

BYLAWS
of
NORTH PARK COMMUNITY ASSOCIATION
A Nonprofit Public Benefit Corporation

ARTICLE I

Members

Section 1. Classes of Members. This corporation shall have one (1) class of voting members who are thus “members” within the meaning of the California Nonprofit Corporation Law (the “Law”) (presently Section 5056). The board of directors may make provision for various classes of nonvoting members.

Section 2. Selection. The voting members of this corporation shall be selected by the board of directors of this corporation.

Section 3. Consideration. Any class of membership, with or without voting rights, can be issued for no consideration or for such consideration as is determined by the board of directors.

Section 4. Multiple and Fractional Memberships. No person may hold more than one membership, and no fractional memberships may be held; provided, however, that, if authorized by the board, two or more persons may have an indivisible interest in a single membership.

Section 5. Transfer of Memberships. Memberships, with or without voting rights, in this corporation or any rights arising therefrom, are not transferable or assignable.

Section 6. Termination and Suspension of Membership. A voting as well as a nonvoting member may resign such member’s membership at any time by notifying the secretary. Resignation, however, shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and shall not diminish any right of this corporation to enforce any such obligation or obtain damages for its breach.

A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

All rights of membership, with or without voting rights, cease upon the member’s death or dissolution.

The board of directors, acting in good faith and by affirmative vote of fifty-one percent (51%) of all of the members of the board, may suspend, expel or terminate a voting member. The board shall give the voting member fifteen (15) days’ prior notice of the expulsion, suspension or termination and the reasons therefor. Notice may be given by any method

reasonably calculated to provide actual notice, including, but not limited to, facsimile, telegram, electronic mail and other “electronic transmission by the corporation” within the meaning of the Law (presently Section 20). Any notice given by mail must be given by first-class or registered mail sent to the last address of the voting member shown on this corporation’s records. The voting member shall have an opportunity in the manner specified in the notice to be heard, orally or in writing, by a person or body authorized by the board to hear the voting member, not less than five (5) days before the expulsion, suspension or termination is effective. By resolution, the board may establish a procedure to suspend, expel or terminate a nonvoting member.

ARTICLE II

Meetings of Members

Section 1. Regular Meetings. Regular meetings of voting members shall be held on the fourth Wednesday of April in each year at 6:00 P.M. Pacific Coast time for the purpose of electing directors and transacting such other business as may properly come before the meeting. If the day fixed for the regular meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of voting members may be called by the board, the chairman of the board or the president. In addition, special meetings of voting members for any lawful purpose may be called by five percent (5%) or more of the voting members. No business may be transacted at a special meeting unless the general nature of such business was stated in the notice to the special meeting.

Upon request in writing to the chairman of the board or the president by any person authorized by these bylaws to call a special meeting (other than the board), the officer forthwith shall cause notice to be given to the voting members, in accord with Section 5 of this article, that a meeting will be held at the time fixed by the board, which time shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. This notice shall be given within twenty (20) days after receipt of the request.

Section 3. Place of Meeting. The board of directors may designate any place, either within or without the State of California, as the place of meeting for any regular meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of this corporation.

Section 4. Record Date. The board may fix, in advance, a date as the record date for the purpose of determining the voting members entitled to notice of any meeting of voting members. Such record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. If no record date is fixed, voting members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of voting members. A determination of voting members entitled to notice of a meeting of voting members shall apply to any adjournment of the meeting unless the board fixes a new record date for the adjourned meeting.

The board may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at a meeting of members. Such record date shall not be more than sixty (60) days before the date of the meeting. Such record date shall also apply in the case of an adjournment of the meeting unless the board fixes a new record date for the adjourned meeting. If no record date is fixed, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.

The board may fix, in advance, a date as the record date for the purpose of determining the members entitled to cast written ballots. Such record date shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited. If no record date is fixed, members on the day the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written ballots.

The board may fix, in advance, a date as the record date for the purpose of determining the voting members entitled to exercise any rights in respect of any other lawful action. Such record date shall not be more than sixty (60) days prior to such other action. If no record date is fixed, members at the close of business on the day on which the board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

Section 5. Notice of Meeting. Whenever voting members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each voting member who, on the record date for notice of the meeting, is entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Such notice shall state the place, date and time of the meeting and, in the case of a special meeting, the general nature of the business to be transacted, or in the case of the regular meeting, those matters which the board, at the time of the mailing of the notice, intends to present for action by the voting members. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to voting members.

If approval of the voting members is sought concerning the following matters, the general nature of the proposal must be stated in the notice of meeting or in any written waiver of notice:

- (a) The removal of a director or directors without cause;
- (b) The filling of a vacancy on the board of directors;
- (c) An amendment to the articles of incorporation; or
- (d) Voluntary dissolution.

Notice of a meeting of voting members shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of this corporation or given by the member to this corporation for

purpose of notice; or if no such address appears or is given, at the place where the principal office of this corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

If any notice addressed to a voting member at the address of such member appearing on the books of this corporation is returned to this corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at such address, all future notices 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 office of this corporation for a period of one (1) year from the date of the giving of the notice to all other members.

When a meeting of voting members is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. No meeting may be adjourned for more than 45 days. If after the adjournment a new record date is fixed for notice or voting, however, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

The transactions of any meeting of voting members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at 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.

Section 6. Quorum and Adjournment. A majority of the board of directors, represented in person or by proxy, shall constitute a quorum at a meeting of members; provided, however, that if a regular meeting is attended, in person as well as by proxy, by less than one third of the voting power of this corporation, the voting members can only vote at such regular meeting on matters noticed. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted, except as provided by law.

Section 7. Manner of Acting. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members, unless the vote of a different number is authorized by law. The voting members present at a duly called or 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 the percent of the voting power required to act for the voting members.

Section 8. Voting by Proxies. Any member may authorize another person or persons to act by a written proxy with respect to such membership executed by such person or such person's duly authorized agent and filed with the secretary of this corporation. A proxy shall be deemed executed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three (3) years from the date of execution. Every proxy continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected by a writing delivered to this corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.

A proxy is not revoked by the death or incapacity of the maker or the termination of a membership as a result thereof unless, before the vote is counted, written notice of such death or incapacity is received by this corporation. The proxy of a member may not be irrevocable.

If this corporation shall have one hundred (100) or more voting members, any form of proxy distributed to ten (10) or more voting members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

In any election of directors, any form of proxy in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

A proxy covering the election of a person or persons to the board of directors must list all those nominated at the time the notice of the vote is given to voting members. A proxy must state the general nature of any of the following matters:

- (a) The removal of a director or directors without cause;
- (b) An amendment to the bylaws repealing, restricting, creating or expanding proxy rights;
- (c) An amendment to the articles of incorporation;
- (d) The sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of this corporation's assets not in the usual course of business;
- (e) The principal terms of a merger agreement;

- (f) A resolution to dissolve the corporation voluntarily; or
- (g) The filling of a vacancy on the board of directors.

Section 9. Voting by Written Ballot. Any action which may be taken at any regular or special meeting of voting members may be taken without a meeting if this corporation distributes a written ballot to every voting member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to this corporation.

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified, or any extension thereof, equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Written ballots shall be solicited either personally or by mail or other means of written communication, addressed to the voting member at the address of such member appearing on the books of this corporation or given by the member to the corporation for purpose of notice; or if no such address appears or is given, at the place where the principal office of this corporation is located or by publication at least once in a newspaper of general circulation in the county in which the principal office is located.

If any written ballot addressed to a voting member at the address of such member appearing on the books of this corporation is returned to this corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the voting member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the voting member upon written demand of the voting member at the principal office of this corporation for a period of one (1) year from the date of the giving of the notice to all other members.

If this corporation shall have one hundred (100) or more voting members, any form of written ballot distributed to ten (10) or more voting members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted upon by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

In any election of directors, any form of written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a voting member “withhold” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

All such solicitations of written ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

A written ballot may not be revoked.

Section 10. Voting by Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, 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.

Section 11. Voting Memberships in Two (2) or More Names. If a voting membership stands of record in the name of two (2) or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two (2) or more persons (including proxy holders) have the same fiduciary relationship respecting the same voting membership, unless the secretary of this corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: If only one votes, such act binds all; if more than one vote, the act of the majority so voting binds all.

Section 12. Inspectors of Election. In advance of any meeting of voting members, the board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any person so appointed fails to appear or refuses to act, the chairman of any meeting of voting members may, and on the request of any voting member or a voting member's proxy shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one (1) or more voting members or proxies, the majority of voting members represented either in person or by proxy shall determine whether one (1) or three (3) inspectors are to be appointed. In the case of any action by written ballot, the board of directors may similarly appoint inspectors of election to act with powers and duties as set forth in this section.

The inspectors of election shall determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all voting members.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Section 13. Meetings of Nonvoting Members. The directors may or may not provide for meetings of nonvoting members from time to time, noticed and held in any manner determined by the directors.

ARTICLE III

Board of Directors

Section 1. General Powers. Subject to the provisions of the Law and any limitation in the articles and bylaws of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board. The board may delegate the management of the activities of this corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of this corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

Section 2. Number of Directors. The board of directors shall consist of not fewer than eight (8) nor more than twelve (12) members.

Section 3. Qualification. Not more than forty-nine percent (49%) of the persons serving on the board of this corporation may be “interested persons,” as defined by the Law (presently Section 5227).

Section 4. Selection. The directors shall be elected at a regular meeting of the voting members or by written ballot, or in any other manner authorized by law. In any election of directors by voting members the candidates receiving the highest number of votes are elected. Elections for directors need not be by ballot unless a voting member demands election by ballot at the meeting and before the voting begins.

Each member eligible to vote shall cast the number of votes held for each office of director to be filled without the right to cumulate votes.

By resolution, the board of directors shall authorize a nomination and selection procedure which includes a reasonable means for voting members to nominate persons for election as directors, a reasonable opportunity for a nominee to communicate to the voting members the nominee’s qualifications and the reasons for the nominee’s candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all voting members to choose among the nominees.

Section 5. Term. Each director is elected to serve until the second regular meeting of members of this corporation after such director’s election. Each director, including a director elected to fill a vacancy, shall hold office until such director’s successor is elected, except as otherwise provided by law.

Section 6. Regular Meetings. The board of directors may fix by resolution the time and place, either within or without the State of California, for the holding of regular meetings of the board without other notice than such resolution. Notice of any change in the time or place of regular meetings shall be given to all of the directors in the same manner as notice for special meetings of the board of directors.

Section 7. Special Meetings. Special meetings of the board of directors for any purpose or purposes may be called by the chairman of the board or the president or, if both the chairman of the board and the president are absent or refuse to act, by any vice president (if the board of directors shall have created such office or offices), or by any two (2) directors.

Section 8. Notice. Special meetings of the board of directors shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or by facsimile, telegram, electronic mail and other "electronic transmission by the corporation" within the meaning of the Law (presently Section 20), charges prepaid, to each director at such director's address as shown on the records of this corporation or, if it is not shown on the records and is not readily ascertainable, at the place at which the meetings of the directors are regularly held. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by other written means, including facsimile, telegram, or other electronic mail message, such notice shall be deemed to be delivered when the notice is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Any notice given personally or by telephone may be communicated either to the director or to a person at the office of the director whom the person giving the notice has reason to believe will promptly communicate it to the director. Notice of a meeting need not be given to any director who signed 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 a part of the minutes of the meetings. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 9. Quorum and Adjournment. A majority of the minimum number of directors authorized by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board. A majority of the directors present, whether or not a quorum is present, may adjourn the meeting for twenty-four (24) hours or less without further notice. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 10. Manner of Acting. The act of a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the board of directors, unless the act of a different number is required by law, the articles of incorporation or these bylaws. 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 as many directors as is required to act for the board.

Members of the board of directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

Section 11. Action Without a Meeting of the Board. 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 who are not "interested" within the meaning of the Law (presently Section 5233) 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. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 12. Removal and Filling Vacancies. The board may declare vacant the office of a director who has been declared of unsound mind by a final order of a court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the Nonprofit Public Benefit Corporation Law or any successor article thereto. Any vacancy occurring on the board of directors, except a vacancy created by reason of the removal of a director, as well as any directorship to be filled by reason of an increase in the number of directors shall be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous consent of the directors then in office, (2) 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 Section 5211, or (3) a sole remaining director. The voting members may elect a director at any time to fill any vacancy not filled by the directors. A director elected to fill a vacancy shall hold office during the unexpired term of such director's predecessor in office and until such director's successor is elected.

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a just and reasonable fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board or any committee of the board; but, subject to the restrictions of Section 3 of Article III of these bylaws, nothing contained in this section shall be construed to preclude any director from serving this corporation in any other capacity and receiving just and reasonable compensation therefor.

Section 14. No Interest in Assets. No director shall possess any property right in or to the property of this corporation. In the event this corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the directors shall dispose of the remaining property in accordance with the articles of incorporation.

Section 15. Resignation. Any director may resign effective upon giving written notice to the chairman of the board, the president, the secretary or the board of directors of this corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. However, except upon notice to the Attorney General, no director may resign if this corporation would then be left without a duly elected director in charge of its affairs.

ARTICLE IV

Officers

Section 1. Officers. The officers of this corporation shall be a chairman of the board or a president or both (the determination of which is to be made by the board of directors), one or more vice presidents, a secretary, a treasurer and such other officers with such titles and duties as shall be determined by the board of directors. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president or chairman of the board.

Section 2. Selection and Term of Office. The officers of this corporation shall be chosen by the board of directors and shall serve at the pleasure of the board.

Section 3. Removal. Any officer selected by the board of directors may be removed by the board of directors whenever in its judgment the best interests of this corporation would be served thereby.

Section 4. Resignation. Any officer may resign at any time upon written notice to this corporation without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors.

Section 6. Chairman of the Board. The chairman of the board, if there be such officer, shall, if present, preside at all meetings of the board of directors and exercise and perform such powers and duties as from time to time may be assigned by the board of directors or prescribed by these bylaws. If there is not a president, the chairman of the board shall, in addition, be the general manager and chief executive officer of this corporation and shall have the powers and duties prescribed in Section 7 of this article.

Section 7. President. Subject to such powers and duties, if any, as may be prescribed by these bylaws or the board of directors for the chairman of the board, if there be such officer, the president shall be the general manager and chief executive officer of this corporation and shall, subject to the control of the board of directors, have general supervision, direction and control of the business and officers of this corporation. The president shall preside at all meetings of the voting and nonvoting members and, in the absence of the chairman of the board, or, if there be none, at all meetings of the board of directors. The president shall have all of the powers and shall perform all of the duties which are ordinarily inherent in the office of the president, and shall have such further powers and shall perform such further duties as may be prescribed by the board of directors.

Section 8. Vice Presidents. In the absence or disability or refusal to act of the president, the vice presidents in order of their rank as fixed by the board of directors or, if not ranked, the vice president designated by the president or the board of directors, shall perform all of 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 or these bylaws.

Section 9. Treasurer. The treasurer shall be the chief financial officer of this corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of this corporation. The treasurer shall receive and deposit all moneys and other valuables belonging to this corporation in the name and to the credit of this corporation and shall disburse the same only in such manner as the board of directors or the appropriate officers of this corporation may from time to time determine and shall render to the chief executive officer and the board of directors, whenever they request it, an account of all transactions as treasurer and of the financial condition of this corporation. The treasurer shall have all of the powers and shall perform all of the duties incident to the

office of treasurer and shall have such further powers and shall perform such further duties as may be prescribed by the board of directors.

Section 10. Secretary. The secretary shall keep or cause to be kept at the principal executive office of this corporation or such other place as the board of directors may order, a book of minutes of all proceedings of the voting members and the board of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at directors' meetings, and the number of members present or represented at meetings of voting members. The secretary shall keep or cause to be kept at the principal executive office or at such other place as the board of directors may order a record of voting members or a duplicate record of voting members showing the names of the voting members, their addresses and the number of votes held by each membership. The secretary or, if the secretary is absent or unable or refuses to act, any other officer of this corporation shall give or cause to be given notice of all the meetings of the voting members and the board of directors required by the bylaws or by statute to be given, and the secretary shall keep the seal of this corporation, if any, in safe custody. The secretary shall have all of the powers and perform all of the duties incident to the office of secretary, and shall have such further powers and shall perform such further duties as may be prescribed by the board of directors.

ARTICLE V

Committees

Section 1. Committees of Directors. The board of directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create (and to the extent created by such an action, dissolve) one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the board. Appointments to such committees shall be by a majority vote of the directors then in office. The board of directors may appoint one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

- (a) The approval of any action for which the Law also requires approval of the voting members or approval of a majority of all voting members;
- (b) The filling of vacancies on the board or on any committee which has the authority of the board;
- (c) The fixing of compensation of the directors for serving on the board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;

(f) The appointment of committees of the board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(h) The approval of any self-dealing transaction as defined by Section 5233 of the Law or any successor section thereto, except as provided by law.

Section 2. Rules. Sections 6 to 15 of Article III of these bylaws shall also apply, with necessary changes in point of detail, to committees exercising the authority of the board of directors, if any, and to actions by such committees, except that (a) the first sentence of Section 9 of Article III shall not apply and a quorum of the committee shall be a majority of the authorized number of members of the committee and except that (b) special meetings of a committee may be called by any two members of the committee, unless otherwise provided by these bylaws or by the resolution of the board of directors designating such committees. For such purpose, references to “the board” or “the board of directors” shall be deemed to refer to each such committee and references to “directors” or “members of the board” shall be deemed to refer to members of the committee.

Section 3. Other Committees. Other committees not having and exercising the authority of the board of directors in the management of this corporation may be designated and eliminated by the chairman of the board if there be such officer, the president or a majority of the directors. Each such committee may adopt rules for its own governance not inconsistent with the rules set forth by the board of directors in the resolution designating the committee.

ARTICLE VI

Miscellaneous

Section 1. Contracts. The board of directors may authorize any officer or officers to be agent or agents of this corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of this corporation, and such authority may be general or confined to specific instances. Unless an officer has been authorized by the board of directors pursuant to this section or otherwise by these bylaws, all contracts shall be executed by the President.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers, agent or agents, of this corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the chief executive officer of this corporation.

Section 3. Deposits. All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 4. Donations. The chief executive officer of this corporation or the chief executive officer's designee is authorized to accept donations which support the purposes of this corporation as set forth in the articles of incorporation of this corporation whether such donation is for a specific project or projects or is for the general support of this corporation's programs.

Section 5. Representation of Corporate Shares. The president or any vice president or the secretary or any assistant secretary of this corporation is authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority hereby granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers.

ARTICLE VII

Certificates of Membership

Section 1. Certificates of Membership. The board of directors may provide for the issuance of certificates evidencing membership (whether with or without voting rights) in this corporation, which shall be in such form as may be determined by the board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the board of directors may determine.

Section 2. Issuance of Certificates. When a member has qualified to become a member and has made any payment that may then be required, a certificate of membership shall be issued in such member's name and delivered to such member by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE VIII

Books and Records

This corporation shall keep at its principal office in this state, if any, the original or a copy of its articles and bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours. If this corporation has no office in California, it shall, upon the written request of any voting member, furnish to such member a copy of the articles and bylaws as amended to date.

This corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its voting members, board of directors and committees of the board and shall also keep a record of the names and addresses of the members entitled to vote. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

ARTICLE IX

Annual and Other Reports

Section 1. Annual Statement of Certain Transactions. This corporation shall furnish annually to its voting members and directors, within one hundred twenty (120) days after the close of this corporation's fiscal year, a statement which briefly describes each of the following transactions, if any:

(a) Any "covered transaction" during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of "covered transactions" in which the same "interested person" had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such "covered transactions" should include the names of the "interested persons" involved in such transactions, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of this corporation pursuant to the Law (presently Section 5238) providing for the indemnification of officers and directors; provided that no such report need be made in the case of indemnification approved by the voting members. The amount and circumstances of such indemnification should be stated.

Within the meaning of this section, a "covered transaction" with an "interested person" means a transaction in which this corporation, its parent, or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this corporation, or its parent or subsidiary; or any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary. A common directorship is not a material financial interest within the meaning of this section.

The statement required by this section shall be included in an annual report prepared pursuant to Section 2 of this Article IX.

Section 2. Financial Information. The board of directors shall cause an annual report to be sent to the voting members and directors within one hundred twenty (120) days after the close of this corporation's fiscal year, a report containing in appropriate detail the following information:

(a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

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

(d) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and

(e) Any information required by Section 1 of this article.

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

If this corporation receives less than twenty-five thousand dollars (\$25,000) in gross revenues or receipts during the fiscal year, a report with the information required by this section need be sent to the voting members only if they request such report in writing.

If regular meetings of voting members are held less often than annually, then the report required by this section need be made available to voting members only with the frequency with which regular membership meetings are required. Any voting member who requests to be furnished with an annual report in writing, however, shall be furnished with an annual report prepared pursuant to the provisions of this section.

Section 3. General Publication of Annual Statement and Financial Information. A report with the information required by Section 2 of this article need not be sent to any voting member if this corporation in writing solicits contributions from five hundred (500) or more persons in a fiscal year and (a) includes with any written material used to solicit contributions a written statement that its latest annual report including the information called for in both Sections 1 and 2 of this article will be mailed upon request and that such request may be sent to this corporation at a name and address which is set forth in the statement; (b) promptly mails a copy of its latest report including the information called for in both Sections 1 and 2 of this article to any person who requests a copy thereof; and (c) causes its report including the information called for in both Sections 1 and 2 of this article to be published not later than one hundred twenty (120) days after the close of its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

ARTICLE X

Indemnification of Directors and Officers

This corporation shall, to the maximum extent permitted by law, indemnify each of its present or former directors and officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any

proceeding specifically excluded by law, which includes an action brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its directors or officers against judgments, fines, settlements and other amounts, this corporation shall nevertheless indemnify each of its directors and officers against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was a director or officer of this corporation; provided that the board of directors determines that such director or officer was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount of the advance unless it is determined ultimately that the director or officer is entitled to be indemnified as authorized in this article or by law.

The board of directors may authorize this corporation to purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not this corporation would have the power to indemnify such person against such liability.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a director or officer of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI

Limitation of Liability of

Certain Directors and Officers

Section 1. Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties. There shall be no personal liability to a third party on the part of a volunteer director or volunteer executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the director's or executive officer's duties;
- (b) The act or omission was performed in good faith;

(c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and

(d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

"Volunteer" means the rendering of services without compensation.

"Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer with the meaning of this Section 1.

"Executive officer" means the president, vice president, secretary, or treasurer of the corporation who assists in establishing the policy of the corporation.

Nothing in this Section 1 shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

This Section 1 does not eliminate or limit the liability of a director or officer for any of the following:

- (a) As provided in Section 5233 or 5237; or
- (b) In any action or proceeding brought by the Attorney General.

Nothing in this Section 1 creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.

Section 2. Limitation of Liability of Certain Directors. Except as provided in Section 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such director believes to be in the best interests of the corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE XII

Corporate Loans, Guarantees and Advances

Except as provided by the Law (presently Section 5236), this corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer.

ARTICLE XIII

Amendments to Bylaws

New bylaws may be adopted, or these bylaws may be amended or repealed, by the approval of the board of directors or by the approval of the voting members.

No amendment on the following matters may be adopted except by vote of the voting members of this corporation:

- (a) An amendment to Section 2 of Article III changing the authorized maximum or minimum number of directors of the corporation;
- (b) An amendment increasing the term of any director as provided by Section 5 of Article III;
- (c) An amendment increasing the quorum at a meeting of voting members established by Section 6 of Article II; or
- (d) An amendment repealing, restricting, creating or expanding the proxy rights of voting members.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of North Park Community Association, a California nonprofit corporation, and that the above bylaws, consisting of 19 pages, are the bylaws of this corporation as adopted at a meeting of the board of directors on _____, 2009.

Dated: _____, 2009.

Secretary