or report was duly given to such Members. If any notice or report addressed to a Member at the address of such Member appearing on the books of the Corporation is returned to the Corporation by the United States Postal Service or the electronic equivalent thereof marked to indicate that the service is unable to deliver the notice or report to the Member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the Member upon written demand of the Member at the principal executive office of the Corporation for a period of one (1) year from the date of the giving of the notice or report to all other Members.

4.16 CONSENT OF ABSENTEES. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person objects 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 required by law to be included in the notice but not so included, if such objection is expressly made at the meeting.

4.17 ACTION WITHOUT MEETING. Any action which may be taken at any annual or special meeting of the Members may be taken without meeting and without prior notice if authorized by a written consent setting forth the actions taken, signed by the minimum number of Voting Members that would be necessary to authorize or take such action at a meeting at which all Voting Members entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation. Any Voting Member giving a written consent may revoke any such consent by a writing received by the Corporation prior to the time that written consents of the number of Voting Members required to authorize the proposed action have been filed with the Secretary of the Corporation, but may not do so thereafter. Such revocation shall be effective upon its receipt by the Secretary of the Corporation.

4.18 PROXIES. With the exception of the annual election of the Board of Directors, every Voting Member shall have the right to vote or execute the consents either in person or by an agent or agents authorized by a written proxy executed by such person or his or her duly authorized agent; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless the Voting Member executing it specifies therein the length of time for which such proxy is to continue in force.

4.19 NO ENDORSEMENT. No member may use the name of the Corporation in connection with any endorsement without prior authorization of the Board of Directors.

Article V: BOARD OF DIRECTORS

5.1 POWERS. Subject to limitations of the Articles of Incorporation and of these ByLaws and of applicable laws, all corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

a. To select and remove all other Officers, agents and employees of the Corporation; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these ByLaws; fix their compensation; and require from them security for faithful service;

b. To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore consistent with applicable laws, the Articles of Incorporation, or the ByLaws, as they may deem best;

c. To establish such standing and ad hoc committees as the Board may determine from time to time are necessary to conduct, manage, and control the affairs and business of the Corporation and to make such rules and regulations for the operation of such committees as are not inconsistent with applicable laws, the Articles of Incorporation, or the ByLaws, as they may deem best;

d. To adopt, make, and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided, such seal shall at all times comply with the provisions of law;

e. To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore;

f. To set and collect annual contributions or dues from the Membership, to manage in the manner they may deem best all funds and property, real and personal, received, acquired or earned by the Corporation, and to distribute, disburse or expend them;

g. To fill a vacancy on the Board of Directors, including any vacancy resulting from the death, resignation, or removal of a Director, until the next annual or special membership meeting at which elections for the Board of Directors are held;

5.2 NUMBER OF Directors. The authorized number of Directors of the Corporation shall be not less than seven (7) nor more than twenty-one (21), until changed by amendment of the Articles of Incorporation or by a duly adopted Bylaw amending this Section. The initial number of Directors set by the Board shall be nine (9). The exact number of Directors shall be set by the Board of Directors from time to time. Upon the creation of one or more new Board positions, the Board shall make interim Board

appointments until the next annual or special membership meeting at which elections for the Board of Directors are held.

5.3 ELECTION, TERM OF OFFICE AND QUALIFICATIONS.

a. The Directors shall be elected by written ballot as provided in this Article V or at each annual meeting of the Members, as decided by the Board of Directors. If not elected by written ballot and if any such annual meeting is not held or the Directors are not elected thereat, the Directors may be elected at any special meeting of the Members held for that purpose. Except as provided in this Section 5.3, the term of office for each Director shall be two (2) years, not including any time served in an interim appointment by the Board of Directors to fill a vacancy or a newly-created Board position. No Director may serve on the Board of Directors for more than four (4) consecutive two-year terms; provided, however, that the last term of any Director who is an incumbent Officer of the Corporation shall be extended for as long as that Director remains an Officer. Each Director shall hold office until the first board meeting following the election of his or her respective successor or until his or her death or resignation, or until he or she is removed from office. Each Director shall at all times be a Voting Member in good Standing. No paid staff person of the Corporation shall at the same time be a Director.

b. In order to provide for an orderly rotation of Board members, one-half of the original Board of Directors' terms shall be for one year and one-half for two years. If the original Directors are unable to agree on which Directors' terms will expire after one and after two years, random lots shall be drawn for this purpose. Initial shortened terms shall not constitute a full two year term of office for purposes of term limits in this provision.

5.4 NOMINATING COMMITTEE. The Board shall provide for the appointment of up to five members of the Corporation, at least two of whom are not then Directors, to constitute a Nominating Committee. This Committee shall nominate at least as many persons as the number of Directors to be elected as Directors for the ensuing term. For the purposes of the first election of the Board of Directors, the group of Ocean Park residents who have formed this Corporation shall constitute the Nominating Committee.

5.5 OTHER NOMINATIONS. Members of the Corporation comprising 5% of the membership or 30 Members, whichever is less, may also nominate one or more candidates for Director by a petition signed within eleven (11) months preceding the next election and delivered to the principal office of the Corporation by the date set for the close of nominations.

5.6 NOMINATION PROCEDURES. All nominees must be Members of the Corporation in good standing and must agree to accept the nomination. Nominations shall be closed no later than four (4) weeks preceding the annual meeting at which the election is scheduled. The Nominating Committee shall request the nominees individually to submit a statement on behalf of their candidacy after the close of nominations. The Committee shall then file the nominations and statements with the Secretary, with the nominations arranged randomly to be distributed to all members no later than one (1) week preceding the date set for the election. The form

of the statement shall be established by the Nominating Committee, which shall decide on any questions of compliance with any standards that the Committee may establish with respect to such form.

Notwithstanding the previous conditions for nominations, for the purposes of the first election of the Board of Directors, the group of Ocean Park residents who have formed this Corporation shall constitute the Nominating Committee and shall be empowered to nominate candidates for the Board of Directors at any time prior to the election without meeting any of the conditions set forth in the previous paragraph.

5.7 SOLICITATION OF VOTES IN CORPORATE PUBLICATIONS. Whenever the Corporation publishes any material soliciting a vote for any nominee for Director in any publication owned or controlled by the Corporation, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

5.8 INSPECTORS OF ELECTION. The Board of Directors shall appoint from the membership of the Corporation three (3) Inspectors of Election who shall supervise the election, oversee the counting of ballots, tabulate the results, report to the President and Secretary in writing the number of votes for each candidate and the names of those elected to serve as Directors. The Inspectors of Election shall preserve the ballots for a four (4) month period to facilitate any recount. No Director or nominee may serve as an Inspector of Election.

5.9 RECOUNT. The Inspectors of Election shall have sole discretion to determine whether a recount shall occur. If the Inspectors of Election decide a recount shall take place, they shall supervise the recounting of ballots, tabulation of results, and preparation of a report to the President and Secretary in writing concerning the results of the recount.

5.10 ORGANIZATIONAL MEETING. At the first regular meeting following each annual meeting of Members, the Board of Directors shall determine the date, time, and location of regular meetings, and shall elect Officers. The results shall be communicated to the membership within one month following the Organizational Meeting by posting the information on the Corporation's website.

5.11 OTHER REGULAR MEETINGS. The Board of Directors shall meet regularly at the time and place designated by the Board of Directors. Notice of all such regular meetings of the Board of Directors is hereby dispensed with.

5.12 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called at any time by the President or any of three (3) Directors. Special meetings of the Board of Directors shall be held, upon four (4) days' notice by first-class mail or 48 hours' notice delivered personally or communicated by telephone, facsimile, e-mail, or other similar means of communications. Any Special Meetings shall be open to the membership and announced as to time, location and agenda on the Corporation's website at least 48 hours in advance.

5.13 OPEN MEETINGS. All meetings of the Board of Directors or any Committee thereof shall be open to attendance by any Member, but nothing shall prevent the Board of Directors or any Committee thereof from

convening in private session for the consideration of any matter pertaining to the actual or potential litigation or personnel matters or when the Board of Directors otherwise believes it is in the Corporation's best interests to do so; provided, however, the vote or final action shall be taken in open session with the exception of matters pertaining to an actual or potential litigation or personnel matters.

5.14 NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting shall be given to Directors absent from the meeting adjourned.

5.15 ENTRY OF NOTICE. Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be sufficient evidence that due notice required by law and the ByLaws of the Corporation was given.

5.16 WAIVER OF NOTICE. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, 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. All such waivers, consents, and approvals shall be filed with the corporate records or made apart of the minutes of the meetings.

5.17 QUORUM. A majority of the number of Directors positions currently filled, or of any Committee thereof shall be necessary to constitute a quorum for the transaction of business by the Board of Directors or any such Committee, as the case may be. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors or Committee Members if any action taken is approved by at least a majority of the required quorum for such meeting. Subject to the foregoing sentence of this Section, every act or decision done or made by a majority of the Directors or Committee Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors or Committee thereof, as the case may be, unless a greater number be required by law, the Articles of Incorporation, or these ByLaws. Directors shall be deemed present at any meeting of the Board of Directors or any Committee thereof and may participate therein if present through use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another.

5.18 ADJOURNMENT. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time, place, and hour, provided however, that in the absence of a quorum, the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors.

5.19 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if at least two-thirds of the members of the Board of Directors 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 of Directors.

5.20 REMOVAL. After the opportunity for hearing at a regular or special meeting of the Board of Directors, a majority of authorized number of Directors of this Corporation may remove from office (a) any Director who abuses his/her authority or discretion as a Director of this Corporation or (b) any Director who engages in any fraudulent or dishonest act with reference to, or breached his/her fiduciary duty to, this Corporation. Failure to attend three (3) consecutive regular Board of Directors' meetings or attendance at less than half of the regular Board of Directors' meetings in the previous twelve (12) month period shall constitute resignation from the Board provided, however, that if a Director notifies the President, Vice President, or Secretary prior to a regular Board of Directors' meeting that he or she will be absent from such meeting due to illness, travel outside of the County of Los Angeles, or for other reason deemed to be good cause by a majority of the number of Directors currently set by the Board of Directors of this Corporation, and a resolution is adopted by the Board of Directors excusing said absence, then such absence shall not be counted for this purpose.

5.21 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Officers designated by the Board, together with any other members of the Board of Directors whom the President may appoint, subject to confirmation by the Board of Directors. The Board of Directors may establish rules, regulations, procedures, and duties for the operation of the Executive Committee. The Executive Committee may exercise the powers of the Board of Directors in between Board meetings, subject to ratification by the Board of Directors at the Board's next regularly scheduled meeting.

Article VI: OFFICERS

6.1 OFFICERS. The Officers of the Corporation shall be:

- a. President,
- b. Vice-President,
- c. Secretary,
- d. Treasurer, and
- e. Such other Officers as the Board of Directors may appoint.

The Board of Directors is granted full power and authority to change the titles of the offices. No person may hold more than one office.

6.2 ELECTIONS. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Sections 6.3 or 6.5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his/her office until his/her successor is appointed, until s/he resigns or until s/he is removed from office.

6.3 SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the ByLaws or as the Board of Directors may from time to time determine.

6.4 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 a regular or special meeting of the Board, or, except in case of an Officer chosen by the Board of Directors, by the Executive Committee upon whom such power of removal may be conferred by the Board of Directors.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Corporation. 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.

6.5 VACANCIES. A vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board of Directors at a regular or special meeting.

6.6 PRESIDENT. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the Corporation. The President shall be the spokesperson for the Corporation. He or she shall preside at all meetings of the Members and at all meetings of the Board of Directors and Executive Committee. He or she shall be an ex-officio member of all the Standing Committees, if any; shall have the general powers and duties of management usually vested in the office of president of a Corporation; and shall have such other powers and duties as may be prescribed by the Board of Directors or these ByLaws.

6.7 VICE-PRESIDENT. In the absence or disability of the President, the Vice-President 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 shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors or these ByLaws.

6.8 SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of Directors and of Members at the principal office of the Corporation or at such other place as the Board of Directors may order. The minutes shall record the time and place of the meeting, whether regular or special, and if special how authorized, the notice thereof given, the names of those Directors and Members present, and the proceedings thereof. The Secretary shall keep and maintain or cause to be kept or maintained a membership roster showing the name and address of each Member of the Corporation.

The Secretary shall give or cause to be given notice of all meetings of Members and the Board of Directors as required by these ByLaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these ByLaws.

6.9 TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, an adequate and correct account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The

Treasurer shall also be responsible for the filings of any such documents necessary as dictated by the Corporation's non-profit status. The books of account shall be open for inspection by appointment by any Member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors and shall render to the President and Directors, when they request it, an account of all of the Treasurer's transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these ByLaws.

Article VII: MISCELLANEOUS

7.1 INSPECTION OF CORPORATION RECORDS. The books of account, and minutes of proceedings of the Members and Board of Directors shall be open to inspection upon the written demand of any Director, at any reasonable time, and for a purpose reasonably related to such person's membership interest. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

7.2 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notices or other evidence of indebtedness issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

7.3 CONTRACTS, ETC., HOW EXECUTED. The Board of Directors, except as the ByLaws or Articles of Incorporation otherwise provide, may authorize any Officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

7.4 INSPECTION OF BYLAWS. The Corporation shall keep in its principal office of the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during business hours.

7.5 INDEMNIFICATION OF DIRECTORS AND OFFICERS. Subject to the provisions of the Corporation Code of the State of California, each Director and Officer, whether or not then in office, shall be indemnified by the Corporation against all liabilities, costs, and expenses reasonably incurred by or imposed upon such Director or Officer in connection with or arising out of any action, suit or proceeding in or to which such Director or Officer may be involved or made a party by reason of being or having been a Director or Officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the

Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or Officer with respect to matters as to which such Director or Officer shall be finally adjudged in any such action, suit, or proceeding to have been derelict in the performance of duty in which any settlement or compromises are effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion; and in no event shall anything herein contained be construed as to authorize the Corporation to indemnify any such Director or Officer against any liability or expense by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of her or her office. The foregoing right of indemnification shall not be exclusive of their rights to which any Director or Officer may be entitled by law.

Article VIII: AMENDMENTS

After the 2007 Annual meeting, the Board of Directors is prohibited from unilaterally amending or repealing the existing By-laws. Future amendments can only be made by the full membership at an annual meeting or special meeting, subject to the notice requirements for such meetings and agendaed at least 10 days prior. Such amendments shall require a 2/3 majority vote of those members in attendance.

Adopted: 29 August 2004

Amended: 13 July 2008

Amended: 8 November 2010