

SECOND AMENDED AND RESTATED
BYLAWS
of
THE SOUTH CARTHAY NEIGHBORHOOD ASSOCIATION
A California Nonprofit Mutual Benefit Corporation

ARTICLE I

PURPOSE OF CORPORATION; OFFICES

Section 1. Purpose of Corporation.

This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Mutual Benefit Corporation Law for public and charitable purposes. The purpose of this corporation is to preserve, beautify, and maintain the historic character of the South Carthay neighborhood, an Historic Preservation Overlay Zone of the City of Los Angeles, to better the environment and further the welfare of residents in this unique part of the City of Los Angeles.

Section 2. Principal Executive Office.

The principal office for the transaction of the activities, affairs, and business of the corporation shall be located at the residence of the President of the corporation, currently at 1154 S. Crescent Heights Blvd, Los Angeles, California, 90035. The Board of Directors (hereinafter the "Board") shall have full power and authority to change the principal office from one location to another. This Section may be amended by the Board to establish a new location.

ARTICLE II

QUALIFICATIONS AND RIGHTS OF MEMBERSHIP

Section 1. Membership.

The corporation shall have one class of general members. Any individual of legal age who is dedicated to the purposes of this corporation and who resides and/or owns property in the area bounded by the south side of Olympic Boulevard, the alley north of Pico Boulevard, the alley east of La Cienega Boulevard, and the alley east of Crescent Heights Boulevard, shall be eligible for membership on approval of the membership application by the Board and the payment of such dues and fees as the Board shall fix from time to time; provided however, that any nonresident property owner, regardless of the form of ownership (whether it be by partnership, corporation or otherwise), may have only one membership per property based upon such evidence of ownership that the Board may reasonably request. Membership is not transferable. Each member shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, and on any election to dissolve the corporation. In addition, members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Laws.

Section 2. Honorary Membership.

Honorary Members may be chosen by majority vote of the Board for a term of no more than one year. An Honorary Member shall be exempt from the requirement of dues and shall not be eligible to vote but may attend meetings and serve on or advise a committee. An Honorary Member shall not be considered a Member for any other purposes of these Bylaws.

Section 3. Termination of Membership.

A membership shall terminate on occurrence of any of the following:

- (a) Resignation of a Member, on reasonable notice to the corporation;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (c) Failure of a Member to pay dues, fees, or assessments as set by the Board within 30 days following notice from the corporation that such fees have become due and payable; or
- (d) Occurrence of any event that renders a Member ineligible for membership or failure to satisfy membership qualifications.

Notice of termination or expulsion shall be given by any method reasonably calculated to provide actual notice. The Member shall be given an opportunity to be heard, either orally or in writing, at least fifteen (15) days prior to the effective date of termination or expulsion. The Board shall make a good faith determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. The decision of the Board shall be taken by majority vote and shall be final. Any action by a terminated Member to challenge the decision of the Board must be commenced within one year after the date of termination or expulsion. Early termination of membership shall not result in a refund of any portion of dues already paid.

Section 4. Annual Dues.

The Board shall fix from time to time the amount of annual dues, and any special fees or assessments by majority vote. The amount of annual dues may not be changed more often than annually.

ARTICLE III

MEMBERS' MEETINGS

Section 1. Place of Meetings.

Meetings of the Members shall be held from time to time at appropriate and convenient locations designated for that purpose by the President. Notwithstanding the foregoing or the other provisions of this Article III, in the event that the Board determines that it would be unhealthy or unsafe to the attendees to conduct any particular meeting in person (by reason of COVID or other health or safety related issue), or if the Board determines that a meeting conducted in Zoom would be more convenient for the Members, such meeting may be conducted in Zoom or other similar electronic application.

Section 2. Annual Meetings.

An annual meeting of the Members (the “Annual Meeting”) shall be held, each year, on such date as determined by the Board of Directors. At the Annual Meeting, the Members shall elect the Board and the Officers, consider reports of the affairs of the corporation, including the Treasurer's financial report, and transact such other business as may be properly brought before the meeting

Section 3. Special Meetings.

Special meetings of the Members may be called at any time by a majority vote of the Board.

Section 4. Notice of Meetings.

Notice of the Annual Meeting and any special meeting of Members shall be given at least ten (10) but no more than ninety (90) days before the meeting date through publication in the corporation's newsletter and posted on the corporation's website, or through some other form of written notice delivered, emailed or mailed to each Member's physical or email address appearing on the books of the corporation, or supplied by him/her to the corporation for the purpose of notice.

Notice of any meeting of Members shall specify the place, the day and the hour of the meeting, and (1) in case of a special meeting, the general nature of the business to be transacted or (2) in the case of the Annual Meeting, those matters which the Board, at the date of the notice, intends to present for action by the Members. At any meetings where Voting Directors and/or Officers are to be elected, notice shall include the names of the nominees, if any, intended at the time of the notice to be presented by management for election.

Approval by Members of any of the following proposals, other than unanimous approval by those entitled to vote, is valid only if the notice states the general nature of the following proposals:

- (a) Removing a Voting Director without cause;
- (b) Amending the Articles of Incorporation;
- (c) Approving a contract or transaction between the corporation and one or more Directors, or between the corporation and any entity in which a Director has a material financial interest;
- (d) Electing to wind up and dissolve the corporation; or
- (e) Approving a plan of distribution of assets, other than money, when the corporation is in the process of winding up.

When a meeting is adjourned for forty-five (45) days or more, or a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 5. Waiver of Notice; Validation of Members' Meetings.

The transactions of any meeting of Members, however called and noticed, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum is present. Attendance shall constitute a waiver of notice, unless objection shall be made at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the 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.

Section 6. Quorum and Effect of Vote.

Ten percent (10%) of the Members shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by the Code, or in the Articles of Incorporation or these Bylaws; provided, however, that if any regular or annual meeting is actually attended by less than one third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given. If, however, such quorum shall not be represented at any meeting of the Members, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, until the requisite amount of voting Members shall be represented. At such adjourned meeting at which the requisite number of Members shall be represented, any business may be transacted which might have been transacted at the original meeting.

Section 7. Record Dates.

In order that the corporation may determine the Members entitled to notice of any meeting or to vote or allotment of any rights or entitled to exercise any rights in respect of any other lawful action, the Board may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting nor more than sixty (60) days prior to any other action.

If no record date is fixed, then the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.

Section 8. Election of Officers and Voting Directors.

Voting Directors and Officers shall be chosen annually by the majority vote of the Members in attendance at the annual meeting. Each Member shall be entitled to cast one vote on each matter submitted to vote of the Members. Voting may be by voice or ballot, except that election of directors must be by ballot if demanded by any Member before the voting begins; provided, however, if the meeting is conducted by Zoom or other similar application, voting shall be by (i) either a show of hands raised in Zoom (or similar application) for those members joining the meeting with a video connection, (ii) by Members pressing *9 on their mobile phone at the appropriate time to cast a vote, (iii) by polling each of the Members attending the meeting, or (iv) by an appropriate combination of the foregoing.

A slate of Voting Directors and Officers shall be proposed by the Board; however, any Member present at the annual meeting may place names in nomination for election of one or more Voting Directors or Officers.

Section 9. Organization of Meeting.

The President, or in the absence of the President, the Vice- President, shall call the meeting

of the Members to order, and shall act as chairperson of the meeting. In the absence of the President and the Vice-President, any Voting Director may serve as chairperson for such meeting. The Secretary shall act as Secretary of all meetings of the Members, but in the absence of the Secretary at any meeting of the Members, the presiding Officer may appoint any person to act as Secretary of the meeting.

Section 10. Proxies.

Each Member entitled to vote shall have the right to do so either in person or by written proxy, signed by the Member and filed with the Secretary. A proxy shall be deemed valid if signed by the Member or the Member's attorney-in fact and if it sets forth the general nature of the matter to be voted on or, with respect to an election of officers and directors, the proxy clearly identifies the Member's choices.

Section 11. Inspector of Election.

In advance of any meeting of Members, the Board may, if they so elect, appoint an inspector of the election to act at such meeting or any adjournments thereof. If the inspector of election is not so appointed, the chairperson of any such meeting may, and on the request of any Member shall, make such appointment at the meeting.

ARTICLE IV

DIRECTORS; MANAGEMENT

Section 1. Powers.

Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law (hereinafter the "Code"), as from time to time amended, and any limitations in the Articles of Incorporation of the corporation and these Bylaws relating to action required to be approved by the Members, the business and affairs of this corporation shall be managed by and all corporate powers shall be exercised by or under the direction of the Board. Without prejudice to the general powers set forth above, but subject to the same limitations, the Board shall have the power to:

- (a) Prescribe powers and duties for the Officers that are consistent with the law, with the Articles of Incorporation, and with these Bylaws;
- (b) Change the principal office of the corporation from one location to another;
- (c) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, contracts for services and goods which benefit the corporation.

Section 2. Type and Number.

There shall be two types of Directors, voting (each a "Voting Director") and non-voting (each a "Non-voting Director"), the only differences between them being that (i) only a Voting Director shall be entitled to cast a vote at meetings of the Board, and (ii) Voting

Directors shall be elected by the Members while each Non-voting Director shall be appointed by the Board for a specific term. The authorized number of Voting Directors of the corporation shall be nine (9) until changed by amendment to these Bylaws; the Board may appoint up to four (4) Non-voting Directors. All Directors must be Members in good standing.

Section 3. Election and Tenure of Office.

The Voting Directors shall be elected at each annual meeting of the Members to hold office until the next annual meeting and until successors have been elected and qualified by the appropriate Members. Notwithstanding the foregoing, the person who has been elected as the corporation's representative to the P.I.C.O. Neighborhood Council from time to time shall automatically be a member of the Board during the term of such elected position.

Section 4. Vacancies.

A vacancy or vacancies shall be deemed to exist in case of the death, resignation or removal of any Director, or if the Members shall increase the authorized number of Voting Directors but shall fail at the meeting at which such increase is authorized, or at any adjournment thereof, to elect the additional Voting Director or Directors so provided for, or in case the Members fail at any time to elect the full number of authorized Voting Directors.

Except as otherwise provided in the Articles of Incorporation or these Bylaws, vacancies on the Board of the Voting Directors may be filled by a majority vote of the remaining Director(s). Each Voting Director so elected shall hold office until a successor is elected and qualified at the next annual meeting of Members or at a special meeting called for that purpose.

If the Board accepts the resignation of a Voting Director tendered to take effect at a future time, a majority of the Voting Directors then in office shall have power to elect a successor to take office when the resignation shall become effective.

No reduction of the number of Voting Directors shall have the effect of removing any Voting Director prior to the expiration of his or her term of office.

Section 5. Removal of Directors.

The entire Board or any individual Director may be removed from office as provided by Sections 7221, 7222, or 7223 of the Code. Failure by any Voting Director to attend three (3) consecutive meetings may be cause for removal. Non-voting Directors may be removed from office by the Board for any reason.

Section 6. Notice, Place and Manner of Meetings.

Meetings of the Board may be called by the President, or the Secretary, or any three (3) Voting Directors and shall be held at the principal office of the corporation, unless some other place is designated in the notice of the meeting. Accurate minutes of any meeting of the Board, or any committee thereof, shall be maintained by the Secretary or other Officer designated for that purpose. Notwithstanding the foregoing or the other provisions of this Article IV, in the event that the Board determines that it would be unhealthy or unsafe to the attendees to conduct any particular meeting of the Board in person (by reason of COVID or other health or safety related issue), or if the Board determines that a meeting conducted in Zoom would be more convenient for the Directors, such meeting may be conducted in Zoom

or other similar electronic application.

Section 7. Meetings.

In addition to the meeting of the Board to be held in conjunction with the annual meeting of the Members, there will be no fewer than three meetings of the Board to be held during each calendar year.

Section 8. Special Meetings – Notices -- Waivers.

At least forty-eight (48) hours notice of the time and place of a special meeting of the Board shall be delivered personally to the Directors, delivered by email, or personally communicated to them by a corporate Officer by telephone. Such telephoning or delivery as above provided shall be due, legal and personal notice to such Director. Attendance shall constitute a waiver of notice.

Section 9. Quorum.

A majority of the authorized number of Voting Directors shall be necessary to constitute a quorum for the transaction of business, and, except as otherwise provided by the Code, or in the Articles of Incorporation or these Bylaws. The action of the Voting Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act.

Section 10. Compensation of Directors.

Directors, as such, shall not receive any stated salary or other compensation for their services but may, by resolution of the Board, receive reimbursement of their expenses incurred in connection with their services; provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 11. Committees.

Committees of the Board may be designated by resolution passed by a majority vote of the Directors. Committees shall consist of one or more Directors, one of whom shall chair the Committee, and such other Members as may be appointed by the President or his/her designate and approved by a majority vote of the Board. The Committees shall act in an advisory capacity to the Board and shall not have any authority to act on behalf of the corporation except as specified by the Board. Committee decisions must be ratified by the Board.

Meetings and actions of Committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings and other Board actions. Minutes of each meeting of any Committee shall be kept and filed with the corporate records. The Board may also adopt rules for the governance of any Committee which are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 12. Standing Committees.

The Board may choose to designate one or more of the following Standing Committees: a) Membership, b) Finance, c) Safety and Security, d) Traffic and Parking, e) Beautification, f)

Events, g) Community Relations, h) Communications and i) Urban Planning.

Section 13. Nominating Committee.

Prior to the date of the Annual Meeting, the President shall select a Nominating Committee whose responsibility shall be to propose a slate of Members who are qualified candidates for election to the Board and to serve as Officers. The Board shall review the slate of nominees proposed by the Nominating Committee and shall, by majority vote, approve the individual candidates for submission to the Members for voting at the Annual Meeting. The Secretary shall be responsible for preparing a list of all candidates approved by the Board to be a part of the notice of the Annual Meeting.

ARTICLE V

OFFICERS

Section 1. Officers.

The Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board, more than one Vice-President, one or more Assistant Secretaries and such other Officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices.

Section 2. Election.

The Officers of the corporation, except such Officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article, shall be chosen annually by the Members at the Annual Meeting, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to _serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, Etc.

The Board may appoint such other Officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation.

Any Officer may be removed for cause by the majority vote of the Board at any regular or special meeting of the Board.

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

Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or any other

cause shall be filled by the Board by appointing a successor Officer who shall hold the office for the unexpired term unless he should resign or be removed prior to the expiration of the unexpired term.

Section 6. President.

The President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the corporation. The President shall preside at all meetings of the Members and at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 7. Vice-President.

In the absence or disability of the President, the Vice-President designated by the Board shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to, all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him by the Board or the Bylaws.

Section 8. Secretary.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may order, of all meetings of Directors and Members, 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, the number of Members present at meetings and the proceedings thereof.

The Secretary or his or her designate shall keep, or cause to be kept, at the principal office or at a place determined by Board resolution, a record of the corporation's Members, showing each Member's name, address, and date of membership.

The Secretary shall give, or cause to be given, notice of all the meetings of the Members and of the Board required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Section 9. Treasurer.

The Treasurer shall be a Director and Chair of the Finance Committee. The Treasurer shall keep and maintain, or cause to be kept and maintained in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and earnings (or surplus), if any. The books of account shall at all reasonable times be open to inspection by any Director or Member.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board. He or she shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all of his transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 1. Indemnification of Directors, Officers.

The corporation shall, to the maximum extent permitted by the California General Corporation Law, have power to indemnify each of its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an "agent" of the corporation includes any person who is or was a Director, Officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a corporation which was a predecessor corporation of the corporation or of another enterprise serving at the request of such predecessor corporation.

Section 2. Insurance.

The Board shall purchase and maintain insurance to the full extent it deems necessary and appropriate on behalf of the corporation, its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE VII

CORPORATE RECORDS AND REPORTS -- INSPECTION

Section 1. Records.

The corporation shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its Members, Board, and Board Committees, and shall keep at its principal office or at the office of its transfer agent or registrar, a record of its Members, giving the names and addresses of all Members. The minutes must be kept in written form. The other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 2. Inspection of Books and Records.

Any Member shall have the right at any reasonable time to inspect and copy, at such Member's expense, the record of all Members, the accounting books and records, and the minutes as provided by law. Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 3. Annual Report; Financial Reporting.

The Board of Directors shall cause an annual financial report to be presented by the Treasurer to the Members at the annual meeting of Members. The annual report shall

contain:

- (a) A balance sheet as of the end of the fiscal year and an income statement and statement of changes in financial position for the fiscal year certified by the Treasurer that they were prepared without audit from the books and records of the corporation;
- (b) A statement of the place where the names and addresses of current Members are located;
- (c) Any information required by Section 7233 of the Code to be disclosed to the Members.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 1. Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by the Treasurer or such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

Section 2. Contracts, Etc.-- How Executed.

Subject to the provisions of applicable law, any note, evidence of indebtedness, contract, or other instrument in writing and any assignment or endorsements thereof executed or entered into between this corporation and any other person, when signed by the President and any one additional Officer shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing officers did not have authority to execute the same.

The Board, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the corporation and as otherwise provided in Article V hereof and in Section 313 of the Code, unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE IX

CERTIFICATION, INSPECTION, AND AMENDMENT OF BYLAWS

Section 1. Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be kept at the corporation's principal office in California and shall be open to inspection by the Members of the corporation, at all reasonable times.

Section 2. Amendment by Members.

Except as provided in section 7150 of the Code, new Bylaws may be adopted or these Bylaws may be repealed or amended from time to time by approval of at least sixty percent (60%) of the Members present and voting at any annual or special meeting convened for such purpose.