

ROSCOMARE VALLEY ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

BYLAWS

(as restated and in effect on May __, 1986)

ARTICLE III, SECTION 2 amended 5/16/1989
ARTICLE VI, SECTION 6 amended 3/20/1990
ARTICLE VI, SECTION 9 amended 1/06/1991
ARTICLE VI, SECTION 7 amended 7/21/1992

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ROSCOMARE VALLEY ASSOCIATION

a California Nonprofit Mutual Benefit Corporation
(incorporated April 7, 1952)

BYLAWS

(as restated and in effect on May __, 1986)

ARTICLE I OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("principal office") is located and shall continue to be located at the residence of the President of the corporation during the term of such person's office. The location of such principal office, as so changed from time to time, shall be noted by the Secretary on the page of these bylaws opposite this section. The directors may from time to time change the principal office from one location to another within the area described in Section 2 of Article III of these bylaws.

SECTION 2. OTHER OFFICES

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE II OBJECTIVES AND PURPOSES

This corporation is to engage in any lawful act or activity for which a corporation may be organized under the Non-profit Mutual Benefit Corporation Law of California.

Not in limitation of such purpose but as a further delineation thereof, this corporation was formed and organized and is operated:

(1) To protect, promote and further the interests and welfare of residents and owners of property situated on Roscomare Road in Los Angeles, California, and on streets intersecting the same or tributary thereto, or in the vicinity thereof.

(2) To preserve and enhance the value of homes within such area and appurtenances thereof.

(3) To encourage and enrich aesthetic, architectural and horticultural improvement and development of the environment.

(4) To maintain building and zoning restrictions and other protective devices and measures, including residential covenants, conditions and restrictions.

(5) To rectify and improve topographical, structural and other physical features and conditions.

(6) To foster cultural and social growth and activity among and for the benefit of said residents and property owners.

(7) To carry on and conduct any lawful undertaking, transaction or operation and to do or cause to be done any and

all other acts and things which in the judgement of the board of directors shall be deemed necessary or desirable for the furtherance or accomplishment of the foregoing objectives of this corporation, the advancement of its interests and the security, felicity and welfare of said residents and property owners, or any of them.

(8) To have, enjoy and exercise all of the rights, powers and privileges which are now or which may hereafter be conferred upon nonprofit corporations by the laws of the State of California, and to do any and all of the things hereinabove stated to the same extent as a natural person might or could do, all to the end that the foregoing civic and community goals may be fully and effectually undertaken, pursued and accomplished.

ARTICLE III MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS

There shall be but one class of membership in this corporation.

SECTION 2. QUALIFICATIONS (amended 5/16/1989)

Any person eighteen years of age or older and/or the spouse of any such person, and any firm or corporation, owning of record real property, or any such person, firm or corporation, renting or leasing such property situated along Roscomare Road in Los Angeles, California, or along streets intersecting the same or tributary thereto, or in the vicinity thereof, within such area as may be specified from time to time by the board of directors, and any such person and/or spouse, firm or corporation as shall be eligible for membership upon payment of such dues as shall from time to time be fixed by the board of directors. No person and/or spouse, firm or corporation shall be entitled to more than one membership in this corporation regardless of the number of units or parcels of real property owned, rented or leased by such person and/or spouse or other entity within the area so specified.

SECTION 3. PROPERTY RIGHTS

No member shall have any vested or other interest in any of the property of the corporation.

SECTION 4. DUES

Each member must pay, within the time and on the conditions set by the board of directors, the annual membership dues in amounts to be fixed and determined from time to time by the board of directors. These dues shall be equal for all members. Such dues, so fixed and determined, shall remain in effect as the annual dues of the members until changed by further resolution of the board of directors. Written notice requesting payment of dues shall be given promptly following the commencement of each fiscal year to such members as shall not have previously paid their respective dues for such year, and to nonmembers who shall be

qualified for membership. Any member failing to make payment of annual dues within a period of three (3) months following the commencement of the fiscal year will thereupon forfeit such person's membership, but such membership shall be reinstated upon subsequent payment of such dues, if the holder hereof shall then be eligible therefor.

SECTION 5. TRANSFER OF MEMBERSHIPS

Memberships in this corporation are and shall be deemed to be personal to the members, and no such membership shall be transferable. Any attempted sale, transfer, assignment or other disposition of any membership in this corporation shall be void and of no effect.

SECTION 6. TERMINATION OF MEMBERSHIP

The membership of any member shall terminate upon occurrence of any of the following events:

- (a) The death of the member.
- (b) The resignation of the member.
- (c) Any event which renders such member ineligible for membership as provided in Section 2 hereof.
- (d) Default in the payment of annual membership dues prior to the expiration of the period for payment of the same as provided in Section 4 hereof.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within a radius of ten (10) miles of the then principal office of the corporation, as shall be designated by the board of directors, or in the case of a meeting called by members as provided in Section 3 hereof, by the members giving notice of such meeting. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation.

SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held during the month of May of each year, upon such date and at such time as the board of directors shall determine, pursuant to notice as provided in Section 4 of this Article IV. Such meeting shall be held for the purpose of electing directors to serve until their successors shall be duly elected and for transacting such other business as may be properly brought before the meeting. If the annual meeting of members shall not be held, or if directors shall not be elected at the annual meeting or at any adjournment thereof, directors and officers may thereafter be elected at any special meeting of the members. Directors and officers so elected at any special meeting of members shall hold office until the election of their successors.

SECTION 3. SPECIAL MEETING

(a) Persons authorized to call. A special meeting of the members may be called at any time by (i) the board of directors, (ii) the President, (iii) ten (10) or more members, or by five (5) percent of the members even if less than ten (10) in number.

(b) Meetings called by members. If a special meeting is called by members (other than the board of directors or the President), a written notification of such call shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, any Vice-President, or the Secretary of the corporation. Such notification shall specify (i) a suggested date of such meeting, which date shall be not less than 35 or more than 90 days following the receipt of the request, and (ii) the general nature of the business proposed to be transacted. The officer receiving the notification shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article IV, that a meeting will be held, and the date and place of such meeting, both of which shall be determined by the board of directors, although the date so determined shall not be earlier than ten (10) days prior to the date suggested in the notification nor more than ten (10) days thereafter. If the notice is not given within 20 days after receipt of the notification, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the board of directors or by the President.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

(a) General notice contents. All notices of meeting of members shall be in writing and shall be sent or otherwise given in accordance with subsection (c) of this Section 4 of this Article IV, not less than 10 nor more than 90 days before the date of the meeting.** Each such notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general

The time limits stated are statutory requirements. Normally, the date actually selected might be not less than thirty-five (35) nor more than forty (40) days following delivery of the request.

** The time limits stated are statutory. Notice of special meetings will normally be given between 10 and 30 days in advance of the meeting date, and 25 - 30 days in advance of annual meetings.

nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal or proposals:

- (i) Removing a director without cause;
- (ii) Filling vacancies on the board of directors by the members;
- (iii) Amending the articles of incorporation;
- (iv) Approving a contract or transaction in which a director has a material financial interest.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally, or by delivery to the premises of the member's residence, or by first-class mail, telegraphic or other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or to the premises above stated, or deposited in the mail, or sent by telegram or other means of written communication, or published as above stated.

(d) Declaration of notice. A declaration in writing of the mailing or other means of giving any notice of any members' meeting may be executed by the person or persons giving such notice "under penalty of perjury", stating the date and place of execution and declaring the facts therein stated to be true of such person's own knowledge, and if so executed, shall be filed and maintained in the minute book of the corporation.

SECTION 5. QUORUM

(a) Number required. The presence in person of twenty-five (25) members shall constitute a quorum for the transaction of business at a meeting of the members, except that if fewer than one-third of the members actually attend an annual meeting, then no subject may be acted on at such meeting unless a statement of its general nature was sent to the members at least ten (10) days before the meeting in the manner required by the provisions of Section 4 hereof.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by vote of the majority of the members present at the meeting, but in the

absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article IV. No notice of any adjourned meeting of members need be given if the time at which and place to which the meeting is adjourned shall be announced at the time the motion to adjourn is adopted, unless the meeting is adjourned for thirty (30) days or more, in which event notice of the adjournment shall be given as in the case of an original meeting. At any such adjourned meeting at which the number of members required by Section 5(a) hereof shall be present, any business may be transacted which might have been transacted at the meeting as originally scheduled or noticed, had a quorum been present at such a meeting.

SECTION 7. VOTING

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article IV, subject to the provisions of the California Nonprofit Corporation law. Every such person shall be entitled to one vote on each matter submitted to a vote of the members. If a membership is held by more than one (1) person, firm or corporation, whether jointly or otherwise, the holders of such membership shall be collectively entitled to but one (1) vote, which vote shall always be cast as all or a majority as such holders agree, and in the absence of such agreement, then such vote shall be deemed and regarded as not having been cast.

(b) Nonrecognition of proxies. All voting rights shall be exercised in person and proxies shall not be recognized for any purpose.

(c) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors must be by ballot except as provided in subsection (c) of Section 1 of Article V of these bylaws. All such ballots shall be filed with the Secretary of the corporation and retained in the corporate records until the next ensuing election of directors.

(d) Majority of members present. If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote and voting on any matter (other than the election of directors), shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each person entitled to vote, who was not present in person, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or

special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article IV or in Corporation Code Section 7511(f), the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9. ACTION BY WRITTEN CONSENT OR BY
WRITTEN BALLOT, WITHOUT A MEETING

(a) General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice (i) upon compliance with the provisions of this section concerning solicitation of written ballots, or (ii) if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(b) Solicitation of written ballots. The corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 4 of this Article IV for giving notice of special meetings. All solicitations of votes by ballot shall (1) indicate the number of responses need to meet the quorum requirement, (2) state the percentage of approvals necessary to pass the measure(s), and (3) specify a reasonable time within which the ballot must be received by the corporation in order to be counted. Each ballot so distributed shall (i) set forth the proposed action, and (ii) provide the members an opportunity to specify approval or disapproval of each proposal.

(c) Quorum; majority. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds a majority of the then existing membership, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Revocation. No written ballot may be revoked after delivery to the corporation or deposit in the mails, whichever first occurs.

(e) Filing. All such written ballots (other than for election of directors) shall be filed with the Secretary of the corporation and retained in the corporate records for a period of one year.

(f) Effect of Noncompliance. To the extent provided by Section 7514(c) of the California Corporations Code, failure to comply with this section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the Law.

SECTION 10. RECORD DATE FOR MEMBER NOTICE, VOTING,
AND GIVING CONSENTS AND OTHER ACTIONS

(a) To be determined by board of directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the board of directors may fix, in advance, a "record date", which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any termination, reinstatement or initiation of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Mutual Benefit Corporation Law.

(b) Failure of board to determine date.

(1) Record date for notices of voting. Unless fixed by the board of directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(2) Record date for written consent to action without meeting. Unless fixed by the board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting shall be the day on which the first written ballot is mailed or solicited.

(3) Record date for other actions. Unless fixed by the board, the record date for determining those members entitled to take any other action shall be the date on which the board adopts the resolution relating thereto, or on the 60th day prior to the date of such other action, whichever is later.

(c) Definition of "Record date". For the purposes of this Section 10, a person holding membership as of the close of business on the record date shall be deemed the member of record.

ARTICLE V
ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Nominating committee. The President shall appoint a committee of from three (3) to five (5) members of the corporation to select qualified candidates for election to the board of directors at least sixty (60) days before the date of any election of directors. The nominating committee shall make its report at least forty-five (45) days before the date of the election; there shall be no minority report. The notice of any meeting at which directors are to be elected shall include the names of all of those persons who are nominees at the time the notice is given to members.

(b) Nominations by members. Members representing two (2) percent of the membership may nominate candidates for

directorships at any time before the thirtieth (30th) day preceding such election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee as provided in subsection (c) below.

(c) Listing of nominees. The names of all candidates so nominated to membership on the board of directors (excluding those nominated from the floor) shall be listed in a single column on the ballot in alphabetical order without designation of whether any such nomination was made by the board of directors or by the members.

(d) Nominations from the floor. At any meeting to elect directors, any member present at the meeting may place a name or names in nomination, which nominations, if duly seconded, shall be requested for insertion by each member in spaces to be provided at the foot of each ballot.

(e) Close of nominations. If after the close of nominations the number of persons nominated for the board is not more than the number of directors to be elected, the corporation may without further action declare that those nominated and qualified to be elected have been elected.

(f) Solicitation of votes. If more persons are nominated for the board than can be elected, the election shall take place by means of a procedure which permits all nominees a reasonable opportunity to solicit votes and all members a reasonable opportunity to choose among the nominees.

(g) Mailing election material. On written request made by any nominee for election to the board of directors and accompanying payment of the reasonable costs of mailing (including postage), the corporation shall, within ten (10) business days after the request (provided such payment has been made), mail to all members, or to such portion of them as the nominee may reasonably specify, any material which the nominee may furnish and which is reasonably related to the election, unless the corporation within five (5) business days after the request allows the nominee, at the corporation's option, the right to do either of the following: (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days (i) after the demand is received or (ii) after the date specified in such demand as the date as of which the list is to be compiled.

(h) Refusal to publish or mail material. The corporation may not decline to publish or mail material that it is otherwise required hereby to publish or mail on behalf of any nominee, on the basis of the content of the material, except that

the corporation or any of its agents, officers, directors, or employees may seek and comply with an order of the Superior Court permitting deletion of material which the court finds will expose the moving party to liability.

(i) Support of nominee. No corporate funds may be expended to support any nominee for director.

SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors. In the event of a tie in the number of votes for each of two or more candidates who but for such tie would otherwise have been elected as a director, a further vote of members present at the meeting shall be taken and the candidate receiving the highest number of such votes shall be elected as a director.

ARTICLE VI DIRECTORS

SECTION 1. POWERS

(a) General corporate powers. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, and subject to action upon any specific issue or issues taken by the members at an annual or special meeting of members or by written ballot as provided in Section 9 hereof, which action shall be binding upon the board of directors, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Specific powers. Without prejudice to those general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation, if any.

(ii) Change the principal office of the corporation from one location to another.

(iii) Make use of the corporate seal, and alter the form thereof.

SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of directors shall be fifteen (15). Each director must be a member of the corporation at the date of such person's election as a director and throughout the term of such office. No person shall be qualified for election as a director for service during any part of a term immediately following three (3) consecutive terms during any portion of each of which terms such person shall have served as a director. Any such person may nevertheless be qualified for appointment as an

Advisor to the board of directors as provided in Section 3 of Article VII of these bylaws.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which such director was elected and until a successor has been elected and qualified.

SECTION 4. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of any of the following events: (i) the death, resignation, termination of membership in the corporation, or removal of any director, (ii) an increase of the authorized number of directors, or (iii) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Removal of directors. In the discretion of the board of directors, a director may be removed from membership on such board in any of the following events: The declaration by resolution of the board of directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or who has been convicted of a felony, or who has been found by final order or judgement of any court to have been in breach of a duty under California Corporations Code Section 7230, et seq. Any or all directors may be removed without cause by action of the members.

(c) Failure to attend meetings. Any director who shall fail to attend an aggregate of three (3) consecutive regular meetings of the board (including any special meeting held in lieu of a regular meeting) during any term for which such director shall be elected, shall be deemed to have resigned from the board unless he shall, on or at any time prior to fifteen (15) days after the third of such meetings, deliver a written explanation of such failure, either to the President or to the Secretary of the corporation, whereupon the board may in its discretion take action to reinstate such person as a member of the board of directors. If no such explanation shall be so delivered, or if the board shall fail to reinstate such person at its first regular or special meeting held after the delivery of such explanation, a vacancy shall be deemed to have been created on the board of directors.

(d) Resignations. Any director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take

office when the resignation becomes effective.

(e) Vacancies filled by directors. Vacancies on the board of directors, including a vacancy created by the removal of a director, may be filled by action of the board, or if the number of directors then in office is less than a quorum, by (i) unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with the provisions of these bylaws, or (iii) a sole remaining director.

(f) Vacancies filled by members. The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. Any such election by written consent shall require the consent of a majority of the members.

(g) Reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the board of directors may be held at any place within the County of Los Angeles, State of California, which has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the board shall be held at any place within the County of Los Angeles, State of California, which has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

SECTION 6. ORGANIZATION MEETING (amended 3/20/1990)

~~As soon as convenient~~ Within a period of not more than ten (10) days following each annual meeting of members, the board of directors shall hold a meeting for the purpose of organization, election of officers, and the transaction of other business as may be appropriate. Such meeting shall be called and conducted by the President and other principal officers of the corporation continuing in office until their respective successors shall be so elected and shall be qualified by acceptance of such office.

SECTION 7. OTHER REGULAR MEETINGS (amended 7/21/1992)

Other regular meetings of the board of directors shall be held without call on the first Tuesday of each month on a day that the board determines for the year. Notice of such regular meetings

shall conform to that hereinbelow prescribed with respect to special meetings of the board, including special meetings held in lieu of regular meetings. In addition, the Secretary shall prepare and deliver a memorandum to each member of the board of directors, as soon as convenient following the organization meeting of the board, listing the time, date and the place of each such regular meeting until the annual meeting of the members next ensuing. The board shall approve the contents of such memorandum.

SECTION 8. SPECIAL MEETINGS

(a) Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the President, or any Vice President, the Secretary, or any two directors.

(b) Notice

(i) Manner of giving. Notice of the date, time and place of regular and special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time and place for the meeting, together with an agenda of such matters to be presented to the meeting as shall then be known to the President or to the Secretary at the time of transmittal of such notice.

SECTION 9. QUORUM (amended 1/6/1991)

A majority of the authorized currently serving number of directors, or one-half of an authorized even number of currently serving directors, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article VI. Every act of decision done or made by a majority of the directors present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, especially those provisions relating to (i) approval of the contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. 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 10. WAIVER OF NOTICE

The transactions of any meeting of the board of directors however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting, before or at its commencement, with respect to the lack of adequate notice.

SECTION 11. MEMBERS' ATTENDANCE AT BOARD MEETINGS

Any person may attend any meeting of the board of directors at the invitation of any member of the board of directors, subject to reasonable prior notice to the President. Any member, whether or not so invited, may nevertheless attend any such meeting.

SECTION 12. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 13. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 14. ACTION WITHOUT MEETING

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, individually or collectively, consent in writing to that action.. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

SECTION 15. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees shall not receive any fee or other compensation for their services in such capacities.

ARTICLE VII
COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution may:

(a) take any final action on matters which, under the Nonprofit Mutual Benefit Corporation Law of California, also require members' approval or approval of a majority of all the members;

(b) fill vacancies on the board of directors or in any committee which has the authority of the board;

(c) fix compensation of the directors for serving on the board or on any committee;

(d) amend or repeal bylaws or adopt new bylaws;

(e) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

(f) appoint any other committees of the board of directors or the members of those committees;

(g) expend corporate funds to support any nominee for director; or

(h) approve any transaction (1) to which the corporation is a party in which one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation and any person in which one or more of its directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with, those provisions of Article VI of these bylaws which concern meetings of directors, with such changes in the context of such bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee to which they are assigned. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3. ADVISORS AND ADVISORY COMMITTEES

The President may appoint one or more Advisors to the board of directors who shall be expected to attend meetings of the board on a regular basis. In addition, the President may appoint one or more Advisory Committees to be composed of or to include members of the corporation who are not members of the board of directors, to advise the officers and directors of the corporation with respect to such matters as the President or the board shall assign to any such committee. No such Advisor and no such committee shall have or be subject to any of the responsibilities of the board of directors or have or exercise any of the authority of such board.

SECTION 4. COMMITTEES WITH NON-DIRECTOR MEMBERS

If any committee is to have non-director committee members, it should be clearly designated an "advisory committee".

ARTICLE VIII OFFICERS

SECTION 1. PRINCIPAL OFFICERS

The principal officers of the corporation, to be chosen from among the members of the board of directors, shall be a President, who shall be the chief executive officer, one or more Vice-Presidents, to be ranked if more than one, a Secretary and a Treasurer, who shall be the chief financial officer, all of which officers shall be elected from among the members of the board of directors. The corporation may also have, at the discretion of the board of directors, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VIII. Any number of offices may be held by the same person, except that neither the Secretary nor the chief financial officer may serve concurrently as the President of the corporation. No officer shall receive any salary or compensation for services as such officer.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article VIII, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. ADDITIONAL OFFICERS

The board of directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

SECTION 4. REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner described in these bylaws for regular appointments to that office.

SECTION 7. RESPONSIBILITIES OF OFFICERS

(a) President. The President shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the corporation. He shall preside at all meetings of the members and at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws. Unless he may elect to abstain from voting, the President shall be entitled to vote on any issue presented for action at any meeting of the board of directors, whether by ballot or otherwise, or to participated in any written consent of all members of such board.

(b) Vice-Presidents. In the absence or disability of the President, the Vice-Presidents, if any, in order of their rank as fixed by the board of directors, 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-Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors.

(c) Secretary. The Secretary shall have the following duties:

(i) Book of minutes. The Secretary shall keep or cause to be kept, at the principal office or at such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, to record and reflect the time and place of such meetings, whether such meetings were regular or special in

character and, if special, how the same were authorized, the notice given, the names of those present at board and committee meetings, the number of members present at members' meetings, and the proceedings of all such meetings. The Secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or by the bylaws.

(ii) Membership records. The Secretary shall keep, or cause to be kept, at the principal office, or at such other place as the board of directors shall determine, a record of the corporation's members, showing the names of all members and their respective addresses.

(iii) Notices, seal and other duties. The Secretary shall give, or cause to be given notice of all meetings of the members and of the board of directors required by the bylaws to be given. Such officer 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 the bylaws.

(e) Treasurer. As the chief financial officer, the Treasurer shall have the following duties:

(i) Books of account. The Treasurer shall keep and maintain, or cause to be kept and maintained, 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 other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit all corporate funds and other valuables in the name and to the credit of the corporation with such depositories and subject to such signature as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the President and directors, whenever they request it, an account of all of his transactions as Treasurer and chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Bond. If required by the board of directors, the Treasurer, as chief financial officer, shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of such office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of such officer upon the death, resignation, retirement, or removal from office of such officer.

(iv) Additional powers and duties. The Treasurer shall have such additional powers and perform such other duties as may from time to time be prescribed by the board of directors or by the bylaws.

ARTICLE IX
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES, AND OTHER AGENTS

The scope and extent of the corporation's power to indemnify any person, including but not limited to its officers and directors, who was or is a party or threatened to be made a party to any legal proceeding, shall be determined by Section 7237 of the Corporations Code of California as the same shall then be in force and effect.

ARTICLE X
RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members, board, and committees of the board;
- (c) A record of its members, reflecting their names and respective addresses.

All such records shall be kept at the corporation's principal office, or at such other convenient place within the area described in Section 2 of Article III of these bylaws as the board of directors shall determine.

SECTION 2. MEMBER'S INSPECTION RIGHTS

(a) Member's names and addresses.

(i) Any member of the corporation may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days prior written demand on the corporation, stating the purpose for which the inspection rights are requested, which shall be a purpose reasonably related to such person's interest as a member, or

(ii) such member may obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of such demand. The demand shall state the purpose for which the list is requested, which shall be a purpose reasonably related to such person's interest as a member. Such list shall be made available to any such member by the Secretary on or before the later of ten (10) days (i) after the demand is received or (ii) after the date specified in such demand as the date as of which the list is to be compiled; and

(b) Books, records and minutes. Any member of the corporation may inspect the accounting books and records and minutes of the proceedings of the members, of the board and of committees of the board, at any reasonable time, upon written request and for a purpose, stated therein, which is reasonably related to such person's interest as a member.

(c) Exercise by agent or attorney. Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

(d) Restriction on use. No list of members, and none of the information obtained pursuant to any provision of this Section 2 of this Article X, may be used for any purpose other than that stated in the aforesaid demand or request for such list or information.

SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal office the original or a copy of the articles of incorporation and the bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 4. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations, if any. Such inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT TO MEMBERS

(a) Annual report of corporation. Not later than thirty (30) days after the close of the corporation's fiscal year, the board of directors shall cause an annual report to be mailed or delivered to the members. Such report shall contain the following information in reasonable detail:

(1) The assets and liabilities, including any trust funds, of the corporation as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including any trust funds, during the fiscal year.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by Section 6 of this Article.

(b) Audit or certificate. The report required by this Section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE XII
AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members, or by written assent of such members. Further, where any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the rights of members under Section 1 of this Article XII and the limitations set forth below, and subject also to provisions of the California Nonprofit Mutual Benefit Corporation Law, the board of directors may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(a) The board of directors may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors.

(b) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

(c) The board of directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

(i) Any provision increasing the terms of directors;

(ii) Any provision allowing one or more directors to hold office by designation or selection rather than by election by the members;

(iii) Any provision giving the board of directors power to fill vacancies on the board created by removal of directors;

(iv) Any provision increasing the quorum for members' meetings;

(v) Any provision creating, expanding, restricting, or repealing proxy rights;

(vi) Any provision having the effect or purporting to have the effect of restricting, impairing or diluting, in any way or to any degree, the rights of the members to control of the corporation, or the full and unobstructed exercise of such rights.