

AMENDED AND RESTATED BYLAWS OF CRESTVIEW NEIGHBORHOOD ASSOCIATION

I

NAME

The name of this corporation shall be Crestview Neighborhood Association (the "Association").

II

OFFICES

1. Principal Office. The County where the principal office for the transaction of the business of the Association ("principal executive office") is in the Crestview Neighborhood of Los Angeles County, California. For the purposes of the operation of the Association, the "Crestview Neighborhood" shall be that area in the City of Los Angeles bordered by and including the south side of Pickford Street on the north and north side of Sawyer Avenue on the south, and bordered by but not including Robertson Boulevard on the West and La Cienega Boulevard on the east. The directors shall designate the exact location of the principal office and may at any time change the principal office from one location to another within said County.

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

III

ACTIVITIES

1. Non-Profit Corporation. This Association has been formed under the California Non-Profit Public Benefit Corporation Law for the purposes described in the Articles of Incorporation and it shall be nonprofit.

2. Goals. The goals of the Association are to protect and improve the quality of life within the Crestview Neighborhood Association and its surrounding communities. The Association will achieve these goals by, among other things, promoting a sense of community and improving neighborhood standards. The Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles of Incorporation or these bylaws.

3. Guidelines for Activities.

(a) All activities and projects sponsored by the Association shall identify affiliation with the Association in all public announcements, statements, and correspondence, whether written, oral, or electronic.

(b) The Association shall not endorse candidates for political office. Such prohibition shall include use of the Association's name, funds, distinguishing marks or any other communication that would suggest such activity.

(c) Except as specifically approved by the board of directors of the Association, the Association's resources, including its funds, name, distinguishing marks, publications, seal and

any other symbol representing the Association and/or its projects, shall not be used in support of or opposition to proposed legislation, petitions, and propositions. Under no circumstances shall the Association's resources, including its funds, name, distinguishing marks, publications, seal and any other symbol representing the Association and/or its products, be used in support of or opposition to candidates for partisan or nonpartisan offices.

(d) Except as specifically approved by the board of directors of the Association, the Association or its designees shall not solicit funds for the purchase of materials, supplies or equipment, or solicit any other material support, including in-kind contributions. The board of directors shall have sole authority to acknowledge donations to the Association, either directly or by designee.

(e) All Association activities must comply with local, state and federal laws.

(f) All activities sponsored by the Association shall observe and implement reasonable standards of public safety and health. The Association will not authorize the presence of illicit drugs or weapons; only individuals who are authorized by the proper authorities, who carry active permits for such weapons, require such weapons in the course of their profession, and are serving in this profession during an Association activity may carry a weapon. Alcohol may not be served at any Association activity without the prior approval of the board of directors of the Association.

(g) All activities sponsored by the Association shall be supervised by an agent designated by the board of directors of the Association. The Association will take special precautions with respect to the participation by children and adolescents in activities.

(h) The board of directors shall have the responsibility and authority to establish additional rules and regulations for the participation and operation of Association, which rules and regulations shall have the same force as if set forth in these bylaws.

(i) Publications, including but not limited to any and all flyers, brochures, pamphlets, newsletters, posters, forms, letters, on behalf of the Association and any of its projects and activities shall be approved by the board of directors prior to distribution, and a copy of each such publication shall be provided to the Secretary of the Association. The board of directors shall have discretion to review and approve any plan of distribution. The board of directors shall not have discretion to review campaign materials for elected positions within the Association which are printed at the expense of the candidate for the position.

(j) The board of directors shall have the discretion, under such terms as they see fit, to delegate to its agents any activities on behalf of the Association.

1. Qualifications and Rights of Membership. The Association shall have one class of members. Any person residing in the Crestview Neighborhood, as defined in Article II above, and who has paid the requisite dues established by the Board of Directors of the Association, shall be eligible for membership on timely payment of such dues and fees as the board may fix from time to time. The Association may request reasonable verification of address prior to accepting any individual as a member. Any determination of eligibility of membership shall be made by the board of directors and shall be final and unappealable. Dues for membership are effective for the calendar year from January through December. Dues paid on November 1 through December 31 of one year will apply to the subsequent year.

2. Voting. Members shall have the right to vote, as set forth in these bylaws, on the election of the board of directors, on the disposition of all or substantially all of the Association's assets, on any merger in its principal terms and any amendment of those terms, and on any election to dissolve the Association. In addition, those members shall have all the rights afforded members under the California Non-Profit Public Benefit Corporation Law. If the membership votes to dissolve the Association, it will, to the extent feasible, expend moneys collected and/or earmarked for specific projects to those projects. Other remaining moneys shall be dispersed, to the extent possible under California law, to the benefit of the Crestview Neighborhood.

References in these bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code, i.e. members as set forth in these bylaws.

3. Dues, Fees and Assessments. Each member must pay, within the time and on the conditions set forth by the Board, the dues, fees, and assessments and amounts to be fixed from time to time by the Board. Dues paid from November 1 to December 31 of a given year will be applied toward membership in the following year. Dues, fees and assessments may be waived due to financial hardship if the member submits a written request to the board of directors and the waiver is approved by a majority of the board.

4. Good Standing. Those members who have paid the required dues, fees and assessments in accordance with these bylaws and who are not suspended shall be members in good standing. All board members, block captains, committee and steering committee members must be members in good standing.

5. Termination and Suspension of Membership.

(a) Causes of Termination. A membership shall terminate on the occurrence of any of the following events:

- (i) Resignation of the member on reasonable notice to the Association;
- (ii) The failure of the member to pay dues, fees or assessments as set by the board within thirty days after they become due and payable;
- (iii) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(iv) Expulsion of the member under these bylaws based on the good faith determination by the board or a committee authorized by the board to make such a determination, that the member has failed to a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interest of the Association.

(b) Suspension of Membership. A member may be suspended under these bylaws, based on the good faith determination by the board or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or is engaged in conduct materially and seriously prejudicial to the purposes and interest of the Association. The person whose membership is suspended shall not be a member during the period of suspension.

(c) Procedure for Expulsion or Suspension. If grounds appear to exist for the expulsion or suspension of a member under these bylaws, the procedures set forth below shall be followed:

(i) The member shall be given fifteen days prior notice of the proposed expulsion or suspension and the reason for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by First Class or Registered Mail to the member's last address as shown on the Association's records.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the expulsion or suspension should take place.

(iii) The Board or committee shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. A decision of the Board or committee shall be final.

(iv) Any action challenging an expulsion or suspension of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion or suspension.

6. No Transfer of Memberships. No memberships, or rights arising from membership, may be transferred. Any purported transfer shall be void and without effect.

7. Meetings of the General Membership.

(a) Place of Meetings. Meetings of the members shall be held at any place within the Crestview Neighborhood or reasonably close that is designated by the Board or by a written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the Association's principal office.

(b) The Annual Meeting. The Board shall schedule one annual event. An event is defined as any activity in which members assemble to promote or advance improvements to Crestview. This includes but is not limited to town hall meetings, green events, block parties, or any other event that is open to the entire membership.

(c) Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Board, by the president, or by five percent or more of the members. A special meeting called by any person (other than the Board) entitled to call a meeting, shall be by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president or any vice president or the secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote in accordance with these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, providing, however, that the meeting date shall be at least thirty-five but no more than ninety days after receipt of the request. If the notice is not given within twenty days after the request is received, the person or persons requesting the meeting may give the notice. No business, other than the general nature of which was set forth in the notice of the meeting, may be transacted at such a meeting.

(d) Notice Requirements for Members Meetings.

(i) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting, and (1) for a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (2) at the annual meeting, those matters of the Board, at the time notice is given, intends to present for action by the members, but except as provided in these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting in which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(ii) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval of those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals: (1) removing a director without cause; (2) amending the Articles of Incorporation; or (3) electing to wind-up or dissolve the Association.

(iii) Manner of Giving Notice. Notice of any meeting of the members shall be in writing and given at least fourteen but no more than forty-five days before the meeting date. A notice shall be given either personally or by first class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Association or the address given by the member of the Association for purposes of notice. If no address appears in the Association's books and no address has been so given, notice shall be deemed to have been given if either one notice is sent to that member by USPS, or electronic mail with the Association's principal.

(e) Quorum.

(i) Percentage Required. A minimum of one-third of the voting powers constitute a quorum for the transactions of business of any meeting of members.

(ii) Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn 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.

(f) Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of its members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty five days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place at which the meeting is adjourned is announced at the meeting in which the adjournment is taken. If after the adjournment a new record date is fixed for notice of voting, 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. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

(g) Voting. Subject to the provisions of the California Non-Profit Public Benefit Corporation Law, members entitled to vote at any meeting of members shall be members in good standing, as of the record date that has determined under these Bylaws. Voting may be by voice or ballot, or electronic except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to the vote a members. If a quorum is present, the affirmative vote and 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 greater number, or voting by classes, is required by the California Non-Profit Public Benefit Corporation Law or by the Articles of Incorporation.

(h) Waiver of Notice or Consent by Absent Members. The transactions of any meeting of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular notice or call, if (1) a quorum is present and (2) either before or after the meeting, each member entitled to vote, not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval must specify either the business to be transacted or the purpose of any meeting of members. All such waivers, consents or approval shall be filed with the corporate records or made a part of the minutes of the meeting. A member's attendance at the meeting shall also constitute a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Also, attendance at the meeting is not a waiver of any right to object in consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

(i) Action without Meeting. Any action required or permitted to be taken by the members shall be taken without a meeting, if all members 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.

(j) Action of a Ballot Without a Meeting. Any action that may be taken at any general meeting or special meeting of members may be taken without a meeting if (1) a ballot of every member is solicited, and (2) the required number of signed approvals setting forth the action so taken is received, and the remaining provisions of this section are complied with.

(i) Solicitation of Ballots. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

(ii) Number of Votes and Approvals Required. Approval by ballot without a meeting shall be valid only when (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action and (2) 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 written ballot without a meeting.

(iii) Revocation. A written ballot may not be revoked.

(k) Record Date for Notice, Voting, Ballots and other Actions. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by ballot, or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix the record date. The dates so fixed

(i) For notice of meeting shall not be more than forty-five nor less than fourteen days before the date of the meeting;

(ii) For eligibility for voting at the meeting (i.e., dues paid) shall be not less than thirty days before the date of the meeting;

(iii) For eligibility for voting by ballot (i.e., dues paid) shall not be less than thirty days before the day on which the first written ballot is mailed or solicited; and

(iv) For any other action, shall not be more than thirty days before that action.

If not otherwise fixed by the Board, the record date for determining the members entitled

1. To receive a notice of the meeting of members shall be the business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held, and

2. To vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining which members are entitled to exercise any right with respect to any other lawful action shall be thirty days before the date

on which the Board adopts the resolution relating to that action. For the purposes of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

8. Proxies. Voting by proxies shall not be allowed.

9. Election of Directors

(a) Nominations by Committee. The President shall appoint a committee to select qualified candidates for election to serve as members of the board of directors at least sixty days before the date of any election of directors. This nominating committee shall make its report at least thirty days before the date of election, and at the time of soliciting ballots the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates. If there is a meeting of members to elect directors, any member present at the meeting may place names in nomination.

(b) Solicitation of Votes. The Board shall formulate procedures and allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(c) Use of Corporate Funds to Support Nominees. No corporate funds may be expended to support a nominee for director. Announcement of nominees in the Association newsletter shall not be construed as using corporate funds to support nominees.

V

DIRECTORS

1. Powers.

(a) General Corporate Powers. Subject to the provisions of the California Non-profit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Association shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) Reporting. The board of directors shall, at least quarterly, report to the members of the Association as to its status, activities and other matters, which report shall be published and distributed to all members. This requirement may be satisfied by the following but not limited to publishing updates on the Crestview website and distributing information to members by email and paper.

(c) Specific Powers. Without prejudice to these 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 Association, other than those officers which are elected directly by the members of the Association; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws;

(ii) Change the principal executive office or the principal business office in the State of California; and designate any place within the County of Los Angeles for the holding of any meeting or meetings including regular meetings.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the Association and cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

2. Number and Qualification of Directors. The authorized number of directors shall be no less than 3 members and no more than 9 members. The following positions are required: president, chief financial officer and secretary. The remaining positions may be established at the discretion of the board. Two members may share a single position. Each position is entitled to one vote on matters that come before the board

3. Election and Term of Office of Directors. Directors shall be elected to hold office until the next regular election. The term for each position is 2 years. In the event of a vacancy the board may appoint a director. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

4. Vacancies.

(a) Events Causing Vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 7230 and following of the California Non-profit Public Benefit Corporation Law, (iii) the vote of the members to remove a director, (iv) the increase of the authorized number of directors, or (v) the failure at any meeting at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

(b) Resignations. Except as provided in this paragraph, 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. No director may resign when the Association would then be left without a duly elected director in charge of its affairs.

(c) No Vacancy on 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.

(d) Restriction on Interested Directors. Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is (1) any person being compensated by the Association for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Association.

5. Place of Meetings; Meetings by Conferencing. Regular meetings of the board of directors may be held at any place within the County of Los Angeles that 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 executive office of the Association. Special meetings of the Board shall be held at any place within the County of Los Angeles that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Association. 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 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 communication 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.

6. 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 time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or 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 electronic mail. All such notices shall be given or sent to the director's address or telephone number or email address as shown on the records of the Association.

(ii) Time Requirements. Notices sent by first-class mail shall be deposited into a United States Postal Service mail box at least four days before that time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or emailed at least 48 hours before the time set for the meeting unless the board agrees otherwise.

(iii) Notice Contents. The notice shall state the time, place, and purpose for the meeting.

7. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 10 of this Article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Non-profit Public Benefit Corporation Law, except those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, as to which Section 7233 of the California Non-profit Public Benefit Corporation Law shall apply; (ii) appointment of committees, as to which Sections 7212 and 7231 of the California Non-profit Public Benefit Corporation Law and Article VI of these Bylaws shall apply; and (iii) indemnification of directors, as to which Section 7237 of the California Non-profit Public Benefit Corporation Law and Article VIII of these Bylaws shall apply. 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 directors.

8. 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 must 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 about the lack of adequate notice.

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

10. 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 24 hours, in which case notice of the time and place shall be given personally or by electronic mail before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

11. Action Without Meeting. Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a majority vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

12. Compensation of Directors. Directors and members of committees may receive such compensation as may be determined by the general membership. Reasonable and appropriate expenses of directors and members of committees will be reimbursed by the Association after review by two officers.

COMMITTEES

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, which may, but need not, consist of two 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 Non-profit Public Benefit Corporation Law of California, also requires members' approval;
- (b) fill vacancies on the board of directors or in any committee;
- (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 that states explicitly that it may not be amended or repealed;
- (f) appoint any committees of the board of directors or the members of such committees;
- (g) approve any transaction to which the Association is a party and in which one or more directors have a material financial interest.
- (h) expel or suspend any member, unless such committee has is comprised of no fewer than three directors.

The chairperson of any duly appointed committee shall be an agent of the board of directors and shall provide the board with a written or verbal update of such committee's activities at the request of the board of directors. This update shall include, but not be limited to, a description of activities since the last report and those activities planned for the period until the next meeting of the board of directors. The board of directors shall review and approve those plans, which approval shall not be unreasonably withheld.

2. Steering Committee. In addition to any other committees that may be established by the board of directors, the board of directors may establish a Steering Committee, the purpose of which shall be to advise the board of directors on such subjects as the board of directors may request from time to time. The Steering Committee shall comprise of members of the Crestview Neighborhood Association in accordance with these bylaws and may include at least the chair of all standing and ad hoc committees and the board of directors.

3. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws, concerning meetings of directors, with such changes in the context of those 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. 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.

VII

OFFICERS OF THE BOARD OF DIRECTORS

1. Officers. The officers of the Board of Directors shall include at least a president, a secretary, and a chief financial officer. The remaining positions may be established at the discretion of the board. Two members may share a single position. Each position is entitled to one vote on matters that come before the board. No person may serve concurrently in more than one office.
2. Election of Officers. The officers of the Association shall be chosen by the members of the board and shall concurrently serve on the board of directors of the Association.
3. Subordinate 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 Association 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.
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.
5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.
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 prescribed in these bylaws for regular appointments to that office.
7. Responsibilities of Officers.
 - (a) President. Subject to such supervisory powers as may be given by the board of directors to another officer, the president shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the Association. S/he shall preside at all meetings of the members and at all meetings of the board of directors. S/he shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(b) Vice President. In the absence or disability of the president, the vice president(s), if any, in order of their rank as fixed by the board of directors or, if not ranked, the vice president designated 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 president(s) 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 attend to the following:

(i) Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices, Seal and Other Duties. The secretary may 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. S/he shall keep the seal of the Association in safe custody. S/he shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Correspondence. The secretary shall maintain copies of all business correspondence to and from the Association, the board of directors and committees, and members of the board of directors and the chairpersons of committees (to the extent such correspondence constitutes business of the board of directors and the committees and not personal matters to such individuals).

(d) Treasurer. All funds supporting all activities of the Association shall be administered by the treasurer, who shall also serve as the Association's chief financial officer. The treasurer shall attend to the following:

(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 Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspection by any member. In addition, the treasurer shall present the financial condition and results of operations of the Association at each meeting of the board of directors of the Association.

(ii) Deposit and Disbursement of Money and Valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the board of directors; shall disburse the funds of the Association 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/her transactions as treasurer and of the financial condition of the Association; and shall

have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(iii) Expenditures. Checks shall be signed by any two designated officers of the Association, one of which shall be the President of the Association.

(iv) Bond. If required by the board of directors, the treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his/her office and for restoration to the Association of all its books, papers, vouchers, money, and other property of every kind in his/her possession or under his/her control on his/her death, resignation, retirement, or removal from office.

VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

1. Definitions. For the purposes of this Article,

(a) "agent" means any person who is or was a director, officer, employee, or other agent of this Association, or is or was serving at the request of this Association as a director, officer, employee, or agent of another foreign or domestic Association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Association that was a predecessor Association of this Association or of another enterprise at the request of the predecessor Association;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

2. Successful Defense By Agent. To the extent that an agent of this Association has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

3. Actions Brought By Persons Other Than The Association. Subject to the required findings to be made pursuant to Section 5, below, this Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Association, or by an officer, director or person granted relator status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Associations Code Section 5233, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Association,

for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

4. Action Brought By or on Behalf of the Association.

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Association, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and Suits Awarded Against Agent. This Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Association by reason of the fact that the person is or was an agent of this Association, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

5. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that s/he acted in good faith according to any and all procedures and manuals for such activity as approved by the board, in a manner s/he believed to be in the best interest of this Association, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which s/he reasonably believed to be in the best interest of this Association or that s/he had reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his/her conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The board of directors by a majority vote of a quorum consisting of directors who are disinterested and not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Association or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Association.

6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 4(b)(ii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

7. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Association before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

8. Contractual Rights of Nondirectors and Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Association, or any subsidiary hereof, may be entitled by contract or otherwise.

9. Insurance. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Association would have the power to indemnify the agent against that liability under the provisions of this section except as otherwise provided by law.

10. Fiduciaries or Corporate Employee Benefit Plan. 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 an agent of the Association as defined in Section 1 of this Article. 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.

IX

RECORDS AND REPORTS

1. Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and bylaws as

amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the Association is outside the State of California and the Association has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles and bylaws as amended to date. Corporate records of a sensitive nature shall not be disclosed without prior approval of the board of directors.

2. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the board of directors and any committee(s) of the board of directors shall be kept at such place or places designated by the board of directors, or, in the absence of such designation, at the principal executive office of the Association. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

3. Inspection by Members. Every member 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 Association and each of its subsidiary corporations. This inspection by a member 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.

4. Annual Report. The directors shall provide to the members within 120 days after the close of its calendar year a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Association 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 the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

X

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Non-profit Public Benefit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Association and a natural person.

XI

AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the members of the Association, subject to the limitations of the California Non-Profit Public Benefit Corporation Law.